

ADLER Group S.A.

*Société anonyme*

55, Allée Scheffer, L-2520

Grand Duchy of Luxembourg

**RCS Luxembourg: B197554**

**(the “Company”)**

**PARTICIPATION, PROXY AND VOTING FORM FOR THE GENERAL MEETING OF THE COMPANY (“GM”)**

**to be held at 12 p.m. CET on Monday, 27 November 2023 at 12 PM (noon)**

**In order to participate in the GM in person, to be represented at the GM by proxy or to vote remotely in writing, a duly filled in and signed copy of this Participation, Proxy and Voting Form together with the Shareholding Confirmation Certificate (as defined in the convening notice) must be returned to the Company's agent (as described in the convening notice) at the latest, Wednesday, 22 November 2023 at midnight (CET).**

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| --- | --- |
| **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 GM: |  |
| *\*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. Monday, 13 November 2023) at midnight (24:00) CET, 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).* | |

**INSTRUCTIONS**

**NOTE:** the Company proposes to shareholders who wish to be represented by proxy, to appoint any employee of Computershare Deutschland GmbH & Co KG with business address at Elsenheimerstraße 61, 80687 München, Germany ("**Computershare**") as proxyholder.Computershare intends to vote in favour of all resolutions as proposed by the board of directors of the Company.

**Please complete:-**

[Type a quote from the document or the summary of an interesting point. You can position the text box anywhere in the document. se the Drawing Tools tab to change the formatting of the pull quote text box.]

* **section 1** to attend in person
* **section 2** to appoint any employee of Computershare as your proxy OR a named proxy of your choice, to vote as he/she deems fit,
* **section 3** together with **section 5** to appoint any employee of Computershare as your proxy or a named proxy of your choice, to vote according to the explicit instructions listed in section 5
* **section 4** together with **section 5** to vote by correspondence.

1. **Attendance in person**

❑ **By ticking this box I, as Principal, will attend the GM in person.**

The Principal must attend the GM and identify himself/herself with a valid identification card/passport and in case the Principal is a legal entity, certificate of incumbency (or equivalent document).

1. **Proxy without specific voting instructions**

**❑ By ticking this box I, as Principal, will not attend the GM and I hereby give power to any employee of Computershare OR the following named person as proxy holder, to vote in my name and on my behalf as he/she deems fit on all resolutions of the agenda of the GM:**

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\**Indicate the last name, first name, address, e-mail address and telephone number of the proxy holder whom you appoint. If the information provided hereto is not complete, your power will be deemed to be given to any employee of Computershare.*

1. **Proxy with specific voting instructions**

**❑ By ticking this box, I, as Principal, will not attend the GM and I hereby give power to any employee of Computershare OR the following named person as proxy holder to vote in my name and on my behalf in the manner subsequently described in section 5 below\*\*.**

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*\* Indicate the last name, first name, address, e-mail address and telephone number of the proxy holder whom you appoint. If the information provided hereto is not complete, your power will be deemed to be given to any employee of Computershare.*

*\*\* Please tick with an « X » the appropriate boxes in section 5 indicating how you wish to vote on each of the relevant items of the agenda of the GM. The omission to tick any box with respect to any resolution shall allow the proxyholder, to vote at his/her full discretion on the proposed resolutions.*

1. **Vote by correspondence**

**❑ By ticking this box, I, as Principal, hereby state that:-**

* **I will not attend the GM in person or nor shall I be represented by a proxy;**
* **I wish to cast my vote at the GM on the proposed resolutions, by ticking the appropriate box set forth next to each proposed resolution in section 5 below;\***

*\*Please tick with an « X » the appropriate boxes in section 5 indicating how you wish to vote on each of the relevant items of the agenda of the GM. The omission to tick any box with respect to any resolution shall be considered as an abstention to vote the relevant agenda item.*

1. **Specific voting instructions for the proxy holder****pursuant to Section 3 OR voting indications pursuant to Section 4, as applicable.**

**AGENDA ITEM 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.**

| Agenda item N° | PROPOSED RESOLUTION | VOTE FOR | VOTE AGAINST | ABSTAIN |
| --- | --- | --- | --- | --- |
| 1 | *No resolution required* | | | |

**AGENDA ITEM 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.**

| Agenda item N° | PROPOSED RESOLUTION | VOTE FOR | VOTE AGAINST | ABSTAIN |
| --- | --- | --- | --- | --- |
| 2 | 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. | **** | **** | **** |

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

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 “Corporate Governance” > “General Meeting” > “General Meeting 2023”.

1. This Participation, Proxy and Voting 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 Participation, Proxy and Voting Form.

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| Executed in: ………………………………………………. on ……………………………………………….2023  Signature:  Name: ………………………………………………………………………………………………………………..  Title / Represented by: ……………………………………………………………………………………………... |