

ANNUAL GENERAL MEETING 2021

AGENDA AND PROPOSED RESOLUTIONS FOR THE MEETING

- 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 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.