

ADLER Group S.A.
Société anonyme
Registered office: 1B Heienhaff, L-1736 Senningerberg
Grand Duchy of Luxembourg
RCS Luxembourg: B197554

(the “Company”)

VOTING RESULTS OF ANNUAL AND EXTRAORDINARY GENERAL MEETINGS HELD ON 29 SEPTEMBER 2020

	Extraordinary General Meeting	Annual General Meeting
Number of shares present or represented at the meeting:	61,538,070	61,628,070
Number of issued shares:	104,785,930	104,785,930
Percentage of issued shares present or represented at the meeting:	58.73%	58.81%

Extraordinary General Meeting							
Item	Subject Matter	Number of shares FOR	% of voting rights FOR	Number of shares AGAINST	% of voting rights AGAINST	Abstentions	Total numbers of shares present or represented
First Item	Approval of renewal renew the authorised share capital of the Company in an amount of EUR 1,000,000 approval of the authorisation to the board of directors of the Company to increase the share capital of the Company within the limits of the authorised share capital for a period of five (5) years from the date of the publication in the	42,215,997	68.60%	19,322,073	31.40%	None	61,538,070

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	<p>official gazette of Luxembourg (<i>Recueil électronique des sociétés et associations</i>) ("RESA"), of the resolution of the extraordinary general meeting renewing the authorised share capital;</p> <p>(i) to approve the report of the board of directors of the Company pursuant to the article 420-26 of the Luxembourg law of 10 August 1915 on commercial companies, as amended, relating to the possibility of the board of directors of the Company to suppress or limit pre-emptive rights of the shareholders in relation to the increase of the share capital of the Company within the framework of the authorised capital of the Company;</p> <p>(ii) to grant to the board of directors of the Company all powers to</p>						
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	<p>carry out capital increases within the framework of the authorised share capital of the Company and suppress or limit pre-emptive rights of the shareholders of the Company on the issue of new shares;</p> <p>(iii) to amend the article 5 of the articles of association of the Company accordingly.</p>						
Second Item	<p><u>Resolution 2</u> Decision to change the Company's denomination from ADO Properties S.A. to ADLER Group S.A. and to amend article 1 of the articles of association of the Company accordingly</p>	61,441,820	99.84%	96,250	0.16%	None	61,538,070
Third Item	<p><u>Resolution 3</u> Amendment and restatement of the articles of association of the Company</p>	44,112,738	71.68%	17,425,332	28.32%	None	61,538,070

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	statements of the Company and its group for the financial year ending 31 December 2019, (ii) the report of the independent auditor of the Company in respect of the stand-alone annual financial statements of the Company and its group for the financial year ending 31 December 2019 and (iii) the report of the independent auditor of the Company in respect of the consolidated financial statements of the Company and its group for the financial year ending 31 December 2019.						
Third Item	<u>Resolution 1</u> Approval of the stand-alone annual financial statements of the Company for the financial year ending 31 December 2019.	61,587,291	99.93%	None	0.07%	40,779	61,628,070
Fourth Item	<u>Resolution 2</u>	61,587,291	99.93%	None	0.07%	40,779	61,628,070

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	Approval of the consolidated financial statements of the Company and its group for the financial year ending 31 December 2019.						
Fifth Item	<u>Resolution 3</u> Approval of the allocation of the statutory financial results for the financial year ending 31 December 2019.	61,628,069	100%	1	0%	None	61,628,070
Sixth Item	<u>Resolution 4</u> Approval of the granting of discharge (quitus) to all directors who held office during the financial year ending 31 December 2019 in respect of the performance of their duties during that financial year; furthermore and for declaratory purposes only, confirmation of the appointment of any directors who were appointed by co-optation since the last general	61,068,857	99.09%	508,450	1.11%	50,763	61,628,070

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	meeting of shareholders of the Company.						
Seventh Item	<u>Resolution 5</u> Approval of the re-appointment of Dr. Peter Maser as director of the Company for a period running from the date of this AGM until the annual general meeting to take place in the year 2023.	59,845,177	97.11%	1,782,893	2.89%	None	61,628,070
Eight Item	<u>Resolution 6</u> Approval of the re-appointment of Mr. Thierry Beaudemoulin as director of the Company for a period running from the date of this AGM until the annual general meeting to take place in the year 2023.	60,941,687	98.89%	686,383	1.11%	None	61,628,070
Ninth Item	<u>Resolution 7</u> Approval of the re-appointment of Mr. Maximilian Rienecker as director of the Company for a period running from the date of this AGM until the annual general meeting to	60,908,223	98.83%	719,847	1.17%	None	61,628,070

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	take place in the year 2023.						
Tenth Item	<u>Resolution 8</u> Approval of the re-appointment of Ms. Arzu Akkemik as director of the Company for a period running from the date of this AGM until the annual general meeting to take place in the year 2023.	61,626,500	100%	1,570	0%	None	61,628,070
Eleventh Item	<u>Resolution 9</u> Approval of the re-appointment of Dr. Michael Bütter as director of the Company for a period running from the date of this AGM until the annual general meeting to take place in the year 2023.	61,059,364	99.08%	568,706	0.92%	None	61,628,070
Twelfth Item	<u>Resolution 10</u> Approval of the appointment of Mr. Thomas Zinnöcker as director of the Company for a period running from the date of this AGM until the annual general meeting to	61,119,621	99.17%	508,449	0.83%	None	61,628,070

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	take place in the year 2023.						
Thirteenth Item	<u>Resolution 11</u> Approval of the appointment of Mr. Claus Jorgensen as director of the Company for a period running from the date of this AGM until the annual general meeting to take place in the year 2023.	61,030,999	99.03%	597,071	0.97%	None	61,628,070
Fourteenth Item	<u>Resolution 12</u> Approval of the appointment of Mr. Thilo Schmid as director of the Company for a period running from the date of this AGM until the annual general meeting to take place in the year 2023.	61,030,999	99.03%	597,071	0.97%	None	61,628,070
Fifteenth Item	<u>Resolution 13</u> Approval of the following directors’ remuneration applicable as from the start of the financial year 2020: - an annual fixed remuneration in a gross amount of EUR	60,428,049	98.05%	1,200,021	1.95%	None	61,628,070

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	<p>150,000 for the role as the chairman of the board of directors of the Company;</p> <ul style="list-style-type: none">- an annual fixed remuneration in a gross amount of EUR 100,000 for the role as the deputy chairman of the board of directors of the Company;- an annual fixed remuneration in a gross amount of EUR 75,000 for the role as a director of the Company (excluding the chairman and deputy chairman of the board of directors);- an additional annual fixed remuneration in a gross amount of EUR 25,000 for any director who also acts as the chairman of any committee of the Company;- an additional fee in a gross amount of EUR 1,500 per attendance of a director at any						
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	meeting of the board of directors of the Company or any meeting of a committee of the Company, of which the director is a member.						
Sixteenth Item	<u>Resolution 14</u> Approval of the re-appointment of KPMG Luxembourg as independent auditor of the Company until the annual general meeting to take place in 2021.	61,585,720	99.93%	42,350	0.07%	None	61,628,070
Seventeenth Item	<u>Resolution 15</u> Approval of a buy-back programme of the Company enabling the redemption of Company's own shares.	60,820,048	98.69%	789,954	1.28%	18,068	61,628,070
Eighteenth Item	<u>Resolution 16</u> Approval (on an advisory and non-binding basis) of the remuneration policy of the Company.	42,316,216	68.66%	18,918,339	30.70%	393,515	61,628,070
Nineteenth	<u>Resolution 17</u>	46,495,252	75.44%	14,739,303	23.92%	393,515	61,628,070

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Item	Approval (on an advisory and non-binding basis) of the remuneration report of the Company for the financial year ending 31 December 2019.						
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