

## **CORESTATE CAPITAL HOLDING S.A.**

4, rue Jean Monnet, L-2180 Luxembourg, Grand Duchy of Luxembourg

Registered with the Luxembourg Trade and Companies Register under registration number B 199780

Luxembourg, 26 May 2021

### **CONVENING NOTICE TO THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS**

The management board (the **Management Board**) of Corestate Capital Holding S.A. (the **Company**) hereby convenes all shareholders to the annual general meeting of the shareholders of the Company (the **Meeting**), which shall be held on 28 June 2021 at 10 a.m. CEST with the agenda set out below.

#### **Important information:**

In application of the Luxembourg law dated 25 November 2020 extending the measures initially introduced by the Grand Ducal Regulation of 20 March 2020, enacted into law by the Luxembourg law dated 20 June 2020 and prolonged by the Luxembourg law dated 23 September 2020 in relation with the holding of meetings in companies and other legal entities in light of the exceptional circumstances surrounding the COVID-19 (the **Emergency Legislation**) and notwithstanding any contrary provisions in the articles of association of the Company (the **Articles**), the Company will not hold a physical meeting.

Shareholders may exercise their rights at the Meeting exclusively by appointing a special proxyholder (please refer to item V. (Participation)).

#### **I. Quorum and majority requirements**

The amendments of the Articles proposed under items 26 to 30 of the below agenda being extraordinary matters, article 10.2 of the Articles requires a quorum of presence or representation of at least one half (1/2) of the share capital of the Company at the Meeting. In the event that this quorum is not met, agenda items regarding an amendment of the Articles will be dropped. The agenda items are adopted by a simple majority of the votes expressed by the shareholders duly present or represented, except with regard to agenda items 26 to 30, for which a majority of 66.67% of the votes expressed by the shareholders duly present or represented shall apply.

#### **II. Agenda**

- 01 PRESENTATION OF A SPECIAL REPORT OF THE MANAGEMENT BOARD  
Presentation of a special report of the Management Board, in accordance with article 442-18 of the Luxembourg act on commercial companies dated 10 August 1915, as amended (the **Companies Act**), on transactions approved by the Management Board for which certain members of the Management Board declared to have a financial interest conflicting, or potentially conflicting, with that of the Company (the **Special Report**).
- 02 PRESENTATION OF THE STAND-ALONE ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR 2020, OF THE APPROVED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2020, THE AUDITOR REPORT RELATING TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2020 AS WELL AS THE MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2020

The supervisory board of the Company (the **Supervisory Board**) has not made any comments to the stand-alone annual accounts, the consolidated financial statements for the financial year 2020 as drawn up by the Management Board (the **Financial Statements**), nor to the report prepared by the Management Board (the **Management Report**) and the report of the independent auditor relating to the Financial Statements (the **Auditor Report**).

The Management Board and the Supervisory Board propose to the Meeting to approve the Financial Statements in accordance with article 461-7 of the Companies Act.

- 03 ACKNOWLEDGEMENT OF THE PROFIT OF THE COMPANY MADE WITH RESPECT TO THE FINANCIAL YEAR 2020 AND ALLOCATION TO THE LEGAL RESERVE

The Management Board proposes that the Meeting acknowledges that the Company made a profit with respect to the financial year 2020 in an aggregate amount of EUR 71,200,000 (the **Profit**).

The Management Board proposes that the Meeting resolves (i) to allocate an amount of EUR 96,087.07 out of the Profit balance to the legal reserve of the Company, in accordance with article 461-1 of the Companies Act, and (ii) to carry forward the balance of profits in an aggregate amount of EUR 71,103,912.93.

The Management Board further proposes that the Meeting acknowledges that the Company will not make a distribution, on the basis of the overall financial position of the Company's group.

- 04 DISCHARGE (*QUITUS*) TO MR THOMAS LANDSCHREIBER FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2020

The Management Board and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Thomas Landschreiber for the performance of his duties as member of the Management Board for, and in connection with, the financial year 2020.

- 05 DISCHARGE (*QUITUS*) TO MR LARS SCHNIDRIG FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2020

The Management Board and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Lars Schnidrig for the performance of his duties as member of the Management Board for, and in connection with, the financial year 2020.

- 06 DISCHARGE (*QUITUS*) TO MR NILS PETER HÜBENER FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2020

The Management Board and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Nils Peter Hübener for the performance of his duties as member of the Management Board for, and in connection with, the financial year 2020.

- 07 DISCHARGE (*QUITUS*) TO MR DANIEL LÖHKEN FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2020

The Management Board and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Daniel Löhken for the performance of his duties as member of the Management Board for, and in connection with, the financial year 2020.

- 08 DISCHARGE (*QUITUS*) TO MR RENÉ PARMANTIER FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE

MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2020

The Management Board and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr René Parmantier for the performance of his duties as member of the Management Board for, and in connection with, the financial year 2020.

- 09 DISCHARGE (*QUITUS*) TO MR MICHA BLATTMANN FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2020

The Management Board and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Micha Blattmann for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2020.

- 10 DISCHARGE (*QUITUS*) TO DR. URS FELDER FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2020

The Management Board and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Dr. Urs Felder for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2020.

- 11 DISCHARGE (*QUITUS*) TO MR ULRICH PLETT FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2020

The Management Board and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Ulrich Plett for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2020.

- 12 DISCHARGE (*QUITUS*) TO MR JONATHAN MATTHEW LURIE FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2020

The Management Board and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Jonathan Matthew Lurie for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2020.

- 13 DISCHARGE (*QUITUS*) TO DR. GEORG ALLENDORF FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2020

The Management Board and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Dr. Georg Allendorf for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2020.

- 14 DISCHARGE (*QUITUS*) TO DR. GABRIELE APFELBACHER FOR THE PERFORMANCE OF HER MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2020

The Management Board and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Dr. Gabriele Apfelbacher for the performance of her duties as member of the Supervisory Board for, and in connection with, the financial year 2020.

- 15 DISCHARGE (*QUITUS*) TO MR TIMOTHY BLACKWELL FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2020

The Management Board and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Timothy Blackwell for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2020.

- 16 DISCHARGE (*QUITUS*) TO MR MARC DRIEBEN FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2020  
The Management Board and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Marc Drießen for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2020.
- 17 DISCHARGE (*QUITUS*) TO MR OLAF KLINGER FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2020  
The Management Board and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Olaf Klinger for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2020.
- 18 DISCHARGE (*QUITUS*) TO MR FRIEDRICH MUNSBERG FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2020  
The Management Board and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Friedrich Munsberg for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2020.
- 19 DISCHARGE (*QUITUS*) TO DR. FRIEDRICH OELRICH FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2020  
The Management Board and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Dr. Friedrich Oelrich for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2020.
- 20 DISCHARGE (*QUITUS*) TO PROF. DR. HERMANN WAGNER FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2020  
The Management Board and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Prof. Dr. Hermann Wagner for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2020.
- 21 CONFIRMATION AND APPOINTMENT OF MR FRIEDRICH MUNSBERG AS NEW MEMBER OF THE SUPERVISORY BOARD  
The Management Board and the Supervisory Board propose that the Meeting (i) confirms the appointment by co-optation of Mr Friedrich Munsberg as member of the Supervisory Board of the Company, with effect as of 29 November 2020 and (ii) appoints Mr Friedrich Munsberg as member of the Supervisory Board of the Company, for a term of office ending after the annual general meeting of the Company which will be held in 2024.
- The Management Board and the Supervisory Board further propose that the Meeting recommends that Mr Friedrich Munsberg shall continue to act as chairman of the Supervisory Board.
- 22 CONFIRMATION AND APPOINTMENT OF DR. FRIEDRICH OELRICH AS NEW MEMBER OF THE SUPERVISORY BOARD  
The Management Board and the Supervisory Board propose that the Meeting (i) confirms the appointment by co-optation of Dr. Friedrich Oelrich, with effect as of 29 November 2020 and (ii) appoints Dr. Friedrich Oelrich as member of the Supervisory Board of the Company for a term of office ending after the annual general meeting of the Company which will be held in 2024.

23 CONFIRMATION AND APPOINTMENT OF PROF. DR. HERMANN WAGNER AS NEW MEMBER OF THE SUPERVISORY BOARD

The Management Board and the Supervisory Board propose that the Meeting (i) confirms the appointment by co-optation of Prof. Dr. Hermann Wagner, with effect as of 29 November 2020 and (ii) appoints Prof. Dr. Hermann Wagner as member of the Supervisory Board of the Company for a term of office ending after the annual general meeting of the Company which will be held in 2024.

The Management Board and the Supervisory Board further propose that the Meeting recommends that Prof. Dr. Hermann Wagner shall continue to act as deputy chairman of the Supervisory Board.

Further information about the proposed candidates under items 21 to 23 above, including curricula vitae, providing information about their relevant knowledge, skills and experience, together with a list of relevant activities besides the Supervisory Board position forming the subject of these elections, are available on the Company's website under [www.corestate-capital.com](http://www.corestate-capital.com) in the segment "Shareholders" and "Annual General Meeting".

24 APPOINTMENT OF THE INDEPENDENT AUDITOR (*CABINET DE RÉVISION AGRÉÉ*) FOR THE FINANCIAL YEAR 2021

The Management Board and the Supervisory Board propose that the Meeting appoints Ernst & Young SA, with registered office at 35E Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, represented by partner Pavel Nesvedov, as independent auditor (*cabinet de révision agréé*) for the stand-alone annual accounts and consolidated financial statements of the Company for the financial year 2021, and to grant power and authority to the Management Board and the Supervisory Board to enter into the relevant agreement (in accordance with market standards) with Ernst & Young SA.

25 ADVISORY NON-BINDING VOTE ON THE UPDATED REMUNERATION POLICY AND THE REMUNERATION REPORT

The Management Board and the Supervisory Board propose that the Meeting approves, on a non-binding basis, the updated remuneration policy (the **Remuneration Policy**) and the remuneration report (the **Remuneration Report**) in accordance with the requirements of articles 7bis and 7ter of the Luxembourg law dated 24 Mai 2011 relating to the exercise of certain rights of shareholders at general meetings of listed companies, as amended.

26 AUTHORISATION OF A NEW AUTHORISED CAPITAL OF THE COMPANY AND SUBSEQUENT AMENDMENT OF THE ARTICLES

Presentation of the report of the Management Board authorising a limitation of the pre-emptive rights of the shareholders of the Company (the **Authorised Capital Report**) in accordance with article 420-26 (5) of the Companies Act.

The Management Board proposes that the Meeting authorises a new authorised capital in an amount of EUR 2,250,000 (represented by a maximum of 30,000,000 shares without nominal value in the Company) for a duration of 5 years following the date of the present Meeting, and to consequently amend article 5.5 of the Articles as set out in Schedule 1 to this convening notice.

Each shareholder may request to receive a copy of the Authorised Capital Report from the Company during the convening period.

If approved, the amendment of article 5.5 of the Articles proposed here above shall be enacted by a Luxembourg notary in the course of the Meeting.

27 INTRODUCTION OF RESTRICTIONS RELATING TO THE MANDATE OF MEMBERS OF THE MANAGEMENT BOARD

The Management Board proposes to the Meeting to introduce or amend the following restrictions relating to the mandate of members of the Management Board:

- a) an age restriction of maximum 65 years for members of the Management Board;
- b) the reduction of the maximum term of office of members of the Management Board from currently 4 years to 3 years; and
- c) a maximum number of 3 consecutive terms for members of the Management Board, and to consequently amend articles 11.2 and 11.3 of the Articles, as set out in Schedule 1 to this convening notice.

If and to the extent approved, the relevant amendments to articles 11.2 and 11.3 of the Articles proposed here above shall be enacted by a Luxembourg notary in the course of the Meeting.

28 INTRODUCTION OF RESTRICTIONS RELATING TO THE MANDATE OF MEMBERS OF THE SUPERVISORY BOARD

The Management Board proposes to the Meeting to introduce or amend the following restrictions relating to the mandate of members of the Supervisory Board:

- a) an age restriction of maximum 70 years for members of the Supervisory Board;
- b) the reduction of the maximum term of office of members of the Supervisory Board from currently 6 years to 3 years; and
- c) a maximum number of 3 consecutive terms for members of the Supervisory Board, and to consequently amend articles 18.2 and 18.3 of the Articles, as set out in Schedule 1 to this convening notice.

If and to the extent approved, the relevant amendments to articles 18.2 and 18.3 of the Articles proposed here above shall be enacted by a Luxembourg notary in the course of the Meeting.

29 INTRODUCTION OF THE CORPORATE GOVERNANCE COMMITTEE INTO THE ARTICLES

The Management Board proposes to the Meeting to reflect the existence of a corporate governance committee in the Articles, and to set the remuneration of the chairman of the corporate governance committee of the Company to an annual fee in a gross amount of EUR 10,000, and to consequently amend Article 18.5 of the Articles, as set out in Schedule 1 to this convening notice.

If and to the extent approved, the relevant amendments to article 18.5 of the Articles proposed here above shall be enacted by a Luxembourg notary in the course of the Meeting.

30 AMENDMENT TO THE NAME OF THE NOMINATION COMMITTEE OF THE COMPANY

The Management Board proposes to the Meeting to change the name of the current nomination committee of the Company to nomination and remuneration committee of the Company, and to consequently amend Article 18.5 of the Articles, as set out in Schedule 1 to this convening notice.

If and to the extent approved, the relevant amendments to article 18.5 of the Articles proposed here above shall be enacted by a Luxembourg notary in the course of the Meeting.

### III. Total amount of shares

On the date of the convening of the Meeting, the Company's subscribed share capital equals EUR 2,562,452.24, represented by 34,166,025 shares without nominal value, all of which are fully paid up. Each share carries one vote. The total number of voting rights is therefore 34,166,025.

### IV. Available information and documentation

The following information is available on the Company's website under [www.corestate-capital.com](http://www.corestate-capital.com) in the segment "Shareholders" > "Annual General Meeting" and at the Company's registered office in Luxembourg, as of the day of the publication of this convening notice:

- (i) full text of any document to be made available by the Company at the Meeting, including draft resolutions in relation to the above agenda items to be adopted at the Meeting and related documents (i.e. *inter alia* the Special Report, the Financial Statements, the Management Report, the Supervisory Board report, the Auditor Report, the Remuneration Policy, the Remuneration Report and the Authorised Capital Report);
- (ii) this convening notice;
- (iii) the total number of shares and attached voting rights issued by the Company as of the date of publication of this convening notice;
- (iv) the Special Proxy Form as further mentioned below; and
- (v) the Record Date Attestation form as further mentioned below.

### V. Participation

On or before the Record Date (as defined below), each shareholder shall indicate to the Company his/her/its intention to participate at the Meeting.

The participation at the Meeting and the exercise of voting rights attached to the shares held by a shareholder is determined in relation to the number of shares held by each shareholder at 11:59 p.m. (CEST) on the 14th day prior to the Meeting (14 June 2021) (the **Record Date**). Shareholders must produce an attestation from their depository bank stating the number of shares held by the shareholder on the Record Date in order to be permitted to exercise their rights at the Meeting (the **Record Date Attestation**).

In accordance with the Emergency Legislation, the Company will not hold a physical meeting. Shareholders may exercise their rights at the Meeting exclusively by appointing in writing Mr Andreas Wahl-Ulm as special proxyholder based on a duly completed, dated and signed special proxy form (the **Special Proxy Form**).

In order for votes pursuant to a Special Proxy Form to be considered, the Company must be provided with a Record Date Attestation relating to the relevant shareholder.

The Record Date Attestation and the Special Proxy Form must be received by the Company on 22 June 2021 at 11:59 p.m. (CEST) at the latest at the following address:

Corestate Capital Holding S.A.  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany  
fax: +49 (0)89 210 27-289  
agm@linkmarketservices.de

Exercise of voting rights of shares in connection with Special Proxy Forms received after such date will not be possible.

Special Proxy Forms and Record Date Attestations are available on the Company's website under [www.corestate-capital.com](http://www.corestate-capital.com) in the segment "Shareholders" > "Annual General Meeting".

## **VI. Ability to ask questions before the Meeting**

In accordance with the Emergency Legislation, no physical Meeting will be organised and any shareholder questions must thus be addressed in advance of the Meeting.

Shareholders' questions in relation with the agenda must be sent (by fax, post or e-mail) to the contact information mentioned under item V. (Participation) above and received by the Company on 22 June 2021 at 11:59 p.m. (CEST) at the latest. A Record Date Attestation must be attached to such questions to allow the Company to proceed with a satisfactory identification of the relevant shareholder.

The answers to these questions will be provided during a conference call to be held on the date of the Meeting. The precise time and joining instructions for such conference call will be made available to registered shareholders prior to the Meeting. Please note that shareholders can dial into such conference call, but will only be able to hear and will not be allowed to speak.

## **VII. Additional important information for shareholders**

Shareholders are hereby informed that the exercise of voting rights is exclusively reserved to such persons that were shareholders on the Record Date (respectively the special proxyholder duly appointed by them). Transfer of shares after the Record Date is possible subject to usual transfer limitations, as applicable. However, any transferee having become owner of shares after the Record Date has no right to vote at the Meeting.

One or more shareholder(s) representing at least 5% of the Company's share capital may request the addition of items to the agenda of the Meeting or table draft resolutions for items included or to be included on the agenda of the Meeting by sending such requests (by fax, post or e-mail) at the latest on 6 June 2021 at 11:59 p.m. (CEST) to the contact information mentioned under item V. (Participation) above.

Such request will only be accepted by the Company provided it includes (i) the wording of the agenda point, (ii) the wording of a proposed resolution pertaining to such agenda point or a justification, and (iii) an e-mail address or a postal address to which the Company may correspond and confirm receipt of the request.

If you have questions regarding the Meeting feel free to call our Meeting-hotline +49/89/21027-222 or



send us an e-mail at [agm@linkmarketservices.de](mailto:agm@linkmarketservices.de) (hotline available from 9 a.m. to 5 p.m. CEST except on bank holidays in Luxembourg or Germany).

### **VIII. Data Protection Notice**

Since the European Data Protection Act came into effect, data protection laws and regulations apply throughout Europe from 25 May 2018 onwards.

The protection of your data and the legally compliant processing of your data have a high priority for us. In our data protection notice for shareholders, we have summarized all information regarding the processing of personal data of our shareholders in a clear and structured way.

The data protection notice for shareholders can be retrieved and is available for viewing and downloading on the Company's website under [www.corestate-capital.com](http://www.corestate-capital.com) in the segment "Shareholders" > "Annual General Meeting".

The direct link is: <https://corestate-capital.com/wp-content/uploads/2019/05/Datenschutzhinweise-hv-2021.pdf>

Luxembourg, 26 May 2021.

Corestate Capital Holding S.A., *Société Anonyme*  
The Management Board