

**ADLER Group S.A.**

*Société anonyme*

55, Allée Scheffer, L-2520 Luxembourg,

Grand Duchy of Luxembourg

R.C.S. Luxembourg: B197554

(the “**Company**”)

**23 April 2026**

**Notice to holders of voting securities (*parts beneficiaries*) of the Company - gender balance on the board of directors**

The Luxembourg law of 19 December 2025 transposing Directive (EU) 2022/2381 on gender balance on corporate boards (the “**Gender Balance Law**”) requires the Company, when submitting the appointment or election of directors to a vote of the general meeting, to ensure that voters are properly informed of the measures provided for in the Gender Balance Law, including the penalties to which the Company may be liable in the event of non-compliance with its obligations.

The Gender Balance Law requires that, by no later than 30 June 2026, members of the under-represented gender hold at least 33% of all director positions, both executive and non-executive.

Failure to reach the target does not automatically result in fines. However, in the event of a breach by a listed company of the selection process and disclosure obligations under the Gender Balance Law, the CSSF may impose the following sanctions and administrative measures: (i) a warning, (ii) a reprimand, (iii) a public statement specifying the identity of the listed company and the nature of the breach, (iv) a fine of between EUR 250 and EUR 250,000. The CSSF may also impose a daily penalty payment to ensure compliance with the CSSF's orders. The amount of the daily penalty payment for the breach found shall not exceed EUR 1,250, and the total amount imposed for the breach found shall not exceed EUR 25,000.

Pursuant to the articles of association of the Company, directors are appointed by the general meeting by means of a resolution passed with a simple majority of the votes validly cast. The right to nominate one candidate for appointment may be exercised individually by: (i) any holder of voting securities holding at least 10% of voting securities; and (ii) any group of holders (not included under item (i)) holding between 10% and 30% of voting securities.

The Company has adopted rules of procedure for the selection of Board candidates (the “**Selection Rules**”), establishing a structured and transparent framework for future appointments. Under the Selection Rules, the selection process must be based on objective and neutral criteria, while promoting balanced representation of women and men on the Board. Where candidates are equally qualified, priority must be given to the candidate of the under-represented gender.

Holders of voting securities wishing to exercise their nomination rights are encouraged to take the Gender Balance Law requirements into account when identifying and proposing candidates for appointment to the board of directors of the Company.