

**RECONVENED EXTRAORDINARY GENERAL MEETING TO BE HELD ON 14 JULY 2023 (THE MEETING)**

**AGENDA AND PROPOSED RESOLUTIONS FOR THE MEETING**

- 01 **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**

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**). A copy of the 420-26(5) Report has been produced to the undersigned notary.

- 02 **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**

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.

- 03 **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**

The Meeting **approves**, subject to and effective as of the satisfaction of the Condition Precedent (as defined below):

- (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 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**).

The Meeting further **acknowledges** that it is contemplated that the New Shares shall be allocated in the following proportions to the eligible subscribers (the **Subscribers**) as confirmed by a certificate to be issued by the Management Board:

- approx. 83.64% of the New Shares (approx. 110,379,723 of New Shares) shall be subscribed by providers of the New Super Senior Notes (as defined in the 420-26(5) Report); and
- approx. 16.36% of the New Shares (approx. 21,584,113 of New Shares) shall be subscribed by affiliated companies of the Company (or other companies as determined by the Management Board) to be used, among others, for purposes of the implementation of the Company's management incentive program and/or to be transferred to certain subscribers of the New Super Senior Notes under certain circumstances.

The Meeting **acknowledges** that 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**), held on 21 June 2023, approved, *inter alia*, the write-down of the 2022 Notes and the 2023 Notes to an aggregate nominal amount of EUR 105,499,998.31 (including a capitalisation of EUR 5,499,998.31 (approx. 50 per cent.) of interest accrued on the 2022 Notes and the 2023 Notes), the write-off of the remaining 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 **Bondholders' Meetings**).

The Meeting **approves** that the Capital Measures shall be conditional to the signature by the relevant Subscribers of a subscription letter in relation to the subscription of their relevant number of New Shares, once the identity of the providers of the New Super Senior Notes is known in accordance with the resolutions of the Bondholders' Meetings (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 Capital Reduction as well as 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.

If and to the extent approved and subject to the satisfaction of the Condition Precedent, the Meeting **approves** that a Luxembourg notary shall enact in the Acknowledgment Deed the amendment of article 5.1 of the Articles, which shall read as follows:

**"5.1 Outstanding share capital**

*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**)."*

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.

The Meeting further **approves** that the Cancellation of the Authorised Capital shall be conditional upon, and effective as of, the effectiveness of the Capital Measures.

If and to the extent approved and subject to the satisfaction of the Condition Precedent, the Meeting **approves** that a Luxembourg notary shall enact in the Acknowledgment Deed the deletion of article 5.5 of the Articles.

05 **GRANTING OF POWER OF ATTORNEY TO RECORD THE SATISFACTION OF THE CONDITION PRECEDENT**

The Meeting **approves** to grant power of attorney to (i) any lawyer or employee of the law firm Allen & Overy, *société en commandite simple*, 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.

06 **CONFIRMATION AND APPOINTMENT OF DR. SVEN-MARIAN BERNEBURG AS MEMBER OF THE SUPERVISORY BOARD**

The Meeting **approves** to (i) confirm 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) appoint 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.

The Meeting further **recommends** that Dr. Sven-Marian Berneburg shall continue to act as chairman of the Supervisory Board.

07 **CONFIRMATION AND APPOINTMENT OF DR. CARLOS MACK AS MEMBER OF THE SUPERVISORY BOARD**

The Meeting **approves** to (i) confirm the appointment by co-optation of Dr. Carlos Mack as member of the Supervisory Board, with effect as of 4 May 2023 and (ii) appoint 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.

08 **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**

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. A copy of the 480-2 Report has been produced to the undersigned notary.

The Meeting **approves** the continuation of the activities, and not the dissolution, of the Company despite the losses of the Company, in accordance with article 480-2 of the Companies Act.