

Corestate Capital Holding S.A.

4, rue Jean Monnet, 2180 Luxembourg, Luxembourg
Registered with the Luxembourg Trade and Companies Register
under registration number B 199780

Important instructions regarding the exercise of your voting rights at the Extraordinary General Meeting of the shareholders of Corestate Capital Holding S.A. (the Company) to be held on 15 June 2023 at 10:00 a.m. (CEST) at Hotel Sofitel Luxembourg Europe, 6 Rue du Fort Niedergruenewald, L-2226 Luxembourg, Grand Duchy of Luxembourg (the Meeting)

You may exercise your voting rights at the Meeting, as applicable, in one of the following manners, as further described below:

- You can attend the Meeting in person;
- You can appoint a proxy of your choice;
- You can appoint a proxy representative nominated by the Company; or
- You can vote by correspondence.

Each shareholder shall, **on or before the Record Date (as defined below)** indicate to the Company his/her/its intention to participate at the Meeting in any form. Such indication must be received by Corestate Capital Holding S.A. by e-mail (corestate@better-orange.de) on 11:59 p.m. (CEST) on 1 June 2023 at the latest.

In the event that you do not wish to participate at the Meeting in person and if you want to exercise your right to vote at the Meeting by proxy or by voting by correspondence, please use the form of proxy and vote by correspondence enclosed (the **Form**). In this case, we request that you read and follow the instructions set out below carefully in order to ensure that your registration and your vote are recorded properly.

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

1. Execution of voting rights by a third party

If you want to authorise a person in your trust as your representative at the Meeting, please **fill out** section 1. of the Form and **sign** it (signature block at the bottom of section 1. of the Form).

To benefit from this service, please return the completed and duly signed Form to Corestate Capital Holding S.A., c/o Better Orange IR & HV AG Haidelweg 48, 81241 Munich, Germany, by post or e-mail (corestate@better-orange.de) by 11:59 p.m. (CEST) on 9 June 2023 – receipt by Corestate Capital Holding S.A. – at the latest.

2. Authorisation and instructions for the proxy nominated by Corestate Capital Holding S.A.

If you do not authorise a third party to take part personally at the Meeting, we offer the option of appointing a proxy voting representative nominated by Corestate Capital Holding S.A.

Corestate Capital Holding S.A. nominates as solely authorised proxy with the right of delegating the authorisation to another person, Dr. Kai Gregor Klinger, employee of Corestate Capital Holding S.A., Luxembourg. The proxy is authorised to execute the voting rights only as far as you have given explicit instructions on the proposed resolutions made by the management board and the supervisory board of Corestate Capital Holding S.A. on the agenda items of the 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.

If you want to benefit from this service, please **tick the box** in section 2. of the Form, **sign** the Form (signature block at the bottom of section 2. of the Form) and **fill out** and sign section 4. of the Form.

To benefit from this service, please return the completed and duly signed Form to Corestate Capital Holding S.A., c/o Better Orange IR & HV AG Haidelweg 48, 81241 Munich, Germany, by post or e-mail (corestate@better-orange.de) by 11:59 p.m. (CEST) on 9 June 2023 – receipt by Corestate Capital Holding S.A. – at the latest.

3. Vote by correspondence

Should you not be able to attend the Meeting in person and if you do not wish to appoint a proxy, you may also exercise your shareholder rights by voting by correspondence. If you want to cast your votes by correspondence, please **tick the box** in section 3. of the Form and **sign** the Form (signature block at the bottom of section 3. of the Form) and **fill out** and sign section 4. of the Form.

If you want to cast your votes by correspondence, please return the completed and duly signed Form to Corestate Capital Holding S.A., c/o Better Orange IR & HV AG Haidelweg 48, 81241 Munich, Germany, by post or e-mail (corestate@better-orange.de) by 11:59 p.m. (CEST) on 9 June 2023 – receipt by Corestate Capital Holding S.A. – at the latest.

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 14 calendar days before the date of the Meeting (the **Record Date**), i.e. on 1 June 2023 at 11:59 p.m. (CEST). 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 shareholder at 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. by e-mail (corestate@better-orange.de) on 11:59 p.m. (CEST) on 9 June 2023 at the latest, followed by the original by regular mail to:

Corestate Capital Holding S.A.
c/o Better Orange IR & HV AG
Haidelweg 48, 81241 Munich
Germany

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

5. Data Protection Notice

Since the European Data Protection Act came into effect, new 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 under "Shareholders" and "General Meeting".

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

CORESTATE CAPITAL HOLDING S.A.
4, rue Jean Monnet, 2180 Luxembourg, Luxembourg
Registered with the Luxembourg Trade and Companies Register
under registration number B199780

FORM FOR THE
EXTRAORDINARY GENERAL MEETING
TO BE HELD AT

Hotel Sofitel Luxembourg Europe, 6 Rue du Fort Niedergruenewald, L-2226 Luxembourg
on 15 June 2023 at 10.00 A.M. (CEST) (the “Meeting”)

1. Authorisation to a third party

☐ **By ticking this box for the Meeting**

I/We _____ authorize _____ <small>First Name, Surname</small>	
_____ <small>Street / No.</small>	_____ <small>Street / No.</small>
_____ <small>Postal Code / City / Country</small>	_____ <small>Postal Code / City / Country</small>

with the right of delegating the authority to another person to be my/our proxy during the Meeting and to execute my/our voting rights in my/our name and on my/our behalf.

_____ <small>(City)</small>	_____ <small>(Date)</small>	_____ <small>(Signature 1st Shareholder)</small>	_____ <small>(if applicable Signature 2nd Shareholder)</small>
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Delegated Authorisation

I/We herewith grant Mr/Mrs _____
(Surname, First Name, Street, No., Postal Code/City)

the delegated authorisation to be the proxy of the shareholder mentioned above in this section 1. during the Meeting and to execute the voting rights in the name and on behalf of this shareholder.

_____ <small>(City)</small>	_____ <small>(Date)</small>	_____ <small>(Signature 1st Shareholder)</small>	_____ <small>(if applicable Signature 2nd Shareholder)</small>
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Data Protection Notice

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2. Authorisation and instructions to the proxy of Corestate Capital Holding S.A.

☐ By ticking this box for the MEETING

I/We,

First Name, Surname, Street, No., Postal Code / City / Country

herewith grant authorisation to the proxy representative of Corestate Capital Holding S.A., Dr. Kai Gregor Klinger, employee of Corestate Capital Holding S.A., Luxembourg, to hold the power of attorney, together with the right to delegate the authority to another person, to represent me/us at the Meeting, as applicable, of Corestate Capital Holding S.A. on 15 April 2019 and to execute my/our voting rights in my/our name and on my/our behalf in the manner subsequently described in section 4. below (please mark with a cross).

_____ Name(s)	_____ Admission card number (if available)	_____ number of shares on admission card (if available)
_____, (City)	_____ (Date)	_____ (Signature 1 st Shareholder)
		_____ (if applicable Signature 2 nd Shareholder)

3. Vote by correspondence

☐ By ticking this box for the MEETING

I/We hereby state that :

- I/We will not attend the Meeting, as applicable, in person or be represented by a proxy attending the Meeting in person;
- I/We wish to cast my/our vote at the Meeting on the proposed resolutions made by the management board of Corestate Capital Holding S.A. on the agenda items, by ticking the appropriate box set forth next to each proposal of resolution in section 4 below; and
- I am/We are fully aware of the contents of the convening notice to the Meeting and that I/we have taken into account the contents of the convening notice in order to cast my/our vote on the proposed resolution made by the management board of Corestate Capital Holding S.A. on the agenda items in the present Form when casting my/our votes by correspondence.

_____ Name(s)	_____ Admission card number (if available)	_____ number of shares on admission card (if available)
_____, (City)	_____ (Date)	_____ (Signature 1 st Shareholder)
		_____ (if applicable Signature 2 nd Shareholder)

4. Individual instructions/vote by correspondence

Individual instructions for the proxy of Corestate Capital Holding S.A.

Please issue an instruction for each proposed resolution made by the management board of Corestate Capital Holding S.A. on the agenda items. Only one instruction may be issued for each item of the agenda. If you do not explicitly issue instructions in respect of the individual agenda items, the proxy representative of Corestate Capital Holding S.A. will abstain from voting for these items.

Please tick only within the small box ☐

Voting by correspondence

Please cast your votes for each proposed resolution made by the management board of Corestate Capital Holding S.A. on the agenda items. Only one vote may be issued for each item of the agenda. If you do not explicitly cast a vote in respect of the individual agenda items, no vote shall be taken into account.

Please tick only within the small box. ☐

**Data Protection Notice**

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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 under "Shareholders" and "General Meeting".

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**VOTING INSTRUCTIONS OR VOTING BY CORRESPONDENCE,
AS APPLICABLE, FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 15 JUNE 2023 (THE MEETING)**

AGENDA ITEM 1.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>ACKNOWLEDGMENT OF THE REPORT OF THE MANAGEMENT BOARD PREPARED IN ACCORDANCE WITH ARTICLE 420-26(5) OF THE LUXEMBOURG LAW DATED 10 AUGUST 1915 ON COMMERCIAL COMPANIES, AS AMENDED (THE COMPANIES ACT), RELATING TO THE WITHDRAWAL OF THE STATUTORY PREFERENTIAL SUBSCRIPTION RIGHTS OF THE SHAREHOLDERS OF THE COMPANY IN RELATION TO THE INCREASE OF THE SHARE CAPITAL OF THE COMPANY REFERRED TO UNDER ITEM 03 BELOW</p> <p>The Management Board and the Supervisory Board propose that the Meeting acknowledges the report of the Management Board prepared in accordance with article 420-26(5) of the Companies Act, relating to the withdrawal of the statutory preferential subscription rights of the shareholders of the Company in relation to the increase of the share capital of the Company referred to under item 03 below (the 420-26(5) Report).</p> <p>The 420-26(5) Report is available on the homepage at www.corestate-capital.com under "Shareholders" and "General Meeting".</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 2.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>WITHDRAWAL OF THE STATUTORY PREFERENTIAL SUBSCRIPTION RIGHTS OF THE EXISTING SHAREHOLDERS OF THE COMPANY IN CONNECTION WITH THE CAPITAL INCREASE REFERRED TO UNDER ITEM 03 BELOW</p> <p>The Management Board and the Supervisory Board propose that the Meeting approves the withdrawal of the statutory preferential subscription rights of the existing shareholders of the Company in connection with the increase of the share capital of the Company referred to under item 03 below.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 3.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>RESTRUCTURING OF THE SHARE CAPITAL OF THE COMPANY CONSISTING OF A REDUCTION OF THE ISSUED SHARE CAPITAL OF THE COMPANY FOLLOWED BY A SUBSEQUENT INCREASE OF THE ISSUED SHARE CAPITAL OF THE COMPANY, SUBJECT TO THE SATISFACTION OF A CONDITION PRECEDENT</p> <p>The Management Board and the Supervisory Board propose that the Meeting approves, subject to and effective as of the satisfaction of the Condition Precedent (as defined below):</p> <ul style="list-style-type: none"> (i) the reduction of the issued share capital of the Company by an amount of EUR 2,558,497.50 in order to bring it from its current amount of EUR 2,564,671.50 to EUR 6,174.00 without cancellation of shares or reimbursement to the shareholders of the Company (the Capital Reduction); and (ii) immediately following and subject to the Capital Reduction, the subsequent increase of the issued share capital of the Company by an amount of EUR 23,826.00 in order to bring it to an amount of EUR 30,000 by the issue of a total amount of 131,963,836 shares (the New Shares), without nominal value, for a total subscription price of EUR 23,826.00 (the Subscription Price) and the subscription of the New Shares and payment of the Subscription Price by way of contributions in cash by the subscribers of such shares as confirmed by the Management Board in accordance with the 420-26(5) Report (the Capital Increase, and together with the Capital Reduction, the Capital Measures). <p>The Management Board and the Supervisory Board propose that the Meeting approves that the Capital Measures shall be conditional to and effective as of the approval by the meetings of the noteholders of the € 200,000,000 1.375% convertible notes originally due 28 November 2022 issued by the Company and as amended from time to time (the 2022 Notes) and the € 300,000,000 3.50% notes originally due 15 April 2023 issued by the Company and as amended from time to time (the 2023 Notes), that will be held on or around 21 June 2023, of, <i>inter alia</i>, the write-down of the 2022 Notes and the 2023 Notes to an aggregate amount of EUR 100,000,000, the write-off of 50 per cent. of all interest accrued on the 2022 Notes and the 2023 Notes, the increase of the aggregate principal amount of the reinstated senior notes by an amount corresponding to 50 per cent. of all interest accrued on the 2022 Notes and the 2023 Notes, as well as the comprehensive amendment of the respective terms and conditions of the 2022 Notes and the 2023 Notes and collateralisation of the 2022 Notes and the 2023 Notes (the Condition Precedent). The satisfaction of the Condition Precedent, the identity of the subscribers and the number of New Shares subscribed by each of the subscribers shall be confirmed by a certificate to be issued by the Management Board. Following the satisfaction of the Condition Precedent, the realisation of the Capital Measures shall be acknowledged pursuant to a notarial deed (the Acknowledgment Deed), which records the subscription and payment of the New Shares by the relevant subscribers. The Capital Measures shall be effective as of the date of the Acknowledgement Deed.</p> <p>If and to the extent approved and subject to the satisfaction of the Condition Precedent, a Luxembourg notary shall enact in the Acknowledgment Deed the amendment of article 5.1 of the Articles, which shall read as follows:</p> <p>“5.1 Outstanding share capital</p> <p><i>The share capital of the Company is set at thirty thousand Euros (EUR 30,000) represented by one hundred sixty-six million one hundred fifty-nine thousand four hundred fifty-one (166,159,451) shares without nominal value (each a Share and together the Shares).”.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 4.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>CANCELLATION OF THE EXISTING AUTHORISED CAPITAL OF THE COMPANY</p> <p>The Management Board and the Supervisory Board propose that the Meeting approves the cancellation of the existing authorised capital of the Company (the Cancellation of the Authorised Capital), and to consequently delete article 5.5 of the Articles.</p> <p>The Management Board and the Supervisory Board propose that the Meeting approves that the Cancellation of the Authorised Capital shall be conditional to, and effective as of, the effectiveness of the Capital Measures.</p> <p>If and to the extent approved and subject to the satisfaction of the Condition Precedent, a Luxembourg notary shall enact in the Acknowledgment Deed the deletion of article 5.5 of the Articles.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 5.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>GRANTING OF POWER OF ATTORNEY TO RECORD THE SATISFACTION OF THE CONDITION PRECEDENT</p> <p>The Management Board and the Supervisory Board propose that the Meeting grants power of attorney to (i) any lawyer or employee of the law firm Allen & Overy, <i>société en commandite simple</i>, all with professional address at 5, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, (ii) any employee of the notarial office of Maître Dirk Leermakers, residing in Clervaux, Grand Duchy of Luxembourg, or (iii) any employee of any other notarial office in the Grand Duchy of Luxembourg, each one of them acting individually, with full power of substitution, as its true and lawful agent and attorney-in-fact, in order to represent each of the shareholders of the Company before Maître Dirk Leermakers or any other Luxembourg notary public in order to acknowledge and record the confirmation of the satisfaction of the Condition Precedent in the Acknowledgment Deed and, as a consequence, to record the effectiveness of the Capital Measures and the Cancellation of the Authorised Capital as of the date of the Acknowledgment Deed.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 6.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>CONFIRMATION AND APPOINTMENT OF DR. SVEN-MARIAN BERNEBURG AS MEMBER OF THE SUPERVISORY BOARD</p> <p>The Management Board and the Supervisory Board propose that the Meeting (i) confirms the appointment by co-optation of Dr. Sven-Marian Berneburg as member of the Supervisory Board, with effect as of 3 December 2022 and (ii) appoints Dr. Sven-Marian Berneburg as member of the Supervisory Board, for a term of office ending after the annual general meeting of the Company which will be held in 2026.</p> <p>The Management Board and the Supervisory Board further propose that the Meeting recommends that Dr. Sven-Marian Berneburg shall continue to act as chairman of the Supervisory Board.</p> <p>Further information about the proposed candidate is available on the homepage at www.corestate-capital.com under "Shareholders" and "General Meeting" and will be available for inspection during the Meeting.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 7.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>CONFIRMATION AND APPOINTMENT OF DR. CARLOS MACK AS MEMBER OF THE SUPERVISORY BOARD</p> <p>The Management Board and the Supervisory Board propose that the Meeting (i) confirms the appointment by co-optation of Dr. Carlos Mack as member of the Supervisory Board, with effect as of 4 May 2023 and (ii) appoints Dr. Carlos Mack as member of the Supervisory Board for a term of office ending after the annual general meeting of the Company which will be held in 2026.</p> <p>Further information about the proposed candidate is available on the homepage at www.corestate-capital.com under “Shareholders” and “General Meeting” and will be available for inspection during the Meeting.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 8.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>APPROVAL OF THE CONTINUATION OF THE ACTIVITIES OF THE COMPANY DESPITE THE LOSSES OF THE COMPANY, IN ACCORDANCE WITH ARTICLE 480-2 OF THE COMPANIES ACT</p> <p>The Management Board and the Supervisory Board propose that the Meeting acknowledges the report of the Management Board prepared in accordance with article 480-2 of the Companies Act, in relation to the losses of the Company resulting in the net assets of the Company falling below one quarter (1/4) of the Company’s share capital, setting forth the causes of this situation (the 480-2 Report) and its proposal in that respect to approve the continuation of the activities of the Company.</p> <p>The Management Board and the Supervisory Board propose to the Meeting to approve the continuation of the activities of the Company despite the losses of the Company, in accordance with article 480-2 of the Companies Act.</p> <p>The 480-2 Report is available on the homepage at www.corestate-capital.com under “Shareholders” and “General Meeting”.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

_____	_____	_____
Name(s)	Admission card number (if available)	number of shares on admission card (if available)
_____,	_____	_____
(City)	(Date)	(Signature 1 st Shareholder)
		(if applicable Signature 2 nd Shareholder)

Attestation
(Record of Share Ownership)

**Extraordinary General Meeting (Meeting) of the shareholders of Corestate Capital Holding S.A. (Company)
on 15 June 2023 at 10:00 a.m. (CEST)**

This Attestation is issued to shareholders to take part in 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 Meeting (**Record Date**),
i.e. on 1 June 2023 at 11:59 p.m. (CEST).

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 until
11:59 p.m. (CEST) on 9 June 2023, to:**

**Corestate Capital Holding S.A.
c/o Better Orange IR & HV AG
Haidelweg 48, 81241 Munich
Germany
Email: corestate@better-orange.de**