



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

CONVENING NOTICE

The shareholders of the Company are invited to participate in

the **General Meeting of Shareholders** (the "GM" or the "General Meeting")

to be held on Monday, 27 November 2023 at 12 noon CET at **Le Royal Hotel**, 12, Boulevard Royal,
L-2449 Luxembourg, Grand Duchy of Luxembourg

in order to deliberate on the items of the agenda set out below.

**PARTICIPATION TO THE GENERAL MEETING MUST BE CONFIRMED BY MIDNIGHT CET
ON MONDAY 13 NOVEMBER 2023.**

**SHAREHOLDING CONFIRMATION CERTIFICATES AND PARTICIPATION, PROXY AND
VOTING FORMS MUST BE PROVIDED BY MIDNIGHT CET ON WEDNESDAY 22
NOVEMBER 2023.**

**QUESTIONS FROM SHAREHOLDERS RELATED TO ITEMS ON THE AGENDA SHOULD BE
RECEIVED BY MIDNIGHT CET ON WEDNESDAY 22 NOVEMBER 2023.**

Listed shares International Securities Identification number (ISIN): LU1250154413

Unlisted shares International Securities Identification number (ISIN): LU2615168379

AGENDA AND PROPOSED RESOLUTION OF THE GM

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.

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 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.

Draft resolution (GM Resolution I)

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,.

Comment of the board of directors:

The General Meeting is reminded that on 29 June 2022 the Company, announced the launch of a tender process for the mandate of approved statutory auditor (réviseur d'entreprises agréé) to audit its standalone annual accounts and consolidated financial statements for the financial year ending 31 December 2022. The deadline for the auditors/ audit firms to express their interest in the tender was 13 July 2022. No auditor/ audit firm expressed their interest in the tender.

Since the close of that audit tender process, the Company approached, discussed with and offered the mandate to, multiple international auditing firms.

Finally, AVEGA Revision S.à r.l., an approved statutory auditor (réviseur d'entreprises agréé) has confirmed its willingness to accept the mandate of auditing the standalone annual accounts and consolidated financial statements of the Company for the financial year ended 31 December 2022 and for the financial year ending 31 December 2023, subject to approval of the General Meeting of the Company. As the mandate in respect of the financial year ending 31 December 2023 would be a

renewal of an existing engagement with the same auditor, there is no requirement to launch an audit tender process in respect of the financial year ending 31 December 2023.

The qualifications, expertise and track record of AVEGA Revision S.à r.l. have been thoroughly evaluated by the audit committee of the Company; the board of directors believes the appointment of AVEGA Revision S.à r.l. will greatly benefit the Company and in accordance with the recommendation of the audit committee, recommends to the General Meeting to vote in favour of adopting the draft resolution set out above.

I. AVAILABLE INFORMATION AND DOCUMENTATION

The following information is available on the Company's website, <https://ir.adler-group.com>, in the segment "Corporate Governance" > "General Meeting" > "General Meeting 2023" and at the Company's registered office in Luxembourg as from a date no later than the date of publication of the convening notice in the Luxembourg Official Gazette (*Receuil Electronique des Sociétés et Associations*) and in the Luxembourg newspaper Tageblatt:-

- this convening notice for the GM;
- the total number of shares and voting rights as at the date of this convening notice;
- the participation, proxy and voting form for the GM (the "**Participation, Proxy and Voting Form**" or the "**PPV Form**"); and
- Form of a Shareholding Confirmation Certificate (as defined below).

Shareholders may obtain a copy of the full text of any document to be made available by the Company at the GM and the draft resolution proposed to be adopted by the GM upon request by post (see contact details in Section VII below) or by e-mail to anmeldestelle@computershare.de to Computershare Deutschland GmbH & Co KG, in its capacity as mandated agent of the Company ("**Computershare**").

II QUORUM AND VOTING

The GM will validly deliberate on its agenda regardless of the number of shareholders present or of the number of shares represented. Resolutions relating to these agenda items will be adopted by a simple majority of the votes validly cast by shareholders present or represented. Each share is entitled to one vote.

III. ISSUED SHARE CAPITAL, TOTAL NUMBER OF SHARES AND VOTING RIGHTS

On the date of publication of this convening notice:

- (i) the issued share capital of the Company amounts to **EUR 188,016.37**;
- (ii) the total number of shares composing the share capital of the Company is **151,626,107 dematerialised shares without a nominal value**; and

- (iii) the total number of voting rights attached to the shares composing the share capital of the Company is **151,626,107 voting rights**.

IV. RIGHT OF SHAREHOLDERS TO ADD ITEMS TO THE AGENDA OR TO TABLE ALTERNATIVE RESOLUTIONS

Shareholders holding individually or collectively at least 5% of the issued share capital of the Company have the right (a) to add new items on the agenda of the GM and/or (b) to table draft resolutions regarding items included or to be included in the agenda of the GM.

Such requests must be in writing and sent to Computershare by post (see contact details in Section VII below) or by e-mail to anmeldestelle@computershare.de. They must be accompanied by a justification or a draft resolution to be adopted at the GM. They must also indicate the postal or electronic address at which the Company or Computershare (as the Company's agent) may acknowledge receipt of these requests. The requests must be accompanied by proof (in the form of a certificate issued by the bank, the custodian, professional securities' depository or the financial institution where the shares are on deposit) that the shareholder(s) hold the required number of shares on the date of the request (i.e. at least 5%). The new agenda points/draft resolutions will only be considered by the GM if the requesting shareholder(s) holds the requisite number of shares also on the Record Date (as defined below).

Any such request and accompanying documents from shareholders must be received by Computershare (in the manner as described above), not later than the 22nd day before the GM (i.e. not later than Sunday, 5 November 2023).

The Company or Computershare as the Company's agent, shall acknowledge receipt of any such requests within 48 hours of receipt.

The Company shall publish a revised agenda at the latest on the 15th day before the GM (i.e. by Sunday 12 November 2023).

V. RIGHT TO ASK QUESTIONS

Every shareholder has the right to ask questions concerning items on the agenda of the GM. The Company will respond to such questions on a best efforts basis subject to the measures which it may take to ensure the identification of shareholders, the good order of the GM and its preparation and the protection of confidentiality and the Company's business interests. The Company may provide one overall answer to questions having the same content. Where the relevant information is available on the Company's website in a question and answer format, the Company shall be deemed to have answered the questions asked by referring to its website.

For the sake of the good order of the GM and to facilitate the Company providing comprehensive answers to questions raised, questions of shareholders concerning items on the agenda of the GM, should be received by Computershare by **midnight (24:00 CET) on Wednesday, 22 November 2023** by post (see contact details in Section VII below) or by e-mail to

anmeldestelle@computershare.de. Answers will be provided by the Company either during the GM (as applicable) or on the Company's website in a question and answer format.

VI. PARTICIPATION TO THE GM

The rights of shareholders to participate at the GM and exercise voting rights are subject to such shareholders being shareholders of the Company at midnight (24:00) CET on Monday, 13 November 2023 (the “**Record Date**”, i.e. the day falling fourteen (14) days before the date of the GM).

In order to participate in the GM, a shareholder must:-

- (i) **indicate his/her/its intention to participate in the GM** at the latest **by 24:00 CET on Wednesday, Monday, 13 November 2023, the Record Date**. This confirmation of participation shall be given to Computershare in writing (by e-mail to anmeldestelle@computershare.de or by post (see contact details in Section VII below)) or by a shareholder directly or someone on his/her/its behalf;
- (ii) **procure that a Shareholding Confirmation Certificate is received by Computershare** at the latest **by midnight (24:00 CET) on Wednesday, 22 November 2023**. This “**Shareholding Confirmation Certificate**” must indicate the shareholder's name and the number of Company shares held at midnight, (24:00) CET on the Record Date. The Shareholding Confirmation Certificate shall be issued by the bank, the professional securities' depository or the financial institution where the shares are on deposit. A template form can be downloaded from the Company's website, <https://ir.adler-group.com>, in the segment “Corporate Governance” > “General Meeting” > “General Meeting 2023”; **and**
- (iii) **complete and return a PPV Form and as described here below, depending on whether the shareholder is participating to the GM:-**
 - a. **by attendance in person**, he/she/it must complete and sign the PPV Form, **excluding** section 2, 3, 4 and 5 and return that form to Computershare at the latest by **midnight (24:00 CET) on Wednesday, 22 November 2023** (together with the Shareholding Confirmation Certificate mentioned above). He/she/it must attend the GM and identify himself/herself with a valid identification card; **or**
 - b. **by appointing Computershare as proxyholder or another proxyholder of his/her/its choice to exercise his/her/its voting rights as the relevant proxyholder deems fit**, he/she/it must complete and sign the PPV Form, **excluding** section 1, 3, 4 and 5 and return that form to Computershare at the latest by **midnight (24:00 CET) on Wednesday, 22 November 2023** (together with the Shareholding Confirmation Certificate mentioned above). A proxy holder must attend the GM and identify himself/herself with a valid identification card; **or**
 - c. **by appointing Computershare as proxyholder or another proxyholder of his/her/its choice to exercise his/her/its voting rights according to explicit instructions**, he/she/it must complete and sign the PPV Form, **excluding** section 1, 2 and 4 and return that form to Computershare at the latest by **midnight (24:00 CET)**

- on Wednesday, 22 November 2023** (together with the Shareholding Confirmation Certificate mentioned above);
- d. **by voting by correspondence**, he/she/it must complete and sign the PPV Form, **excluding** section 1, 2 and 3 and return that form to Computershare at the latest by **midnight (24:00 CET) on Wednesday, 22 November 2023** (together with the Shareholding Confirmation Certificate mentioned above).

The PPV Form can be downloaded from the Company's website, <https://ir.adler-group.com>, in the segment "Corporate Governance" > "General Meeting" > "General Meeting 2023".

VII. CONTACT DETAILS COMPUTERSHARE

The contact details of Computershare, as the agent duly mandated by the Company to receive confirmations of participation to the GM and to receive the Shareholding Confirmation Certificates, the Participation, Proxy and Voting Forms, questions on the agenda of the GM, proposals of additional agenda items and proposed resolutions pursuant to this convening notice are as follows:-

ADLER Group S.A.

c/o Computershare Operations Center

Postal address: 80249 München

E-mail: anmeldestelle@computershare.de

VIII. PROCESSING OF PERSONAL DATA

For information on the processing of personal data in connection with the GM, we invite you to consult the Company's Data Protection Notice, which can be found on the Company's website, <https://ir.adler-group.com>, in the segment "Corporate Governance" > "General Meeting" > "General Meeting 2023".

Signed on 23 October 2023

The Board of Directors

Prof. Dr. A. Stefan Kirsten

(Chairman)