



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

PROXY FORM AND VOTING INSTRUCTIONS

Important instructions regarding the exercise of your voting rights at the reconvened Extraordinary General Meeting of the shareholders of Corestate Capital Holding S.A. to be held on 22 November 2022 at 10:00 a.m. (CET) from the registered office of the Company (the Meeting)

You may exercise your voting rights at the Meeting by either: (i) appointing the proxy representative nominated by Corestate Capital Holding S.A.; or (ii) appointing a proxy of your own choice to vote by correspondence; or (iii) voting by correspondence, as explained below.

In addition to filling out this form, each shareholder must, on **8 November 2022 at 24:00 (CET) at the latest** indicate to the Company his/her/its intention to participate in the Meeting, by mail or email. Such indication must be received by Corestate Capital Holding S.A., c/o Computershare Operations Center, 80249 Munich, Germany; or e-Mail: anmeldestelle@computershare.de.

In order to exercise your voting rights at the Meeting, these instructions must be read together with the information set out in the convening notice to the Meeting.

1. Authorisation and instructions for the proxy

☐ I give power to Mr. Patrick Ehrich, employee of Corestate Capital Holding S.A., Luxembourg or any other subdelegate designated by Mr. Patrick Ehrich, to vote in my name. The proxy is authorised to execute the voting rights only as far as I have given my explicit instructions on the proposed resolutions made by the management board of Corestate Capital Holding S.A. on the agenda items of the general meeting, as set out below. 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; **or**

☐ I appoint the following alternative proxy holder to vote by correspondence in my name and on my behalf:

First name:

Last name:

Address:

; **or**

☐ I will vote directly by correspondence in place of appointing a proxy holder, of my choosing, to do so in my name and on my behalf.

If you want to benefit from the proxy service or should you wish to vote directly in writing (i.e. voting by correspondence), please **tick the appropriate box, fill-out sections 2 and 6, sign this form and return it together with the completed and duly signed Attestation (section 8)** to Corestate Capital Holding S.A., c/o Computershare Operations Center, 80249 Munich, Germany, E-Mail: anmeldestelle@computershare.de **by 11:59 p.m. (CET) on 16 November 2022** at the latest.

2. Instructions to the proxy / vote by correspondence

I/We, _____

First Name, Surname or Company name; Street, No. or Registered office; Postal code; City; Country

- ☐ herewith **give power to the designated proxy** (Mr. Patrick Ehrich) **to represent me/us at the Meeting** of Corestate Capital Holding S.A. on 22 November 2022 and **to execute my/our voting rights in my/our name and on my/our behalf in the manner subsequently described in section 6 below**; or
- ☐ herewith **give power to the designated proxy** (being the proxy of my own choosing) **to execute my/our voting rights in my/our name and on my/our behalf by voting by correspondence** in the manner subsequently described in section 6 below; or
- ☐ **wish to vote directly by correspondence**, **executing my/our voting rights in the manner as subsequently described in section 6 below** (please mark with a cross).

3. Individual instructions

Whether voting by correspondence or if authorising a proxy, please indicate the desired vote for each proposed resolution made by the Management Board of Corestate Capital Holding S.A. on the agenda items. Only one vote may be cast for each item of the agenda. If you do not explicitly indicate the vote (or instruction) in respect of the individual agenda items, your vote will be deemed not cast and in case a proxy was authorised, the proxy will abstain from voting on these items.

Voting instruction: Please tick only within the small box ☐ under section 6.

4. 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 on **8 November 2022 at 00:00 (CET)** (the **Record Date**). 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 a shareholder on the Record Date is indicated in such form. Please note that the attestation must be provided in text form in the German or English language. Attestations must be received by Corestate Capital Holding S.A. on 16 November 2022 at 11:59 p.m. (CET) at the latest at:

Corestate Capital Holding S.A.
c/o Computershare Operations Center
80249 Munich
Germany
E-Mail: anmeldestelle@computershare.de
Tel: +49 89 30903 6330

Please note that exercising voting rights of shares in connection with late attestations, and/or these forms will not be possible at the Meeting, as applicable.

5. Data Protection Notice

Since 25 May 2018, new 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 can be retrieved and is available for viewing and downloading 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>

6. Voting instruction or voting by correspondence, as applicable, for the reconvened extraordinary general meeting on 22 November 2022 at 10:00 a.m. (CET)

AGENDA ITEM NO 1 *(Presentation of the management board's report on the increase of authorised capital and the corresponding withdrawal of pre-emption rights)*

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
Presentation of the Management Board's report on authorising a withdrawal or limitation of the pre-emptive rights of the shareholders of the Company in accordance with article 420-26 (5) of the Companies Act (the Board Report).	No vote required		

AGENDA ITEM NO 2 *(Authorisation of management board to increase share capital and withdraw pre-emption rights)*

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>Based on the Board Report, the extraordinary general meeting resolves to authorise the creation of an increased authorised capital in the total amount of fifteen million Euro (EUR 15,000,000), for a period of five years starting on the date of the present extraordinary general meeting. Pursuant to this resolution, the Management Board may issue up to two hundred million (200,000,000) new shares without a nominal value, with a limitation and/or withdrawal of the preferential subscription rights of the shareholders by the Management Board. The minimum subscription price for such new shares shall equal the accounting par value of the existing shares at the respective time of issuance. A copy of the Board Report has been produced to the undersigned notary. The extraordinary general meeting consequently resolves to amend article 5.5 of the Articles, so that it shall henceforth read as follows:</p> <p>5.5 Authorisation for the Management Board to increase the share capital</p> <p>(a) Size of the authorisation</p> <p>The authorised capital of the Company is set at fifteen million Euro (EUR 15,000,000) represented by up to two hundred million (200,000,000) shares, each without nominal value.</p> <p>(b) Terms of the authorisation</p> <p>The Management Board is authorised, during a period starting on the date of the last extraordinary general shareholders' meeting of the Company having modified the authorised capital and expiring on the fifth anniversary of such date (the Period), to increase the current share capital by an additional share capital of fifteen million Euro (EUR 15,000,000), represented by a maximum of two hundred million (200,000,000) shares, in whole or in part from time to time, (i) by way of issuance of shares in consideration for a payment in cash, (ii) by way of issuance of shares in consideration for a payment in kind and (iii) by way of capitalisation of distributable profits and reserves, including share premium and capital surplus, with or without an issuance of new shares.</p>			

<p>Subject to the prior consent matters as set out under Article 15 below, the Management Board is authorised to determine the terms and conditions attaching to any subscription and issuance of shares pursuant to the authority granted under this Article 5.5, including by setting the time and place of the issue or the successive issues of shares, the issue price, with or without a share premium, and the terms and conditions of payment for the shares under any documents and agreements including, without limitation, convertible loans, option agreements or stock option plans.</p> <p>The Management Board is authorised to (i) during the Period, (a) issue convertible bonds, or any other convertible debt instruments, bonds carrying subscription rights or any other instruments entitling their holders to subscribe for or be allocated with shares, such as, without limitation, warrants (the Instruments), and (b) issue shares subject to and effective as of the exercise of the rights attached to the Instruments, until, with respect to both items (a) and (b), the amount of increased share capital that would be reached as a result of the exercise of the rights attached to the Instruments is equal to the authorised share capital, and (ii) issue shares pursuant to the exercise of the rights attached to the Instruments until the amount of increased share capital resulting from such issuance of shares is equal to the authorised share capital, at any time, whether or not during the Period; provided that the Instruments are issued during the Period. The shares to be issued following the exercise of the rights attached to the Instruments may be carried out by a payment in cash, a payment in kind or a capitalisation of distributable profits and reserves, including share premium and capital surplus.</p> <p>The Management Board is authorised to determine the terms and conditions of the Instruments, including the price, the interest rate, the exercise rate, conversion rate or the exchange rate, and the repayment conditions, and to issue such Instruments.</p> <p>(c) Authorisation to cancel or limit the pre-emptive rights</p> <p>The Management Board may, during the Period, cancel or limit the pre-emptive rights of the shareholders set out in the Companies Act, as reflected in Article 5.3, in connection with an issue of new shares and Instruments under the authorisation set out in this Article 5.5.</p> <p>(d) Free Shares</p> <p>The Management Board is authorised to carry out (i) a free allocation of new Shares, within the limits of the Company's authorised share capital as detailed at Articles 5.5(a) and (b) above, such shares being paid up by way of capitalisation of distributable profits and reserves, including share premium and capital surplus and (ii) an allocation of existing Shares for no consideration, in each case to those persons to whom such free allocation or issuance is permitted in the Company Law. The Board is further authorised to set the terms and conditions of such allocation or issuance.</p> <p>(e) Recording of capital increases in the Articles</p> <p>Article 5 of the Articles shall be amended so as to reflect each increase in share capital pursuant to the use of the authorisation granted to the Management Board under this Article 5 and the Management Board shall take or authorise any person to take any necessary steps for the purpose of the recording of such increase and the consequential amendments to the Articles before a notary."</p>	<p>□</p>	<p>□</p>	<p>□</p>
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The Management Board proposes that the extraordinary general meeting votes in favour of the resolution.

Number of votes wished to be cast (note, 1 share = 1 vote)

Admission card number (if available)

form of shares held (bearer/registered)

City

Date

1st shareholders' signature, note, if in electronic form it must meet the requirements set out under articles 1322-1 and 1322-2 of the Luxembourg Civil Code

if applicable, 2nd shareholders' signature, note, if in electronic form it must meet the requirements set out under articles 1322-1 and 1322-2 of the Luxembourg Civil Code



7. Shareholders can access an audio-only stream of the EGM. If you want to make use of this option, please complete the information as set out below. Otherwise, please do not complete the section below.

Surname, First Name of the Shareholder / Shareholders

Street, No.

City, Postcode, Country

Email Address

The Company will send to the shareholders who completed the section above dial-in details in order to access the audio-only stream of the EGM by conference call. This only provides shareholders with access to an audio-only stream of the EGM. Shareholders not be entitled to speak, vote or ask questions, at the EGM.

8. Attestation

Attestation (Record of Share Ownership)

Extraordinary General Meeting (Meeting) of the shareholders of Corestate Capital Holding S.A. on 22 November 2022 at 10:00 a.m. (CET)

This Attestation is issued to shareholders to exercise voting rights at the 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 EGM (**Record Date**),
i.e. at 00:00 (CET) on 8 November 2022.

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 via post or e-mail until 11:59 p.m. (CET) on 16 November 2022, to:

Corestate Capital Holding S.A.
c/o Computershare Operations Center
80249 München
Deutschland
E-Mail: anmeldestelle@computershare.de
Tel: +49 89 30903 6330