



**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  
(the **Company**)

**Special report of the management board of the Company**

to the

**annual general meeting of the shareholders of the Company**

(the **AGM**)

to be held on 28 June 2021 at 10 a.m. CEST

prepared in accordance with article 442-18 of the Luxembourg act on commercial  
companies dated 10 August 1915, as amended (the **Companies Act**)

Dear Shareholders,

In accordance with article 442-18 of the Companies Act, the management board of the Company (the **Management Board**) has prepared this special report to inform the AGM of the following transaction(s)/matter(s) in which one or several member(s) of the Management Board declared an interest of a financial nature, potentially conflicting with that of the Company.

Concerned members	Relevant transaction/ matter	Date of resolution(s)
<ul style="list-style-type: none"><li>• <b>Mr Johannes Märklin</b> (member of the Management Board)</li><li>• <b>Mr Sebastian Ernst</b> (member of the Management Board)</li></ul>	Approval of the contribution to the Company of all 50,000 shares in Aggregate Financial Services GmbH in exchange for 8,500,000 new ordinary shares of the Company to be created and issued by way of capital increase against contribution in kind under the authorized capital of the Company, and to subsequently be admitted to trading on the regulated market segment ( <i>regulierter Markt</i> ) of the Frankfurt Stock Exchange ( <i>Frankfurter Wertpapierbörse</i> ) with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange.	25 May 2021

Each conflicted/potentially conflicted member of the Management Board refrained from deliberating and voting on the relevant matters/transactions in which he declared a conflict/potential conflict of interest and the relevant matters/transactions were approved by the members of the Management Board who did not declare any conflict/potential conflict of interest after considering that such matters/transactions were in the best interest and for the corporate benefit of the Company.

Dated 26 May 2021

*The Management Board*

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