

ANNUAL GENERAL MEETING 2022

AGENDA AND PROPOSED RESOLUTIONS FOR THE MEETING

- 01 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

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**).

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**).

- 02 ACKNOWLEDGEMENT OF THE LOSS OF THE COMPANY MADE WITH RESPECT TO THE FINANCIAL YEAR 2021

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**).

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.

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.

- 03 DISCHARGE (*QUITUS*) TO MR LARS SCHNIDRIG 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 (*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 2021.

- 04 DISCHARGE (*QUITUS*) 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 (*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 2021.

- 05 DISCHARGE (*QUITUS*) 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 (*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 2021.
- 06 DISCHARGE (*QUITUS*) 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 (*quitus*) 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.
- 07 DISCHARGE (*QUITUS*) 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 (*quitus*) 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.
- 08 DISCHARGE (*QUITUS*) 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 (*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 2021.
- 09 DISCHARGE (*QUITUS*) 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 (*quitus*) 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.
- 10 DISCHARGE (*QUITUS*) 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 (*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 2021.
- 11 DISCHARGE (*QUITUS*) 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 (*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 2021.
- 12 DISCHARGE (*QUITUS*) 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 (*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 2021.

- 13 CONFIRMATION AND APPOINTMENT OF DR. BERTRAND MALMENDIER 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. 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.

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.

- 14 CONFIRMATION AND APPOINTMENT OF DR. ROLAND MANFRED FOLZ 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. 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.

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.

Further information about the proposed candidates under items 13 and 14 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".

- 15 APPOINTMENT OF THE INDEPENDENT AUDITOR (*CABINET DE RÉVISION AGRÉÉ*) FOR THE FINANCIAL YEAR 2022
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 (*cabinet de révision agréé*) for the stand-alone annual accounts and consolidated financial statements of the Company for the financial year 2022 and (ii) grants discharge (*quitus*) to Ernst & Young for the performance of its duties as independent auditor (*cabinet de révision agréé*) for, and in connection with, the financial year 2021.

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 (*cabinet de révision agréé*) 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.

- 16 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.

17 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 Schedule 1 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.

18 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 Schedule 1 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.