



**ADLER Group S.A.**  
**Société anonyme**  
**55, Allée Scheffer, L-2520**  
**Luxembourg, Grand Duchy of Luxembourg**  
**RCS Luxembourg: B197554**  
**(the "Company")**

**Minutes of the Extraordinary General Meeting of Shareholders**  
**(the "EGM")**

Held on Wednesday, 21 June 2023 at 1:00 p.m. CEST

The EGM elects as chairman of the meeting Prof. Dr. Artur Stefan Kirsten, chairman of the board of directors of the Company (the "**Chairman**").

The Chairman appoints as secretary of the meeting Mr. Thilo Schmid, director of the Company (the "**Secretary**").

The EGM elects as scrutineer of the meeting Mr. Sven-Christian Frank chief legal officer of the Company (the "**Scrutineer**").

The bureau of the EGM having thus been validly constituted, the Chairman declared and requested the Secretary to record that the agenda of the EGM is as follows:-

**AGENDA**

1. Presentation of the special report (as required pursuant to Article 480-2 of the Luxembourg law of 10 August 1915 on commercial companies, as amended)
2. To approve continuing the Company and not dissolving the Company (the "**Continuation Proposal**").

The convening notice of this EGM was published in accordance with Art. 3 of the Luxembourg Law of 24 May 2011 on the exercise of certain rights of shareholders in general meetings of listed companies, as amended.

More specifically this EGM was properly convened by publication of the convening notice:

- in the *recueil électronique des sociétés et associations* (the Luxembourg official gazette) on 19 May 2023,
- In the German federal gazette (*Bundesanzeiger*) on 19 May 2023,

- on the website of the Company on 19 May 2023, and
- in the Luxembourg newspaper *Tageblatt* on 19 May 2023.

Pursuant to the Luxembourg law of 10 August 1915 on commercial companies, as amended, and more specifically the Article 480-2, as well as the Article 14 of the articles of association of the Company, the present EGM may deliberate on the resolutions provided that a quorum of 50% of the Company's issued share capital is present or represented. A resolution in favour of the Continuation Proposal will be adopted if a majority of more than three-quarters (75%) of the votes validly cast at the EGM vote **"FOR"** the Continuation Proposal.

It appears from the attendance list, that out of the total of one hundred fifty-one million six hundred twenty-six thousand one hundred and seven (151,626,107) dematerialised shares representing the entire issued share capital as of Wednesday, 7 June 2023 (the record date), a total of 89,513,173 (59.04%) shares are present or represented at the present EGM.

The present EGM is regularly constituted and may validly deliberate on all items of the agenda.

The EGM, having confirmed that the shareholders had been fully informed of the foregoing agenda in advance, adopted the following resolutions:

#### **AGM RESOLUTIONS**

- 1. Presentation of the special report (as required pursuant to Article 480-2 of the Luxembourg law of 10 August 1915 on commercial companies, as amended)**

*No resolution required.*

- 2. To approve continuing the Company and not dissolving the Company (the "Continuation Proposal").**

The Extraordinary General Meeting approves the Continuation Proposal.

Votes for:	89,513,173
Abstentions:	0
Votes against:	0

Consequently, the resolution is approved.

#### **CLOSING OF THE MEETING**

There being no further business on the agenda, the meeting was closed at 1:11 p.m. CEST.