

Corestate Capital Holding S.A.
4, rue Jean Monnet, 2180 Luxembourg, Luxembourg
Registered with the Luxembourg Trade and Companies Register
under registration number B 199780

Important instructions regarding the exercise of your voting rights at the Annual General Meeting of the shareholders of Corestate Capital Holding S.A. to be held at Alvisse Parc Hotel, 120, Route d'Echternach, L-1453 Luxembourg on 26 April 2019 at 10:00 a.m. (CEST) (the Meeting)

You may exercise your voting rights at the Meeting, as applicable, in one of the following manners, as further described below:

- You can attend the Meeting in person
- You can appoint a proxy of your choice
- You can appoint a proxy representative nominated by Corestate Capital Holding S.A.
- You can vote by correspondence

Each shareholder shall, **on or before the Record Date (as defined below)** indicate to the Company his/her/its intention to participate at the Meeting in any form. Such indication must be received by Corestate Capital Holding S.A. by fax (+49 (0) 89 210 27-289) or e-mail (agm@linkmarketservices.de) on 12 April 2019 at 00:00 a.m. CEST at the latest.

In the event that you do not wish to participate at the Meeting in person and if you want to exercise your right to vote at the Meeting by proxy or by voting by correspondence, please use the form of proxy and vote by correspondence enclosed (the **Form**). In this case, we request that you read and follow the instructions set out below carefully in order to ensure that your registration and your vote are recorded properly.

In order to exercise your voting rights at the Meeting, these instructions shall be read together with the information set out in the convening notice to the Meeting

1. Execution of voting rights by a third party

If you want to authorise a person in your trust as your representative at the Meeting, please **fill out** section 1. of the Form and **sign** it (signature block at the bottom of section 1. of the Form).

To benefit from this service, please return the completed and duly signed Form to Corestate Capital Holding S.A., c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 (0) 89 210 27-289) or e-mail (agm@linkmarketservices.de) by 11:59 p.m. (CEST) on 20 April 2019 – receipt by Corestate Capital Holding S.A. - at the latest, followed by the original by regular mail.

2. Authorisation and instructions for the proxy nominated by Corestate Capital Holding S.A.

If you do not authorise a third party to take part personally at the Meeting, we offer the option of appointing a proxy voting representative nominated by Corestate Capital Holding S.A.

Corestate Capital Holding S.A. nominates as solely authorised proxy with the right of delegating the authorisation to another person, Mr. Markus Laue, Bad Nauheim, employee of Link Market Services GmbH, Munich. The proxy is authorised to execute the voting rights only as far as you have given explicit instructions on the proposed resolutions made by the Management Board of Corestate Capital Holding S.A. on the agenda items of the Meeting, as applicable. The assignment of Corestate Capital Holding S.A.'s proxy for entering an objection as well as filing a petition and asking questions is excluded.

If you want to benefit from this service, please **tick the box** in section 2. of the Form, **sign** the Form (signature block at the bottom of section 2. of the Form) and **fill out** and sign section 4. of the Form.

To benefit from this service, please return the completed and duly signed Form to Corestate Capital Holding S.A., c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 (0) 89 210 27-289) or e-mail (agm@linkmarketservices.de) by 11:59 p.m. (CEST) on 20 April 2019 - receipt by Corestate Capital Holding S.A. - at the latest, followed by the original by regular mail.

3. Vote by correspondence

Should you not be able to attend the Meeting in person and if you do not wish to appoint a proxy, you may also exercise your shareholder rights by voting by correspondence. If you want to cast your votes by correspondence, please **tick the box** in section 3. of the Form and **sign** the Form (signature block at the bottom of section 3. of the Form) and **fill out** and sign section 4. of the Form.

If you want to cast your votes by correspondence, please return the completed and duly signed Form to Corestate Capital Holding S.A., c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 (0) 89 210 27-289) or e-mail (agm@linkmarketservices.de) by 11:59 p.m. (CEST) on 20 April 2019 - receipt by Corestate Capital Holding S.A. - at the latest, followed by the original by regular mail.

4. Attestation

In all instances, you **must** request and **obtain an attestation** from your depository bank which is safe-keeping your shares in Corestate Capital Holding S.A. stating the number of shares held by you as shareholder 14 calendar days before the date of the Meeting (the **Record Date**), i.e. on 12 April 2019 at 00:00 a.m. CEST. You may wish to provide your depository bank with the enclosed form of attestation, which has to **be filled out and signed by your depository bank**. Alternatively, your depository bank may use its own form, provided that the number of shares held by you as shareholder at the Record Date is indicated in such form. Please note that the attestation must be provided in text form in the German or English language. Attestations must be received by Corestate Capital Holding S.A. by fax (+49 (0) 89 210 27-289) or e-mail (agm@linkmarketservices.de) on 20 April 2019 at 11:59 p.m. (CEST) at the latest, followed by the original by regular mail to:

Corestate Capital Holding S.A.
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

Please note that exercise of voting rights of shares in connection with late attestations, and/or Forms will not be possible at the Meeting, as applicable.

5. Data Protection Notice

Since the European Data Protection Act came into effect, new 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 in the segment "Investor Relations" > "Corporate Governance" > "Annual General Meeting".

The direct link is:

<https://ir.corestate-capital.com/websites/corestate/English/4500/corporate-governance.html?newsYear=2019>

CORESTATE CAPITAL HOLDING S.A.
4, rue Jean Monnet, 2180 Luxembourg, Luxembourg
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FORM FOR THE
ANNUAL GENERAL MEETING
TO BE HELD AT

Alvisse Parc Hotel, 120, Route d'Echternach, L-1453 Luxembourg
on 26 April 2019 at 10.00 A.M. (CEST) (the "Meeting")

1. Authorisation to a third party

☐ **By ticking this box for the Meeting**

I/We _____ authorize _____ <small>First Name, Surname</small>	
_____ <small>Street / No.</small>	_____ <small>Street / No.</small>
_____ <small>Postal Code / City / Country</small>	_____ <small>Postal Code / City / Country</small>

with the right of delegating the authority to another person to be my/our proxy during the Meeting and to execute my/our voting rights in my/our name and on my/our behalf.

_____ <small>(City)</small>	_____ <small>(Date)</small>	_____ <small>(Signature 1st Shareholder)</small>	_____ <small>(if applicable Signature 2nd Shareholder)</small>
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Delegated Authorisation

I/We herewith grant Mr/Mrs _____
(Surname, First Name, Street, No., Postal Code/City)

the delegated authorisation to be the proxy of the shareholder mentioned above in this section 1. during the Meeting and to execute the voting rights in the name and on behalf of this shareholder.

_____ <small>(City)</small>	_____ <small>(Date)</small>	_____ <small>(Signature 1st Shareholder)</small>	_____ <small>(if applicable Signature 2nd Shareholder)</small>
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2. Authorisation and instructions to the proxy of Corestate Capital Holding S.A.

☐ By ticking this box for the MEETING

I/We,

First Name, Surname, Street, No., Postal Code / City / Country

herewith grant authorisation to the proxy representative of Corestate Capital Holding S.A., Mr. Markus Laue, Bad Nauheim, employee of Link Market Services GmbH, Munich, to hold the power of attorney, together with the right to delegate the authority to another person, to represent me/us at the Meeting, as applicable, of Corestate Capital Holding S.A. on 26 April 2019 and to execute my/our voting rights in my/our name and on my/our behalf in the manner subsequently described in section 4. below (please mark with a cross).

_____ Name(s)	_____ Admission card number (if available)	_____ number of shares on admission card (if available)
_____ (City)	_____ (Date)	_____ (Signature 1 st Shareholder)
		_____ (if applicable Signature 2 nd Shareholder)

3. Vote by correspondence

☐ By ticking this box for the MEETING

I/We hereby state that :

- I/We will not attend the Meeting, as applicable, in person or be represented by a proxy attending the Meeting in person;
- I/We wish to cast my/our vote at the Meeting on the proposed resolutions made by the Management Board of Corestate Capital Holding S.A. on the agenda items, by ticking the appropriate box set forth next to each proposal of resolution in section 4 below; and
- I am/We are fully aware of the contents of the convening notice to the Meeting and that I/we have taken into account the contents of the convening notice in order to cast my/our vote on the proposed resolution made by the Management Board of Corestate Capital Holding S.A. on the agenda items in the present Form when casting my/our votes by correspondence.

_____ Name(s)	_____ Admission card number (if available)	_____ number of shares on admission card (if available)
_____ (City)	_____ (Date)	_____ (Signature 1 st Shareholder)
		_____ (if applicable Signature 2 nd Shareholder)

4. Individual instructions/vote by correspondence

Individual instructions for the proxy of Corestate Capital Holding S.A.

Please issue an instruction for each proposed resolution made by the Management Board of Corestate Capital Holding S.A. on the agenda items. Only one instruction may be issued for each item of the agenda. If you do not explicitly issue instructions in respect of the individual agenda items, the proxy representative of Corestate Capital Holding S.A. will abstain from voting for these items.

Please tick only within the small box ☐

Voting by correspondence

Please cast your votes for each proposed resolution made by the Management Board of Corestate Capital Holding S.A. on the agenda items. Only one vote may be issued for each item of the agenda. If you do not explicitly cast a vote in respect of the individual agenda items, no vote shall be taken into account.

Please tick only within the small box. ☐



Data Protection Notice

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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 in the segment "Investor Relations" > "Corporate Governance" > "Annual General Meeting".

The direct link is:

<https://ir.corestate-capital.com/websites/corestate/English/4500/corporate-governance.html?newsYear=2019>

**VOTING INSTRUCTIONS OR VOTING BY CORRESPONDENCE,
AS APPLICABLE, FOR THE ANNUAL GENERAL MEETING 2019 (THE MEETING)**

AGENDA ITEM 1.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
PRESENTATION OF THE STAND-ALONE ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR 2018, OF THE APPROVED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2018 AS WELL AS THE MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2018			
The supervisory board of the Company (the Supervisory Board) has not made any comments to the stand-alone annual accounts or the consolidated financial statements for the financial year 2018 as drawn up by the Management Board (the Financial Statements).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Management Board and the Supervisory Board propose to the Meeting to approve the Financial Statements and the report of the independent auditor relating thereto, in accordance with article 461-7 of the Luxembourg act on commercial companies dated 10 August 1915, as amended (the Companies Act).			

AGENDA ITEM 2.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
ACKNOWLEDGEMENT OF THE PROFIT OF THE COMPANY MADE WITH RESPECT TO THE FINANCIAL YEAR 2018 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 2018 in an aggregate amount of EUR 41,558,273.58 (the Profit).			
The Management Board proposes that the Meeting resolves to (i) set off the Profit against the losses carried forward from the previous financial year, (ii) subsequently allocate an amount of EUR 65,578.05 out of the balance to the legal reserve of the Company, in accordance with article 461-1 of the Companies Act, and (iii) carry forward the balance of profits in an aggregate amount of EUR 35,981,685.53 to the next financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 3.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
DISTRIBUTION OUT OF THE FREELY DISTRIBUTABLE RESERVES OF THE COMPANY			
The Management Board proposes that the Meeting resolves to approve a distribution out of the freely distributable reserves of the Company in an aggregate amount of EUR 53,386,042.50 (corresponding to EUR 2.50 per issued share of the Company), to the shareholders of the Company (the Distribution). In view of a potential share buy-back program, the number of shares of the Company entitled to receive a distribution could decrease in the period up to the date on which the proposed resolution on the Distribution is passed, in which case the amount of the Distribution per issued share of the Company shall remain at EUR 2.50, but the existing proposed Distribution resolution shall automatically be adjusted accordingly, to reflect the decrease in the aggregate Distribution amount. The approved Distribution shall be payable within 3 business days as of the Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 4.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
DISCHARGE (<i>QUITUS</i>) TO EACH OF THE MEMBERS OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2018			
The Management Board and the Supervisory Board propose to the Meeting to grant discharge (<i>quitus</i>) to the present and past members of the Management Board for the performance of their duties as members of the Management Board for, and in connection with, the financial year 2018, except for Dr Michael Bütter, who shall not be granted such discharge (<i>quitus</i>).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 5.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
DISCHARGE (<i>QUITUS</i>) TO EACH OF THE MEMBERS OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2018			
The Management Board and the Supervisory Board propose to the Meeting to grant discharge (<i>quitus</i>) to the members of the Supervisory Board for the performance of their duties as members of the Supervisory Board for, and in connection with, the financial year 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 6.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
APPOINTMENT OF A NEW MEMBER OF THE SUPERVISORY BOARD			
The Management Board proposes to the Meeting to appoint Mr Jon Lurie, residing in London, England, as a new 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 2021.			
Further information about the proposed candidate is available on the homepage at www.corestate-capital.com under "Investor Relations" and "Annual General Meeting" and will be available for inspection during the Meeting. A curriculum vitae for the proposed candidate, providing information about his relevant knowledge, skills and experience, together with a list of relevant activities besides the Supervisory Board position forming the subject of this election, is attached as Schedule 1 to the convening notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 7.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
APPOINTMENT OF THE INDEPENDENT AUDITOR (<i>CABINET DE RÉVISION AGRÉÉ</i>) FOR THE FINANCIAL YEAR 2019			
The Supervisory Board proposes to the Meeting to appoint Ernst & Young SA, represented by partner Pavel Nesvedov, as independent auditor (<i>cabinet de révision agréé</i>) for the stand-alone annual accounts and consolidated financial statements of the Company for the financial year 2019, 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 8.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	A ABSTENTION
<p>AUTHORISATION TO THE MANAGEMENT BOARD TO BUY BACK SHARES OF THE COMPANY</p> <p>The Management Board proposes to the Meeting to grant all powers to the Management Board to buy back shares of the Company for a period of 5 years following the date of the present Meeting.</p> <p>The Management Board proposes that the Meeting resolves that the aggregate nominal amount of the shares of the Company which may be acquired may not exceed 10% of the aggregate nominal amount of the issued share capital of the Company from time to time, at the date of exercise of the present authorisation.</p> <p>In each individual case, the buyback is to be conducted, at the choice of the Management Board, (i) through the stock exchange or (ii) by means of a purchase offer addressed to all shareholders:</p> <p>(i) To the extent that the buyback is conducted through the stock exchange, the repurchase price per share (excluding any ancillary buyback costs and without any tax gross-up obligation) paid by the Company may not exceed or fall short of, by more than 10%, of the volume-weighted average of the auction closing prices of shares of the same class of the Company in Xetra trading (or a functionally comparable successor system to the Xetra system) at the Frankfurt Stock Exchange on the last three exchange trading days before the respective commitment to acquire.</p> <p>(ii) To the extent that the buyback is conducted through a purchase offer addressed to all shareholders (the Offer), the repurchase price per share (excluding any ancillary buyback costs and without any tax gross-up obligation) offered and paid by the Company may not exceed or fall short of by more than 10% of the volume-weighted average of the auction closing prices of shares of the same class of the Company in Xetra trading (or a functionally comparable successor system to the Xetra system) at the Frankfurt Stock Exchange on the last three exchange trading days before the date of the publication of the Offer.</p> <p>In the event that a significant change in the share price occurs after the publication of the Offer, the Offer may be adjusted. In this case, the relevant reference period is the last exchange trading day before the date of the publication of the adjustment, and the 10%-limit for the exceeding or falling short shall be applied to this amount. In the event that an Offer is oversubscribed, the buyback may be conducted in accordance with the proportion of the shareholdings held by the tendering shareholders in relation to each other (shareholding quotas) or in accordance with the proportion of the tendered shares (tendering quotas). In addition, (i) in order to avoid calculational fractions of shares, rounding may be applied and (ii) a preferential acceptance of small numbers of shares (up to 50 tendered shares per shareholder) may be provided for. The Offer may also stipulate additional conditions.</p> <p>Any such acquired shares shall be held as treasury shares by the Company with their voting and dividend rights being suspended for an unlimited period of time and are available for distribution by the Management Board at its discretion (without applying a principle of equality among shareholders).</p> <p>The authorisation may be exercised, in compliance with statutory requirements, for any legally permissible purpose in the corporate interest of the Company.</p> <p>The currently existing authorisation to the Management Board to redeem shares of the Company resolved by the annual general meeting of the shareholders of the Company of 27 April 2018 is cancelled upon the new authorisation set out above becoming effective.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 9.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>AMENDMENT OF THE LIST OF PRIOR CONSENT MATTERS INCLUDED IN THE ARTICLES</p> <p>The Management Board proposes to the Meeting to amend the list of prior consent matters for the Supervisory Board and to consequently amend article 15 of the Articles, as set out in Schedule 2 to the convening notice.</p> <p>If approved, the amendments to article 15 of the Articles proposed here above shall be enacted by a Luxembourg notary in the course of the Meeting.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 10.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>AMENDMENT OF ANNUAL FEES ALLOCATED TO THE MEMBERS OF THE SUPERVISORY BOARD</p> <p>The Management Board and the Supervisory Board propose to the Meeting to increase the gross annual fee entitlements of the members of the Supervisory Board as follows:</p> <ul style="list-style-type: none"> • an annual fee in a gross amount of EUR 150,000 for the chairman of the Supervisory Board; • an annual fee in a gross amount of EUR 100,000 for the deputy chairman of the Supervisory Board; • an annual fee in a gross amount of EUR 75,000 for each other member of the Supervisory Board; • an additional annual fee in a gross amount of EUR 15,000 for the chairman of the audit committee of the Company and the chairman of the nomination committee of the Company; • an additional fee in a gross amount of EUR 10,000 for the chairman of any other committee of the Company that may exist from time to time; and • an additional annual fee in a gross amount of EUR 5,000 for each other member of the audit committee of the Company, the nomination committee of the Company and any other committee of the Company that may exist from time to time, <p>and to consequently amend article 18.5 of the Articles, as set out in Schedule 2 to the convening notice.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

_____ Name(s)	_____ Admission card number (if available)	_____ number of shares on admission card (if available)
_____, (City)	_____ (Date)	_____ (Signature 1 st Shareholder)
		_____ (if applicable Signature 2 nd Shareholder)

Attestation
(Record of Share Ownership)

Annual General Meeting (Meeting) of the shareholders of Corestate Capital Holding S.A. on 26 April 2019 at 10:00 a.m. (CEST)

This Attestation is issued to shareholders to take part in the Meeting.

We hereby confirm to *(please fill in)*

Surname, First Name of the Shareholder / Shareholders

Street, No.

City, Postcode, Country

that _____ shares of Corestate Capital Holding S.A.; ISIN: LU1296758029
No. of Shares

are kept safe by us in a securities account 14 calendar days before the date of the AGM (**Record Date**),
i.e. on 12 April 2019 at 00:00 a.m. (CEST).

City, Date

Signature and Stamp of the Depository Bank

Depository Bank Details:

Name of the Depository Bank

Street, No.

City, Postcode, Country

Contact

Telephone Number for Queries

Important:

**Please send the Attestation to the Company (by fax or e-mail) until
11:59 (CEST) on 20 April 2019, followed by the original by regular mail to:**

**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**