

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 ANNUAL GENERAL MEETING OF THE COMPANY (“AGM”)**

**to be held at 11 a.m. CEST on Wednesday, 21 June 2023 at Hotel Sofitel Luxembourg Europe,**

**6 Rue du Fort Niedergruenewald, L-2226 Luxembourg - Kirchberg**

**In order to participate in the AGM in person, to be represented at the AGM 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 until 15 June 2023 at midnight (CEST).**

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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 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. Wednesday, 7 June 2023) at midnight (24:00) CEST, 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 Atoz Services S.A., with business address Aerogolf Center, 1A Heienhaff, L-1736 Senningerberg, Luxembourg ("**Atoz Services**") as proxyholder.Atoz Services 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 Atoz Services 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 Atoz Services 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 AGM in person.**

The Principal must attend the AGM 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 AGM and I hereby give power to any employee of Atoz Services 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 AGM:**

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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 Atoz Services.*

1. **Proxy with specific voting instructions**

**❑ By ticking this box, I, as Principal, will not attend the AGM and I hereby give power to any employee of Atoz Services 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 Atoz Services.*

*\*\* 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 AGM. 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 AGM in person or nor shall I be represented by a proxy;**
* **I wish to cast my vote at the AGM 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 AGM. 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**

**Presentation of the combined management report of the board of directors of the Company in respect of the unaudited standalone annual accounts of the Company and the unaudited consolidated financial statements of the Company and its group for the financial year ending 31 December 2022.**

| Agenda item N° | PROPOSED RESOLUTION | VOTE FOR | VOTE AGAINST | ABSTAIN |
| --- | --- | --- | --- | --- |
| 2 | *No resolution required* |

**AGENDA ITEM 3**

**Approval of the unaudited standalone annual accounts of the Company for the financial year ending 31 December 2022**

| Agenda item N° | PROPOSED RESOLUTION | VOTE FOR | VOTE AGAINST | ABSTAIN |
| --- | --- | --- | --- | --- |
| 3 | The Annual General Meeting, after having reviewed the management report of the board of directors of the Company, approves the unaudited standalone annual accounts for the financial year ending 31 December 2022 in their entirety. | **** | **** | **** |

**AGENDA ITEM 4**

**Approval of the unaudited consolidated financial statements of the Company and its group for the financial year ending 31 December 2022.**

| Agenda item N° | PROPOSED RESOLUTION | VOTE FOR | VOTE AGAINST | ABSTAIN |
| --- | --- | --- | --- | --- |
| 4 | The Annual General Meeting, after having reviewed the management report of the board of directors of the Company, approves the unaudited consolidated financial statements of the Company and its group for the financial year ending 31 December 2022 in their entirety. | **** | **** | **** |

**AGENDA ITEM 5**

**Approval of the allocation of the statutory financial results for the financial year ending 31 December 2022.**

| Agenda item N° | PROPOSED RESOLUTION | VOTE FOR | VOTE AGAINST | ABSTAIN |
| --- | --- | --- | --- | --- |
| 5 | The Annual General Meeting, upon proposal of the board of directors of the Company, resolves to carry forward a loss of EUR 1,131,100,774 according to the unaudited standalone annual accounts of the Company, to the next financial year. | **** | **** | **** |

**AGENDA ITEM 6**

**Approval of the granting of discharge (*quitus*) to all directors who held office during the financial year ending 31 December 2021 in respect of the performance of their duties during that financial year.**

| Agenda item N° | PROPOSED RESOLUTION | VOTE FOR | VOTE AGAINST | ABSTAIN |
| --- | --- | --- | --- | --- |
| 6 | The Annual General Meeting resolves to grant discharge (*quitus*) to all directors who held office during the financial year ending 31 December 2021 in respect of the performance of their duties during that financial year. | **** | **** | **** |

 **AGENDA ITEM 7**

**Approval of the appointment of Mr. Thomas Josef Echelmeyer, as director of the Company for a period running from the date of this AGM until the annual general meeting to take place in the year 2026.**

| Agenda item N° | PROPOSED RESOLUTION | VOTE FOR | VOTE AGAINST | ABSTAIN |
| --- | --- | --- | --- | --- |
| 7 | The Annual General Meeting approves the appointment of Mr. Thomas Josef Echelmeyer as director of the Company for a period running from the date of this AGM until the annual general meeting to take place in the year 2026. | **** | **** | **** |

**AGENDA ITEM 8**

**Approval of the appointment of Dr. Heiner Arnoldi, as director of the Company for a period running from the date of this AGM until the annual general meeting to take place in the year 2026.**

| Agenda item N° | PROPOSED RESOLUTION | VOTE FOR | VOTE AGAINST | ABSTAIN |
| --- | --- | --- | --- | --- |
| 8 | The Annual General Meeting approves the appointment of Dr. Heiner Arnoldi**,** as director of the Company for a period running from the date of this AGM until the annual general meeting to take place in the year 2026. | **** | **** | **** |

**AGENDA ITEM 9**

**Approval of the appointment of Mr. Stefan Brendgen as director of the Company for a period running from the date of this AGM until the annual general meeting to take place in the year 2026.**

| Agenda item N° | PROPOSED RESOLUTION | VOTE FOR | VOTE AGAINST | ABSTAIN |
| --- | --- | --- | --- | --- |
| 9 | The Annual General Meeting approves the appointment of Mr. Stefan Brendgen as director of the Company for a period running from the date of this AGM until the annual general meeting to take place in the year 2026. | **** | **** | **** |

**AGENDA ITEM 10**

**Approval of the appointment of a new approved statutory auditor / approved audit firm of the Company until the annual general meeting to take place in 2024.**

| Agenda item N° | PROPOSED RESOLUTION | VOTE FOR | VOTE AGAINST | ABSTAIN |
| --- | --- | --- | --- | --- |
| 10 | The Annual General Meeting approves the appointment of the approved statutory auditor/approved audit firm recommended by the Board subject to the condition that the name of the relevant approved statutory auditor/approved audit firm has been published on the website of the Company no later than midnight on 14 June 2023. | **** | **** | **** |

**AGENDA ITEM 11**

**Approval (on an advisory and non-binding basis) of the remuneration policy of the Company.**

| Agenda item N° | PROPOSED RESOLUTION | VOTE FOR | VOTE AGAINST | ABSTAIN |
| --- | --- | --- | --- | --- |
| 11 | The Annual 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. | **** | **** | **** |

**AGENDA ITEM 12**

**Approval (on an advisory and non-binding basis) of the remuneration report of the Company for the financial year ending 31 December 2022.**

| Agenda item N° | PROPOSED RESOLUTION | VOTE FOR | VOTE AGAINST | ABSTAIN |
| --- | --- | --- | --- | --- |
| 12 | The Annual General Meeting approves on an advisory non-binding basis the remuneration report of the Company for the financial year ending 31 December 2022 in its entirety. | **** | **** | **** |

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 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 “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 ……………………………………………….2023Signature:Name: ………………………………………………………………………………………………………………..Title / Represented by: ……………………………………………………………………………………………... |