

**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, 4 November 2022

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**CONVENING NOTICE TO A RECONVENED EXTRAORDINARY GENERAL MEETING OF THE  
SHAREHOLDERS**

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Dear Shareholders,

An extraordinary general meeting of the shareholders was initially convened for 3 November 2022, at 3:00 p.m. CET (the **First EGM**). At the First EGM, less than one half (1/2) 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. Thus, the First EGM could not validly deliberate on its agenda.

Therefore, the management board of the Company, in accordance with article 10.2 of the Articles, hereby reconvenes all shareholders to an extraordinary general meeting of the shareholders of the Company, to be opened from the Company's registered office on **22 November 2022 at 10:00 a.m. (CET)** (the **EGM**) with the same agenda as the First EGM and as further 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 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 EGM exclusively by appointing a special proxyholder or sending a voting form (please refer to item VI. (*Participation*)).

Proxies or voting forms submitted for the First EGM will be automatically counted at the EGM, as long as the relevant shareholder is still eligible to vote at the 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 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 proxy or voting form, as applicable, for the First 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 EGM, the Company will answer the questions duly submitted before the First 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 EGM.

## **I Quorum and majority requirements**

The EGM (being reconvened with the same agenda as the First EGM, due to a lack of a quorum of representation of at least one half (1/2) of the share capital of the Company at the First 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 EGM will consider and vote on the agenda points of the First 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](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**

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

## **V Record Date**

Participation at the 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 at 00:00 (CET) on the day falling fourteen (14) days before the general meeting (**8 November 2022**) (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**

**No later than on 8 November 2022 at 24:00 (CET), the shareholders shall communicate their intention to participate at the EGM via email or by post to:**

Corestate Capital Holding S.A.  
c/o Computershare Operations Center  
80249 Munich  
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 EGM**.

Shareholders may exercise their rights at the EGM by appointing in writing Mr. Patrick Ehrich or such other proxy as they may choose 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 will be automatically counted at the EGM, as long as the relevant shareholder is still eligible to vote at the 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 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 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. The latest voting instruction prevails.

For votes pursuant to a Proxy Form (including Proxy Forms submitted for the First EGM) 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 at the latest on **16 November 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](mailto:anmeldestelle@computershare.de)

Exercise of voting rights of shares in connection with Proxy Forms received after **23:59 (CET)** on **16 November 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](http://www.corestate-capital.com) in the segment "Shareholders" > "General Meeting".

**Any shareholder that fails to (i) duly inform the Company of its intention to participate at the EGM, or (ii) deliver a duly completed Proxy Form, or (iii) provide a Record Date Attestation, or (iv) meet any of the above stated deadlines in relation thereto, will not be able to participate and vote at the 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 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 **16 November 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 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 EGM.

By submitting their Proxy Form (including such Proxy Forms submitted in relation to the First EGM to be counted at the 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 EGM. The Chairman will designate a Secretary for the EGM. If any of the persons mentioned above cannot, for any reason whatsoever, attend the EGM, the shareholders agree that Mr. Patrick Ehrich (or its subdelegate) may appoint other persons to act as Chairman and Scrutineer of the 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 EGM by conference call. This channel provides access to an audio-only stream of the EGM. Shareholders dialling-in will not be entitled to speak, vote, or ask questions at the EGM by virtue of access to the audio-only stream of the EGM.

If you have any questions regarding the EGM, 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.

## **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](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.

The Management Board