



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

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 on 28 June 2022 at 10:00 a.m. (CEST) (the Meeting)

You may exercise your voting rights at the Meeting by appointing the proxy representative nominated by Corestate Capital Holding S.A.

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 email (agm@linkmarketservices.de) on 14 June 2022 at 11:59 p.m. CEST at the latest.

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. Authorisation and instructions for the proxy 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. Andreas Wahl-Ulm, employee of Corestate Capital Holding S.A., Luxembourg. 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 and **fill out** and sign section 3. 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 email (agm@linkmarketservices.de) by 11:59 p.m. (CEST) on 22 June 2022 - receipt by Corestate Capital Holding S.A. - at the latest.

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 14 June 2022 at 11:59 p.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 German or English language. Attestations must be received by Corestate Capital Holding S.A. on 22 June 2022 at 11:59 p.m. (CEST) at the latest at:

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

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.

**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 "Shareholders" > "Annual General Meeting".

The direct link is: <https://corestate-capital.com/data-protection-agm-2022.pdf>



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

**FORM FOR THE
ANNUAL GENERAL MEETING
TO BE HELD**

on 28 June 2022 at 10.00 a.m. (CEST) (the “Meeting”)

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. Andreas Wahl-Ulm, employee of Corestate Capital Holding S.A., Luxembourg, 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 28 June 2022 and to execute my/our voting rights in my/our name and on my/our behalf in the manner subsequently described in section 3. 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. Individual instructions

Individual instructions for the proxy representative 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 ☐

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 “Shareholders” > “Annual General Meeting”.

The direct link is: <https://corestate-capital.com/data-protection-agm-2022.pdf>

**VOTING INSTRUCTIONS OR VOTING BY CORRESPONDENCE,
AS APPLICABLE, FOR THE ANNUAL GENERAL MEETING 2022 (THE MEETING)**

AGENDA ITEM 1.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>PRESENTATION OF THE STAND-ALONE ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR 2021, OF THE APPROVED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2021, THE AUDITOR REPORT RELATING TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2021 AS WELL AS THE MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2021</p> <p>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 2021 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).</p> <p>The Management Board and the Supervisory Board propose to the Meeting to approve the Financial Statements in accordance with article 461-7 of the Luxembourg act on commercial companies dated 10 August 1915, as amended (the Companies Act).</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 2.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>ACKNOWLEDGEMENT OF THE LOSS OF THE COMPANY MADE WITH RESPECT TO THE FINANCIAL YEAR 2021</p> <p>The Management Board proposes that the Meeting acknowledges that the Company made a loss with respect to the financial year 2021 in an aggregate amount of EUR 89,029,708.65 (the Loss).</p> <p>The Management Board proposes that the Meeting resolves to (i) set off the Loss against the profits and reserves carried forward from the previous financial year and (ii) carry forward the balance of profits and reserves in an aggregate amount of EUR 98,677,141.25 to the next financial year.</p> <p>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.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 3.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>DISCHARGE (<i>QUITUS</i>) TO MR LARS SCHNIDRIG FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2021</p> <p>The Management Board and the Supervisory Board propose that the Meeting grants discharge (<i>quitus</i>) to Mr Lars Schnidrig for the performance of his duties as member of the Management Board for, and in connection with, the financial year 2021.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 4.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
DISCHARGE (<i>QUITUS</i>) TO MR DANIEL LÖHKEN FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2021 The Management Board and the Supervisory Board propose that the Meeting grants discharge (<i>quitus</i>) to Mr Daniel Löhken for the performance of his duties as member of the Management Board for, and in connection with, the financial year 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 5.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
DISCHARGE (<i>QUITUS</i>) TO MR NILS PETER HÜBENER FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2021 The Management Board and the Supervisory Board propose that the Meeting grants discharge (<i>quitus</i>) 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 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 6.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
DISCHARGE (<i>QUITUS</i>) TO MR SEBASTIAN ERNST FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2021 The Management Board and the Supervisory Board propose that the Meeting does not grant discharge (<i>quitus</i>) to Mr Sebastian Ernst for the performance of his duties as member of the Management Board for, and in connection with, the financial year 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 7.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
DISCHARGE (<i>QUITUS</i>) TO MR JOHANNES MÄRKLIN FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2021 The Management Board and the Supervisory Board propose that the Meeting does not grant discharge (<i>quitus</i>) to Mr Johannes Märklin for the performance of his duties as member of the Management Board for, and in connection with, the financial year 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 8.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
DISCHARGE (<i>QUITUS</i>) TO MR RENÉ PARMANTIER FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2021 The Management Board and the Supervisory Board propose that the Meeting grants discharge (<i>quitus</i>) to Mr René Parmantier for the performance of his duties as member of the Management Board for, and in connection with, the financial year 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 9.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
DISCHARGE (<i>QUITUS</i>) TO MR UDO GIEGERICH FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2021 The Management Board and the Supervisory Board propose that the Meeting grants discharge (<i>quitus</i>) to Mr Udo Giegerich for the performance of his duties as member of the Management Board for, and in connection with, the financial year 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 10.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
DISCHARGE (<i>QUITUS</i>) TO MR FRIEDRICH MUNSBERG FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2021 The Management Board and the Supervisory Board propose that the Meeting grants discharge (<i>quitus</i>) to Mr Friedrich Munsberg for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 11.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
DISCHARGE (<i>QUITUS</i>) TO PROF. DR. HERMANN WAGNER FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2021 The Management Board and the Supervisory Board propose that the Meeting grants discharge (<i>quitus</i>) 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 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 12.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
DISCHARGE (<i>QUITUS</i>) TO DR. FRIEDRICH OELRICH FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2021 The Management Board and the Supervisory Board propose that the Meeting grants discharge (<i>quitus</i>) to Dr. Friedrich Oelrich for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 13.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>CONFIRMATION AND APPOINTMENT OF DR. BERTRAND MALMENDIER AS NEW MEMBER OF THE SUPERVISORY BOARD</p> <p>The Management Board and the Supervisory Board propose that the Meeting (i) confirms the appointment by co-optation of Dr. Bertrand Malmendier as member of the Supervisory Board of the Company, with effect as of 1 January 2022 and (ii) appoints Dr. Bertrand Malmendier 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.</p> <p>The Management Board and the Supervisory Board further propose that the Meeting recommends that Dr. Bertrand Malmendier shall continue to act as chairman of the Supervisory Board.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 14.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>CONFIRMATION AND APPOINTMENT OF DR. ROLAND MANFRED FOLZ AS NEW MEMBER OF THE SUPERVISORY BOARD</p> <p>The Management Board and the Supervisory Board propose that the Meeting (i) confirms the appointment by co-optation of Dr. Roland Manfred Folz, with effect as of 7 March 2022 and (ii) appoints Dr. Roland Manfred Folz 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.</p> <p>The Management Board and the Supervisory Board further propose that the Meeting recommends that Dr. Roland Manfred Folz shall continue to act as deputy chairman of the Supervisory Board.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 15.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>APPOINTMENT OF THE INDEPENDENT AUDITOR (<i>CABINET DE RÉVISION AGRÉÉ</i>) FOR THE FINANCIAL YEAR 2022</p> <p>The Management Board and the Supervisory Board propose that the Meeting (i) acknowledges that the Company does not intend to renew the appointment of Ernst & Young SA, with registered office at 35E Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg (Ernst & Young), 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 2022 and (ii) grants discharge (<i>quitus</i>) to Ernst & Young for the performance of its duties as independent auditor (<i>cabinet de révision agréé</i>) for, and in connection with, the financial year 2021.</p> <p>The Management Board and the Supervisory Board further propose that the Meeting acknowledges that the Company is currently undergoing a selection process to determine a new 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 2022, and that such auditor, upon completion of such process, shall be approved at the occasion of an additional general meeting of the shareholders of the Company.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 16.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
ADVISORY NON-BINDING VOTE ON THE REMUNERATION REPORT The Management Board and the Supervisory Board propose that the Meeting approves, on a non-binding basis, the remuneration report (the Remuneration Report) in accordance with the requirements of articles 7bis and 7ter of the Luxembourg law dated 24 May 2011 relating to the exercise of certain rights of shareholders at general meetings of listed companies, as amended.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 17.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
REMOVAL OF THE AGE RESTRICTION RELATING TO THE MANDATE OF MEMBERS OF THE SUPERVISORY BOARD The Management Board proposes to the Meeting to remove the age restriction relating to the mandate of members of the Supervisory Board, such age restriction being currently set at maximum 70 years for members of the Supervisory Board, and to consequently amend articles 18.2 and 18.3 of the Articles, as set out in <u>Schedule 1</u> to the 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 18.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
AMENDMENT OF THE DESCRIPTION OF PRIOR CONSENT MATTERS The Management Board proposes to the Meeting to amend the description of matters for which the Management Board requires the prior consent of the Supervisory Board by, including, without limitation, amending the current definition of "Related Party Transaction" and inserting a new definition of "Related Party", and to consequently amend article 15 of the Articles, as set out in <u>Schedule 1</u> to the convening notice. If and to the extent approved, the relevant amendments to article 15 of the Articles proposed here above shall be enacted by a Luxembourg notary in the course of the Meeting.	<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

- 4. If you wish to attend the AGM by telephone, please complete the information as set out below. If you do not wish to attend the AGM, please do not complete the section below.**

Surname, First Name of the Shareholder / Shareholders

Street, No.

City, Postcode, Country

Email Address

Based on the information set out above, the Company will send to shareholders dial-in details in order to attend the AGM as audio conferences.

Attestation
(Record of Share Ownership)

**Annual General Meeting (Meeting) of the shareholders of Corestate Capital Holding S.A.
on 28 June 2022 at 10:00 a.m. (CEST)**

This Attestation is issued to shareholders to take part in the virtual 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 14 June 2022 at 11:59 p.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 until
11:59 p.m. (CEST) on 22 June 2022, 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
Email: agm@linkmarketservices.de**