

# CORESTATE CAPITAL HOLDING S.A.

*société anonyme*

4, rue Jean Monnet, L-2180 Luxembourg, Grand Duchy of Luxembourg

registered with the Luxembourg Trade and Companies Register under registration number B 199780

Luxembourg, 4 October 2022

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## CONVENING NOTICE TO AN EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

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The management board of Corestate Capital Holding S.A. (the **Company**) hereby convenes all shareholders to an extraordinary general meeting of the shareholders of the Company, which shall be held on 3 November 2022 at 3:00 p.m. (CET) with the agenda as set out below.

### Important information:

In application of the Luxembourg law dated 17 December 2021 extending the measures initially introduced by the Grand Ducal Regulation of 20 March 2020, enacted into law by the Luxembourg law dated 20 June 2020 and prolonged by the Luxembourg law dated 23 September 2020 in relation with the holding of meetings in companies and other legal entities in light of the exceptional circumstances surrounding the COVID-19 (the **Emergency Legislation**) and notwithstanding any contrary provisions in the articles of association of the Company (the **Articles**), the Company will not hold a physical meeting.

Shareholders may exercise their rights at the meeting exclusively by appointing a special proxyholder (please refer to item V. (Participation)).

### I Quorum and majority requirements

Amendments of the Company's articles of association (**Articles**) being extraordinary matters, the Articles require a quorum of representation of at least one half (1/2) of the share capital of the Company at the meeting. In the event that this quorum is not met, a second general meeting may be convened, which will deliberate validly regardless of the proportion of the capital represented. For agenda item 2 a majority of 66.67% of the votes expressed by the shareholders duly represented shall apply.

### II Agenda

#### 1 Presentation of the management board's report on the increase of authorised capital and the corresponding withdrawal of pre-emption rights

The management board shall present its report (the **Board Report**) on the proposal that the management board be authorised to increase share capital beyond the limits currently imposed by Art. 5.5 of the Articles and to freely allocate existing shares and issue shares free of charge to certain employees and corporate officers of the Company (or related companies) and the necessity to withdraw pre-emptive subscription rights of the current shareholders of the Company.

The copy of the report is made available on the Company's website under [www.corestate-capital.com](http://www.corestate-capital.com) in the segment "Shareholders" > "General Meeting" during the convening period.

## **2 Authorisation of management board to increase share capital and withdraw pre-emption rights**

Shareholders shall vote on the management board's proposal to be authorised to carry out a free allocation of existing shares and to issue shares free of charge to certain employees and corporate officers of the Company (or related companies) (as more specifically described in the Luxembourg law on commercial companies dated 10 August 1915, as amended) and to determine the terms and conditions of any such allocation and to issue new shares from an increased authorised share capital in the total amount of fifteen million Euro (EUR 15,000,000), represented by a maximum of two hundred million (200,000,000) shares without nominal value in the Company, for a duration of 5 years following the date of the general meeting, and to consequently amend article 5.5 of the Articles as set out in Schedule 1 to this convening notice. 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.

## **III Total amount of shares**

Total amount of shares on the date of the convening of the meeting, the Company's subscribed share capital equals EUR 2,564,535.97, represented by 34,193,808 shares without nominal value, all of which are fully paid up. Each share carries one vote. The total number of voting rights is therefore 34,193,808.

## **IV Available information and documentation**

The following information is available on the Company's website under [www.corestate-capital.com](http://www.corestate-capital.com) in the segment "Shareholders" > "General Meeting" and at the Company's registered office in Luxembourg (as specified in the header), as of the day of the publication of this convening notice:

- (i) full text of any document to be made available by the Company at the meeting, including draft resolutions in relation to the above agenda items to be adopted at the Meeting and related documents;
- (ii) this convening notice;
- (iii) the Board Report;
- (iv) the total number of shares and attached voting rights issued by the Company as of the date of publication of this convening notice;
- (v) the Proxy Form as further mentioned below; and
- (vi) the Record Date Attestation form as further mentioned below.

## **V Participation**

The participation at the meeting and the exercise of voting rights attached to the shares held by a shareholder is determined in relation to the number of shares held by each shareholder at 24:00 (CET) on the day falling fourteen (14) days before the general meeting (20 October 2022) (the **Record Date**). Only persons who are shareholders on the Record Date will have the right to participate and vote in the meeting.

No later than on the Record Date the shareholders shall communicate their intention to participate at the meeting by the Record Date via email or by post to:

Corestate Capital Holding S.A.  
c/o Computershare Operations Center  
80249 München  
Germany  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Additionally, shareholders must produce an attestation from their depository bank stating the number of shares held by the shareholder on the Record Date in order to be permitted to exercise their rights at the meeting (the **Record Date Attestation**).

In accordance with the Emergency Legislation, the Company will not hold a physical meeting. Shareholders may exercise their rights at the meeting by appointing in writing Mr Patrick Ehrich or such other proxy as they may chose, as a special proxyholder based on a duly completed, dated and signed special proxy form (the **Proxy Form**). Any proxy appointed by a shareholder other than Mr Patrick Ehrich (or its subdelegate) will be required to cast their vote by correspondence by completing the voting instructions as included in the annex to the Proxy Form.

In order for votes pursuant to a Proxy Form to be considered, the Company must be provided with a Record Date Attestation relating to the relevant shareholder.

The Record Date Attestation and the Proxy Form must be received by the Company on 28 October 2022 at 11:59 p.m. (CET) at the latest at the following address:

Corestate Capital Holding S.A.  
c/o Computershare Operations Center  
80249 München  
Germany  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Exercise of voting rights of shares in connection with Proxy Forms received after such date will not be possible.

The Proxy Forms and Record Date Attestations are available on the Company's website under [www.corestate-capital.com](http://www.corestate-capital.com) in the segment "Shareholders" > "General Meeting".

## **VI Ability to ask questions before the meeting**

In accordance with the Emergency Legislation, no physical meeting will be organised and any shareholder questions must thus be addressed in advance of the meeting.

Shareholders' questions in relation with the agenda must be sent (by post or e-mail) to the contact information mentioned under item V. (Participation) above and received by the Company on 28 October 2022 at 11:59 p.m. (CET) at the latest.

A Record Date Attestation must be attached to such questions to allow the Company to proceed with a satisfactory identification of the relevant shareholder. The answers to these questions will be provided during a conference call to be held on the date of the meeting. The precise time and joining instructions for such conference call will be made available to registered shareholders prior to the meeting. Please note that shareholders can dial into such conference call but will only be able to hear and will not be allowed to speak.

## **VII Additional important information for shareholders**

Shareholders are hereby informed that the exercise of voting rights is exclusively reserved to such persons that were shareholders on the Record Date (respectively the special proxyholder duly appointed by them). Transfer of shares after the Record Date is possible subject to usual transfer limitations, as applicable. However, any transferee having become owner of shares after the Record Date has no right to vote at the meeting.

One or more shareholder(s) representing at least 5% of the Company's share capital may request the addition of items to the agenda of the meeting or table draft resolutions for items included or to be included on the agenda of the meeting by sending such requests (by post or e-mail) at the latest on 12 October 2022 at 11:59 p.m. (CET) to the contact information mentioned under item V. (Participation) above. Such request will only be accepted by the Company provided it includes (i) the wording of the agenda point, (ii) the wording of a proposed resolution pertaining to such agenda point or a justification, and (iii) an e-mail address or a postal address to which the Company may correspond and confirm receipt of the request. The Company shall publish a revised agenda no later than the fifteenth day before the date of the meeting (i.e. 19 October 2022).

If you have questions regarding the meeting feel free to send us an e-mail at [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de) or give us a call on the following number: +49 89 30903 6330.

## **VIII Data Protection Notice**

Since the European Data Protection Act came into effect, 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](http://www.corestate-capital.com) in the segment "Shareholders" > "General Meeting".

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

Corestate Capital Holding S.A., Société Anonyme

The Management Board