



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

Minutes of the General Meeting of Shareholders
(the "GM")

Held on Monday, 27 November 2023 at 12:00 p.m. CET

The GM 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 GM elects as scrutineer of the meeting Mr. Florian Sitta, chief legal officer of the Company (the "**Scrutineer**").

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

AGENDA

- 1. Presentation of the special report of the board of directors of the Company (as required pursuant to Article 441-7 of the Luxembourg law of 10 August 1915 on commercial companies, as amended) on any transaction, since the last general meeting of the Company, in respect of which any of the directors declared to have an interest conflicting with that of the Company.**
- 2. Approval of the appointment, as recommended by the board of directors, of AVEGA Revision S.à r.l. as the approved statutory auditor/approved audit firm to perform the statutory audit of the standalone annual accounts and consolidated financial statements of the Company for the financial year ended 31 December 2022 and the financial year 31 December 2023 with such engagement to last until the later of the annual general meeting of the Company to take place in 2024 or such other general meeting to take place in 2024 at which the audited financial statements for the financial year ended 31 December 2022 and the financial year ending 31 December 2023 are submitted for approval.**

The convening notice of this GM 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 GM was properly convened by publication of the convening notice:

- in the *recueil électronique des sociétés et associations* (the Luxembourg official gazette) on 27 October 2023,
- In the German federal gazette (*Bundesanzeiger*) on 27 October 2023,
- on the website of the Company on 27 October 2023, and
- in the Luxembourg newspaper *Tageblatt* on 27 October 2023.

Pursuant to the Luxembourg law of 10 August 1915 on commercial companies, as amended, the present GM may deliberate on the resolutions regardless of the number of shareholders present and the number of shares represented, and the resolutions on the agenda may be adopted by a simple majority of the votes validly cast by the shareholders present or represented.

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 Monday, 13 November 2023 (the record date), a total of 58,528,412 (38.60%) shares are present or represented at the present AGM.

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

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

GM RESOLUTIONS

1. Presentation of the special report of the board of directors of the Company (as required pursuant to Article 441-7 of the Luxembourg law of 10 August 1915 on commercial companies, as amended) on any transaction, since the last general meeting of the Company, in respect of which any of the directors declared to have an interest conflicting with that of the Company.

No resolution required.

3. Approval of the appointment, as recommended by the board of directors, of AVEGA Revision S.à r.l. as the approved statutory auditor/approved audit firm to perform the statutory audit of the standalone annual accounts and consolidated financial statements of the Company for the financial year ended 31 December 2022 and the financial year 31 December 2023 with such engagement to last until the later of the annual general meeting of the Company to take place in 2024 or such other general meeting to take place in 2024 at which the audited financial statements for the financial year ended 31 December 2022 and the financial year ending 31 December 2023 are submitted for approval.

The General Meeting approves the appointment, as recommended by the board of directors, of AVEGA Revision S.à r.l. as the approved statutory auditor/approved audit firm to perform the statutory audit of the standalone annual accounts and consolidated financial statements of the Company for the financial year ended 31 December 2022 and the financial year ended 31 December 2023, with such engagement to last until the later of the annual general meeting of the Company to take place in 2024 or such other general meeting to take place in 2024 at which the audited financial statements for the financial year ended 31 December 2022 and the financial year ending 31 December 2023 are submitted for approval.

Votes for:	58,350,120
Abstentions:	0
Votes against:	178,292

Consequently, the resolution is approved.

CLOSING OF THE MEETING

There being no further business on the agenda, the meeting was closed at 12.23 p.m. CET.