



ADLER Group S.A.

Société anonyme

1B Heienhaff, L-1736 Senningerberg

Grand Duchy of Luxembourg

RCS Luxembourg: B197554

(the “Company”)

PROXY FORM FOR THE ANNUAL GENERAL MEETING OF THE COMPANY (“AGM”)

to be held at 11:00 a.m. CEST on Tuesday, 29 June 2021

Shareholder identification

The undersigned (the “Principal”)

Name:

Contact details:

Address:

Tel:

E-mail address:

Number of votes that the Principal wishes to cast for voting at the AGM:

**If this box is left blank, it is deemed that the Principal wishes to cast all of its votes which is equal to all the shares it holds on the Record Date (i.e. 15 June 2021) at midnight (24:00) Luxembourg time, as indicated in the Principal’s respective Shareholding Confirmation Certificate(s). If this box is completed indicating a number of votes to cast and that number exceeds the number of shares indicated in the Principal’s respective Shareholding Confirmation Certificate(s), it is deemed that the Principal wants to cast that number of votes which is equal to the number of shares indicated on the aforementioned Shareholding Confirmation Certificate(s).*

1. The Principal hereby notifies that he/she/it will be represented at the AGM to be held at 11:00 a.m. CEST on Tuesday, 29 June 2021 for the total number of shares mentioned above or otherwise for the total number of shares the holding of which on the Record Date is established.
2. Furthermore, the Principal hereby grants authorisation to the following proxyholder designated by the Company:-

any employee of Link Market Services GmbH, with business address at Landshuter Allee 10, 80637 Munich, Germany,

to hold the power of attorney, together with the right to delegate the authority to another person, to represent it at the AGM to be held at 11:00 a.m. CEST on Tuesday, 29 June 2021 and to execute the Principal's voting rights in the Principal's name and on the Principal's behalf in the manner subsequently described in section 3 below.

(Note: In light of the exceptional circumstances surrounding the COVID-19 situation and in application of article 1 of the Luxembourg law of 23 September 2020 on measures concerning the holding of meetings in companies and other legal entities, as amended, and notwithstanding any contrary provisions in the articles of association of the Company, the Company will not hold a physical meeting. Neither shareholders nor their proxies shall be able to attend the AGM in person.)

3. The Principal chooses one of the 2 options below and ticks the corresponding box:

a. The Principal irrevocably gives power to the proxyholder designated by the Company to vote in the Principal's name and on the Principal's behalf and as the proxyholder designated by the Company deems fit on all resolutions of the agenda in addition to all amendments or new resolutions that would be validly presented to the AGM.

b. The Principal issues specific instructions for the proxyholder designated by the Company.

If amendments or new resolutions were to be presented, the Principal irrevocably gives power to the proxyholder designated by the Company to vote in the Principal's name and on the Principal's behalf and as the proxyholder designated by the Company deems fit, unless the Principal ticks the box below:

"I abstain"

In case of choice of option b. above, please issue an instruction for each proposed resolution made by the board of directors of the Company on the agenda item as set out in the convening notice for the AGM. Only one instruction may be issued for each item on the agenda. The omission to tick any box with respect to any proposed resolution shall allow the proxyholder designated by the Company to vote in the Principal's name and on the Principal's behalf but as the proxyholder designated by the Company deems fit.

Please tick only within the small boxes and please only tick one box per agenda item.

Agenda item N°	PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTAIN												
1	<i>No resolution required</i>															
2	<i>No resolution required</i>															
3	<i>The General Meeting, after having reviewed the management report of the board of directors of the Company and the report of the independent auditor of the Company, approves the stand-alone annual financial statements for the financial year ending 31 December 2020 in their entirety.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
4	<i>The General Meeting, after having reviewed the management report of the board of directors of the Company and the report of the independent auditor of the Company, approves the consolidated financial statements of the Company and its group for the financial year ending 31 December 2020 in their entirety.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
5	<p><i>The General Meeting, upon proposal of the board of directors of the Company, resolves to approve the distribution of a dividend in an amount of EUR 0.46 (forty-six Euro cents) gross per share resulting in an aggregate dividend distribution in an amount of EUR 54,054,707 (fifty-four million fifty-four thousand seven hundred seven Euro) gross from the share premium account of the Company and to allocate the results of the Company based on the stand-alone annual financial statements of the Company for the financial year ending 31 December 2020 as follows:</i></p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><i>Profit for the year 2020 (A)</i></td> <td style="text-align: right;"><i>9,272,390</i></td> </tr> <tr> <td><i>Profit brought forward (B)</i></td> <td style="text-align: right;"><i>424,770,100</i></td> </tr> <tr> <td><i>Other distributable reserves (including share premium/capital surplus) (C)</i></td> <td style="text-align: right;"><i>2,296,961,077</i></td> </tr> <tr> <td><i>Allocation to the legal reserve (E)</i></td> <td style="text-align: right;"><i>(9,091)</i></td> </tr> <tr> <td><i>Total dividend (0.46 EUR per share) (F)</i></td> <td style="text-align: right;"><i>(54,054,707)</i></td> </tr> <tr> <td><i>Profit carried forward (A+B-E)</i></td> <td style="text-align: right;"><i>434,033,399</i></td> </tr> </table> <p><i>The General Meeting acknowledges that the record date determining the eligibility to receive a dividend payment shall be the date of this AGM (i.e. 29 June 2021), and that the payment of dividends shall commence on 30 June 2021.</i></p>	<i>Profit for the year 2020 (A)</i>	<i>9,272,390</i>	<i>Profit brought forward (B)</i>	<i>424,770,100</i>	<i>Other distributable reserves (including share premium/capital surplus) (C)</i>	<i>2,296,961,077</i>	<i>Allocation to the legal reserve (E)</i>	<i>(9,091)</i>	<i>Total dividend (0.46 EUR per share) (F)</i>	<i>(54,054,707)</i>	<i>Profit carried forward (A+B-E)</i>	<i>434,033,399</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<i>Profit carried forward (A+B-E)</i>	<i>434,033,399</i>															
6	<i>The General Meeting resolves to grant discharge (quitus) to all directors of the Company who held office during the financial year ending 31 December 2020 in respect of the performance of their duties during that financial year.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
7	<i>The General Meeting decides to approve, upon consideration of the proposal by the board of directors of the Company based on a prior recommendation by the audit committee of the Company (the "Audit Committee"), such recommendation being free from undue influence by third parties and no clause restricting the choice within the meaning of Art. 16 (6) of the EU Regulation on statutory auditors or audit firms (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC) having been imposed upon the Audit Committee, the re-appointment of KPMG Luxembourg as independent auditor of the Company in relation to the statutory annual financial statements of the Company and the consolidated financial statements of the Company and its group for a term which will expire at the end of the annual general meeting of shareholders of the Company to take place in 2022.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												

Agenda item N°	PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTAIN
8	<i>The General Meeting approves on an advisory non-binding basis the remuneration policy of the Company established by the board of directors of the Company in its entirety.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	<i>The General Meeting approves on an advisory non-binding basis the remuneration report of the Company for the financial year ending 31 December 2020 in its entirety.</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxyholder designated by the Company may represent the Principal at the AGM as well as any other adjourned or reconvened meeting of the general meeting of shareholders convened for the purposes of resolving on the agenda of the AGM, and vote in the Principal's name and on the Principal's behalf.

4. By signing this Proxy Form, the Principal hereby consents that the data contained herein is collected, processed and used for the purpose of the AGM and the vote on the resolutions and that such data may be transmitted to entities involved in the organisation of the AGM.

For more information on the treatment of the data contained herein, we invite you to consult ADLER Group S.A.'s Data Protection Notice, which can be found on the Company's website in the segment "General Meeting" > "Annual General Meeting 2021".

5. This Proxy Form is governed by, and shall be construed in accordance with Luxembourg law. Luxembourg courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this Proxy Form.

Executed in:on2021 Signature: Name: Title / Represented by:
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