

**ANNUAL GENERAL MEETING TO BE HELD ON 25 MARCH 2026**

**AGENDA AND PROPOSED RESOLUTIONS FOR THE MEETING**

- 01 APPOINTMENT OF THE INDEPENDENT AUDITOR (*CABINET DE RÉVISION AGRÉÉ*) FOR THE FINANCIAL YEARS 2022 TO 2026

The CEO and the supervisory board of the Company (the **Supervisory Board**) propose that the Meeting approves the appointment of KPMG Audit S.à r.l., with registered office at 39, John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg (**KPMG**), as independent auditor (*cabinet de révision agréé*) for the stand-alone annual accounts and consolidated financial statements of the Company for the financial years 2022 to 2026 (inclusive).

- 02 PRESENTATION AND APPROVAL OF THE STAND-ALONE ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR 2022, OF THE APPROVED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2022, THE AUDITOR REPORT RELATING TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2022 AS WELL AS THE MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2022

The Supervisory Board has not made any comments on the stand-alone annual accounts, the consolidated financial statements for the financial year 2022 as drawn up by the CEO (the **2022 Financial Statements**), or on the report prepared by the CEO (the **2022 Management Report**) and the report of the independent auditor relating to the 2022 Financial Statements (the **2022 Auditor Report**).

The CEO and the Supervisory Board propose that the Meeting approves the 2022 Financial Statements in accordance with article 461-7 of the Luxembourg act on commercial companies dated 10 August 1915, as amended (the **Companies Act**).

- 03 ACKNOWLEDGEMENT OF THE LOSS OF THE COMPANY MADE WITH RESPECT TO THE FINANCIAL YEAR 2022

The CEO proposes that the Meeting acknowledges that the Company made a loss with respect to the financial year 2022 in an aggregate amount of EUR 867,089,349.07 (the **2022 Loss**).

The CEO notes that as a result of the 2022 Loss, the net assets of the Company continue to stand below one quarter of the Company's share capital. The CEO notes that the Company's shareholders had, at the occasion of an extraordinary general meeting of the Company held on 14 July 2023, approved 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 CEO proposes that the Meeting resolves to (i) set off the 2022 Loss against the profits and reserves carried forward from the previous financial year and (ii) carry forward the balance of losses in an aggregate amount of EUR 768,412,207.82 to the next financial year.

- 04 DISCHARGE (*QUITUS*) TO MR UDO GIEGERICH FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE

MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2022

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Udo Giegerich for the performance of his duties as member of the Management Board for, and in connection with, the financial year 2022.

- 05 DISCHARGE (*QUITUS*) TO MRS IZABELA DANNER FOR THE PERFORMANCE OF HER MANDATE AS MEMBER OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2022

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mrs Izabela Danner for the performance of her duties as member of the Management Board for, and in connection with, the financial year 2022.

- 06 DISCHARGE (*QUITUS*) TO MR RALF STRUCKMEYER FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2022

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Ralf Struckmeyer for the performance of his duties as member of the Management Board for, and in connection with, the financial year 2022.

- 07 DISCHARGE (*QUITUS*) TO MR STAVROS EFREMIDIS FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2022

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Stavros Efremidis for the performance of his duties as member of the Management Board for, and in connection with, the financial year 2022.

- 08 DISCHARGE (*QUITUS*) TO MR STAVROS EFREMIDIS FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2022

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Stavros Efremidis for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2022.

- 09 DISCHARGE (*QUITUS*) TO DR. FRIEDRICH OELRICH FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2022

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Friedrich Oelrich for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2022.

- 10 DISCHARGE (*QUITUS*) TO DR. BERTRAND MALMENDIER FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2022

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Dr. Bertrand Malmendier for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2022.

- 11 DISCHARGE (*QUITUS*) TO DR. ROLAND MANFRED FOLZ FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF

THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2022

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Dr. Roland Manfred Folz for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2022.

- 12 DISCHARGE (*QUITUS*) TO DR. NEDIM CEN FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2022

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Dr. Nedim Cen for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2022.

- 13 DISCHARGE (*QUITUS*) TO DR. SVEN-MARIAN BERNEBURG FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2022

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Dr. Sven-Marian Berneburg for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2022.

- 14 ADVISORY NON-BINDING VOTE ON THE REMUNERATION REPORT FOR THE FINANCIAL YEAR 2022

The CEO and the Supervisory Board propose that the Meeting approves, on a non-binding basis, the remuneration report for the financial year 2022 (the **2022 Remuneration Report**) in accordance with the requirements of article 7ter of the Luxembourg law dated 24 May 2011 relating to the exercise of certain rights of shareholders at general meetings of listed companies, as amended (the **2011 Law**).

- 15 ADVISORY NON-BINDING VOTE ON THE UPDATED REMUNERATION POLICY

The CEO and the Supervisory Board propose that the Meeting approves, on a non-binding basis, the updated remuneration policy (the **Remuneration Policy**) in accordance with the requirements of article 7bis of the 2011 Law.

- 16 APPROVAL OF THE PARTICIPATION OF DR. SVEN-MARIAN BERNEBURG IN THE LONG-TERM INCENTIVE PLAN

The CEO and the Supervisory Board propose that the Meeting approves that Dr. Sven-Marian Berneburg may participate in the long-term incentive plan of the Company as set out in the Remuneration Policy and receive a number of 1,661,595 ordinary shares in the Company under such long-term incentive plan.

- 17 PRESENTATION AND APPROVAL OF THE STAND-ALONE ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR 2023, OF THE APPROVED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2023, THE AUDITOR REPORT RELATING TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2023 AS WELL AS THE MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2023

The Supervisory Board has not made any comments on the stand-alone annual accounts, the consolidated financial statements for the financial year 2023 as drawn up by the CEO (the **2023 Financial Statements** and, together with the 2022 Financial Statements, the **Financial Statements**), or on the report prepared by the CEO (the **2023 Management Report** and,

together with the 2022 Management Report, the **Management Reports**) and the report of the independent auditor relating to the 2023 Financial Statements (the **2023 Auditor Report** and, together with the 2022 Auditor Report, the **Auditor Reports**).

The CEO and the Supervisory Board propose that the Meeting approves the 2023 Financial Statements in accordance with article 461-7 of the Companies Act.

18 ACKNOWLEDGEMENT OF THE PROFIT OF THE COMPANY MADE WITH RESPECT TO THE FINANCIAL YEAR 2023

The CEO proposes that the Meeting acknowledges that the Company made a profit with respect to the financial year 2023 in an aggregate amount of EUR 287,971,692.26 (the **2023 Profit**).

The CEO notes that despite the 2023 Profit, the net assets of the Company continue to stand below one quarter of the Company's share capital. The CEO notes that the Company's shareholders had, at the occasion of an extraordinary general meeting of the Company held on 14 July 2023, approved 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 CEO proposes that the Meeting resolves to (i) set off the 2023 Profit against the losses carried forward from the previous financial year and (ii) carry forward the balance of losses in an aggregate amount of EUR 480,440,515.56 to the next financial year.

19 DISCHARGE (*QUITUS*) TO MR UDO GIEGERICH FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2023

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Udo Giegerich for the performance of his duties as member of the Management Board for, and in connection with, the financial year 2023.

20 DISCHARGE (*QUITUS*) TO MRS IZABELA DANNER FOR THE PERFORMANCE OF HER MANDATE AS MEMBER OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2023

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mrs Izabela Danner for the performance of her duties as member of the Management Board for, and in connection with, the financial year 2023.

21 DISCHARGE (*QUITUS*) TO MR STEPHAN GÖTSCHEL FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2023

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Mr Stephan Götschel for the performance of his duties as member of the Management Board for, and in connection with, the financial year 2023.

22 DISCHARGE (*QUITUS*) TO DR. NEDIM CEN FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE

MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2023

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Dr. Nedim Cen for the performance of his duties as member of the Management Board for, and in connection with, the financial year 2023.

23 DISCHARGE (*QUITUS*) TO DR. NEDIM CEN FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2023

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Dr. Nedim Cen for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2023.

24 DISCHARGE (*QUITUS*) TO DR. BERTRAND MALMENDIER FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2023

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Dr. Bertrand Malmendier for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2023.

25 DISCHARGE (*QUITUS*) TO DR. SVEN-MARIAN BERNEBURG FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2023

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Dr. Sven-Marian Berneburg for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2023.

26 DISCHARGE (*QUITUS*) TO DR. CARLOS MACK FOR THE PERFORMANCE OF HIS MANDATE AS MEMBER OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2023

The CEO and the Supervisory Board propose that the Meeting grants discharge (*quitus*) to Dr. Carlos Mack for the performance of his duties as member of the Supervisory Board for, and in connection with, the financial year 2023.

27 CONFIRMATION AND APPOINTMENT OF MR ANDREAS PAUL UELHOFF AS MEMBER OF THE SUPERVISORY BOARD

The CEO and the Supervisory Board propose that the Meeting (i) confirms the appointment by co-optation of Mr Andreas Paul Uelhoff as member of the Supervisory Board, with effect as of 1 January 2025 and (ii) appoints Mr Andreas Paul Uelhoff as member of the Supervisory Board, for a term of office ending after the annual general meeting of the Company approving the annual accounts of the Company of the financial year ending on 31 December 2027.

Further information about the proposed candidate is available on the Company's website at [www.corestate-capital.com](http://www.corestate-capital.com) in the segment "Investor Relations" > "Corporate Governance & General Meeting" > "General Meeting" and will be available for inspection during the Meeting.

- 28 CONFIRMATION AND APPOINTMENT OF MR WOLFGANG BAUER AS MEMBER OF THE SUPERVISORY BOARD  
The CEO and the Supervisory Board propose that the Meeting (i) confirms the appointment by co-optation of Mr Wolfgang Bauer as member of the Supervisory Board, with effect as of 1 January 2025 and (ii) appoints Mr Wolfgang Bauer as member of the Supervisory Board for a term of office ending after the annual general meeting of the Company approving the annual accounts of the Company of the financial year ending on 31 December 2027.
- Further information about the proposed candidate is available on the Company's website at [www.corestate-capital.com](http://www.corestate-capital.com) in the segment "Investor Relations" > "Corporate Governance & General Meeting" > "General Meeting" and will be available for inspection during the Meeting.
- 29 APPOINTMENT OF DR. SVEN-MARIAN BERNEBURG AS MEMBER OF THE SUPERVISORY BOARD  
The CEO and the Supervisory Board propose that the Meeting 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 approving the annual accounts of the Company of the financial year ending on 31 December 2029.
- 30 ADVISORY NON-BINDING VOTE ON THE REMUNERATION REPORT FOR THE FINANCIAL YEAR 2023  
The CEO and the Supervisory Board propose that the Meeting approves, on a non-binding basis, the remuneration report for the financial year 2023 (the **2023 Remuneration Report** and, together with the 2022 Remuneration Report, the **Remuneration Reports**) in accordance with the requirements of article 7ter of the 2011 Law.
- 31 APPROVAL OF A ONE-OFF CASH BONUS PAYMENT TO DR. SVEN-MARIAN BERNEBURG FOR THE FINANCIAL YEAR 2023  
The Proposing Shareholder proposes that the Meeting approves the payment of a one-off cash bonus in a gross amount of EUR 200,000.00 to Dr. Sven-Marian Berneburg, in his capacity as a member of the Supervisory Board in recognition of his significant contributions to the Company's restructuring efforts during the financial year 2023. In addition to the documented regular and ad hoc meetings of the Supervisory Board in 2023, Dr. Berneburg, in his capacity as member of the Supervisory Board and later in his role as Chairman of the Supervisory Board, played a key role in helping the Corestate Management Board to develop and implement the restructuring concept and put it into practice. In particular with regard to the alternative restructuring concept published in April 2023, Dr. Berneburg contributed significant efforts in ensuring that a practicable restructuring concept could be developed through his regular participation in conference calls with the Company, the appointed advisors and investors as well as other relevant stakeholders. Considering that no annual general meeting has been scheduled since then, the approval of this exceptional bonus payment could not be proposed earlier.