

CORESTATE CAPITAL HOLDING S.A.

société anonyme

4, rue Jean Monnet, L-2180 Luxembourg, Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 199780
(the **Company**)

Luxembourg, 25 November 2022

**CONVENING NOTICE TO THE RESUMED EXTRAORDINARY GENERAL MEETING OF THE
SHAREHOLDERS**

Dear Shareholders,

An extraordinary general meeting of the shareholders was initially convened for 3 November 2022, at 15:00 CET (the **First EGM**). At the First EGM, less than one half of the share capital of the Company was represented. Thus, the First EGM did not meet the requirements of article 10.2 of the articles of association of the Company (the **Articles**) and article 450-3(2) of the Law of 10 August 1915 on commercial companies, as amended (the **Companies Law**) and could not validly deliberate on its agenda.

A second extraordinary general meeting of the shareholders of the Company was convened for 22 November 2022 at 10:00 (CET) and was adjourned, while in session, to four (4) weeks by the management board of the Company, in accordance with article 450-1(6) of the Companies Law (the **Adjourned EGM**).

In accordance with article 10.2 of the Articles and article 450-3(2) of the Companies Law, the management board now invites all shareholders to a resumed extraordinary general meeting which is to be opened from the Company's registered office on **20 December 2022 at 10:00 (CET)** (the **Resumed EGM**), with the same agenda as the First EGM and the Adjourned EGM as further set out below.

Important information:

Unless instructed otherwise, the proxies received by the Company for the First EGM and the Adjourned EGM will be used, and the votes cast by voting form in respect of the First EGM and the Adjourned EGM will be counted, as applicable, at the Resumed EGM. Therefore, shareholders who have in accordance with the respective convening notice duly and timely delivered a proxy or a voting form in respect of the First EGM or the Adjourned EGM, and who wish to maintain their respective instructions or vote, do not need to take any action. In case of proxies and votes cast prior to the First EGM the aforementioned further being subject to the shareholders having duly delivered a Record Date Attestation indicating shares held on 8 November 2022 at 00:00 (CET).

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 to the holding of meetings in companies and other legal entities in light of the exceptional circumstances surrounding the COVID-19 pandemic (the **Emergency Legislation**) and notwithstanding any contrary provisions in the Articles, the Company **will not hold a physical meeting**.

Shareholders may exercise their rights at the Resumed EGM exclusively by appointing a special proxyholder or sending a voting form (please refer to item VI. (*Participation*)).

Proxies or voting forms duly submitted for the First EGM or the Adjourned EGM together with the respective Record Date Attestation (as defined below) will be automatically counted at the Resumed EGM, as long as the relevant shareholder has not validly submitted another proxy or voting form, as applicable, in accordance with the instructions set out below.

If a shareholder submitted a proxy or voting form, as applicable, for the First EGM or the Adjourned EGM and such shareholder wishes to change its vote, the relevant shareholder may cast a new vote in accordance with the instructions below. The latest proxy or voting form, as applicable, submitted to the Company shall prevail.

As part of the Resumed EGM, the Company will answer the questions duly submitted before the First EGM and the Adjourned EGM. Furthermore, the shareholders can again ask questions, subject to certain time limits set out herein (please refer to item IV (*Ability to ask questions before the meeting*)). The Company will answer duly submitted questions before or at the Resumed EGM.

I Quorum and majority requirements

The Resumed EGM (being resumed with the same agenda as the Adjourned EGM) will deliberate and resolve validly, regardless of the proportion of the capital represented. For agenda item 2, a majority of 66.67% of the votes cast by the shareholders duly represented shall be required. Each share entitles its holder to one vote.

II Agenda

The Resumed EGM will consider and vote on the agenda points of the Adjourned EGM as reproduced here below.

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 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

On the date of the convening of the Resumed EGM, 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 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) the full text of any document to be made available by the Company at the Resumed EGM, including draft resolutions in relation to the above agenda items to be adopted at the Resumed EGM 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;
- (vi) the Record Date Attestation form as further mentioned below

V Record Date

Participation at the Resumed EGM and exercise of voting rights attached to the shares held by a shareholder are determined in relation to the number of shares held by each shareholder on **8 November 2022 at 00:00 (CET)** (the **Record Date**). Only persons who are shareholders on the Record Date will have the right to participate and vote in the meeting.

VI Participation

Unless already duly done so, 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 general meeting**.

Shareholders may exercise their rights at the Resumed EGM 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.

Proxies or voting forms submitted for the First- EGM or the Adjourned EGM will be automatically counted at the Resumed EGM, as long as the relevant shareholder is still eligible to vote at the Resumed EGM and produces to the Company a Record Date Attestation (as defined below) and has not validly submitted another proxy or voting form, as applicable, for the Resumed EGM in accordance with the instructions set out below. If the number of shares held by the shareholder

has decreased, votes will only be counted for the amount held on the Record Date (as defined below).

If a shareholder submitted a vote for the First- EGM or the Adjourned EGM and they wish to change their vote, such shareholder may cast a different vote by submitting a duly completed Proxy Form within the applicable deadline.

For votes pursuant to a Proxy Form to be considered, the Company must have been or 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 at the latest on **14 December 2022 at 23:59 (CET)** at the following address:

Corestate Capital Holding S.A.
c/o Computershare Operations Center
80249 Munich
Germany
E-Mail: anmeldestelle@computershare.de

Exercise of voting rights of shares in connection with Proxy Forms received after **23:59 (CET)** on **14 December 2022** will not be possible.

The Proxy Form and Record Date Attestation form are available on the Company's website under www.corestate-capital.com in the segment "Shareholders" > "General Meeting".

Any shareholder that fails to (i) deliver a duly completed Proxy Form, or (ii) provide a Record Date Attestation, or (iii) meet any of the above stated deadlines in relation thereto, will not be able to participate and vote at the Resumed EGM.

VII 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 submitted in time ahead of the Resumed EGM.

Shareholders' questions in relation to the agenda must be sent (by post or e-mail) to the contact address mentioned under item VI. (*Participation*) above and received by the Company at the latest on **14 December 2022 at 23:59 (CET)**.

A Record Date Attestation must be attached to such questions to enable the Company to verify the relevant shareholder.

The Company will provide answers to duly submitted questions before or at the Resumed EGM.

VIII Additional important information for shareholders

Shareholders are hereby informed that the exercise of voting rights is exclusively reserved to such persons that are shareholders on the Record Date (respectively the special proxyholder duly appointed by them). A transfer of shares after the Record Date is possible, subject to applicable transfer limitations. However, any transferee having become owner of shares after the Record Date will not have the right to vote at the Resumed EGM.

By submitting their Proxy Form (including such Proxy Forms submitted in relation to the First- or Adjourned EGM to be counted at the Resumed EGM as explained above), the shareholders agree to appoint (via Mr. Patrick Ehrich or its subdelegate, as proxyholder) Dr. Bertrand Malmendier as

Chairman and Markus Laue as Scrutineer as part of the bureau of the Resumed EGM. The Chairman will designate a Secretary for the Resumed EGM. If any of the persons mentioned above cannot, for any reason whatsoever, attend the Resumed EGM, the shareholders agree that Mr. Patrick Ehrich (or its subdelegate) may appoint other persons to act as Chairman and Scrutineer of the Resumed EGM.

The Company will provide shareholders who have completed the relevant section of the Proxy Form with dial-in details, granting them access to the audio-only stream of the Resumed EGM by conference call. This channel provides access to an audio-only stream of the Resumed EGM. Shareholders dialling-in will not be entitled to speak, vote, or ask questions at the Resumed EGM by virtue of access to the audio-only stream of the Resumed EGM.

If you have any questions regarding the Resumed EGM, feel free to send us an e-mail at anmeldestelle@computershare.de or give us a call on the following number: +49 89 30903 6330.

IX Data Protection Notice

Since 25 May 2018, data protection laws and regulations apply throughout Europe. The protection and 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 is available for review and download on the Company's website under 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.

The Management Board