



ADLER Group S.A.

Société anonyme

55, Allée Scheffer, L-2520 Luxembourg

RCS Luxembourg: B197554

CONVENING NOTICE

The extraordinary general meeting of the shareholders of the Company was convened for 17 July 2024 at 11 a.m. CEST (the **"First EGM"**). Less than 50 % of the Company's issued share capital was present or represented at the First EGM. Therefore, the First EGM did not meet the quorum of article 14 of the articles of association of the Company and article 450-3 (2) of the law of 10 August 1915 on commercial companies, as amended, and could not validly deliberate.

The shareholders of ADLER Group SA (the **"Company"**) are invited to participate in

the **reconvened Extraordinary General Meeting of Shareholders** (the **"Reconvened EGM"** or the **"Reconvened Extraordinary General Meeting"**)

to be held on Friday, 9 August 2024 at 11 a.m. CEST at **Légère Hotel Luxembourg**, 11, rue Gabriel Lippmann, Parc d'Activité Syrdall, L-5365 Munsbach

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

PARTICIPATION TO THE EXTRAORDINARY GENERAL MEETING MUST BE CONFIRMED BY MIDNIGHT CEST ON FRIDAY, 26 JULY 2024.

SHAREHOLDING CONFIRMATIONS AND PARTICIPATION, PROXY AND VOTING FORMS MUST BE PROVIDED BY MIDNIGHT CEST ON TUESDAY, 6 AUGUST 2024.

QUESTIONS FROM SHAREHOLDERS RELATED TO ITEMS ON THE AGENDA SHOULD BE RECEIVED BY MIDNIGHT CEST ON TUESDAY, 6 AUGUST 2024.

Listed shares International Securities Identification number (ISIN): LU1250154413

AGENDA AND PROPOSED RESOLUTIONS OF THE RECONVENED EGM

1. Approval of the amendment of Article 4. *Object, purpose* of the article of association of the Company which shall read as follows:

Article 4. Object, purpose

The corporate purpose of the Company shall be the long-term creation of value by investment in and development of real estate properties and immovable property as well as the purchase, rental and disposal of such properties. It may also carry out real estate management for its own purposes and any other activity whatsoever in the real estate sector.

The Company may realise that corporate purpose either directly or through the creation of companies, the acquisition, holding or acquisition of interests in any companies or partnerships, membership in any associations, consortia and joint ventures.

The Company may also acquire by purchase, subscription or in any other manner as well as transfer by sale, exchange or in any other manner shares, bonds, debt securities, warrants and other securities and instruments of any kind.

The Company may borrow in any form including by way of public offer of securities. It may issue, shares, parts bénéficiaires, notes, bonds and debentures and any kind of debt and/or equity securities. The Company may lend funds including the proceeds of any borrowings and/or issues of debt securities to affiliated and group companies. It may also give guarantees and grant securities in favour of third parties to secure its obligations or the obligations of its affiliated and group companies. The Company may further pledge, transfer, encumber or otherwise create security over all or over some of its assets.

The Company may engage independent attorneys, accountants, consultants, advisors, appraisers, and such other persons as the Company may deem necessary or advisable.

The Company may generally employ any techniques and instruments relating to its investments for the purpose of their efficient management, including techniques and instruments designed to protect the Company against credit, currency exchange, interest rate risks and other risks.

The Company may carry out any commercial and/or financial transactions with respect to the direct or indirect investments in movable and immovable property, including real estate property and including but not limited to acquiring, owning, hiring, letting, leasing, renting, dividing, draining, reclaiming, developing, improving, cultivating, building on, selling or otherwise alienating, mortgaging, pledging or otherwise encumbering movable or immovable property, and it may otherwise deal in the assets or businesses underlying the Company's direct or indirect investments and engage in all such activities and transactions as the Company may deem necessary, advisable or incidental to the carrying out of any of the foregoing objects and purposes in this Article 4.

The above description is to be understood in the broadest senses and the above enumeration is not limiting.

Draft resolution (Reconvened EGM Resolution I)

The extraordinary general meeting resolves to approve the amendment of Article 4. Object, purpose of the article of association of the Company which shall read as follows:

Article 4. Object, purpose

The corporate purpose of the Company shall be the long-term creation of value by investment in and development of real estate properties and immovable property as well as the purchase, rental and disposal of such properties. It may also carry out real estate management for its own purposes and any other activity whatsoever in the real estate sector.

The Company may realise that corporate purpose either directly or through the creation of companies, the acquisition, holding or acquisition of interests in any companies or partnerships, membership in any associations, consortia and joint ventures.

The Company may also acquire by purchase, subscription or in any other manner as well as transfer by sale, exchange or in any other manner shares, bonds, debt securities, warrants and other securities and instruments of any kind.

The Company may borrow in any form including by way of public offer of securities. It may issue, shares, parts bénéficiaires, notes, bonds and debentures and any kind of debt and/or equity securities. The Company may lend funds including the proceeds of any borrowings and/or issues of debt securities to affiliated and group companies. It may also give guarantees and grant securities in favour of third parties to secure its obligations or the obligations of its affiliated and group companies. The Company may further pledge, transfer, encumber or otherwise create security over all or over some of its assets.

The Company may engage independent attorneys, accountants, consultants, advisors, appraisers, and such other persons as the Company may deem necessary or advisable.

The Company may generally employ any techniques and instruments relating to its investments for the purpose of their efficient management, including techniques and instruments designed to protect the Company against credit, currency exchange, interest rate risks and other risks.

The Company may carry out any commercial and/or financial transactions with respect to the direct or indirect investments in movable and immovable property, including real estate property and including but not limited to acquiring, owning, hiring, letting, leasing, renting, dividing, draining, reclaiming, developing, improving, cultivating, building on, selling or otherwise alienating, mortgaging, pledging or otherwise encumbering movable or immovable property, and it may otherwise deal in the assets or businesses underlying the Company's direct or indirect investments and engage in all such activities and transactions as the Company may deem necessary, advisable or incidental to the carrying out of any of the foregoing objects and purposes in this Article 4.

The above description is to be understood in the broadest senses and the above enumeration is not limiting.

2. Approval of the conversion of one hundred fifty-one million six hundred twenty-six thousand one hundred seven (151,626,107) dematerialised shares of the Company into one hundred fifty-one million six hundred twenty-six thousand one hundred seven (151,626,107) registered shares with such rights and obligations, as set forth in the articles of association of the Company as amended pursuant to the item four below.

Draft resolution (Reconvened EGM Resolution II)

The extraordinary general meeting resolves to approve the conversion of one hundred fifty-one million six hundred twenty-six thousand one hundred seven (151,626,107) dematerialised shares of the Company into one hundred fifty-one million six hundred twenty-six thousand one hundred seven (151,626,107) registered shares with such rights and obligations, as set forth in the articles of association of the Company as amended pursuant to the fourth resolution below.

3. Approval of the granting of an authorisation to the board of directors of the Company to issue up to four hundred fifty-four million eight hundred seventy-eight thousand three hundred twenty-one (454,878,321) voting securities (*parts bénéficiaires avec le droit de vote*) of the Company with such rights and obligations, as set forth in the articles of association of the Company as amended pursuant to the item four below, and acknowledgement of the report of the board of directors of the Company regarding the authorization to issue such voting securities (*parts bénéficiaires avec le droit de vote*) of the Company.

Draft resolution (Reconvened EGM Resolution III)

*The extraordinary general meeting resolves to grant an authorisation to the board of directors of the Company to issue up to four hundred fifty-four million eight hundred seventy-eight thousand three hundred twenty-one (454,878,321) voting securities (*parts bénéficiaires avec le droit de vote*) of the Company with such rights and obligations, as set forth in the articles of association of the Company as amended pursuant to the fourth resolution below, and acknowledge the report of the board of directors of the Company regarding the authorization to issue such voting securities (*parts bénéficiaires avec le droit de vote*) of the Company.*

4. Approval of the full amendment and restatement of the articles of association of the Company as proposed in the amended and restated articles of association of the Company published on the Company's website <https://www.adler-group.com> in the segment "General Meeting" > "General Meeting 2024", including the implementation of a dividend policy.

Draft resolution (Reconvened EGM Resolution IV)

*As a consequence of the above resolutions and for the purpose of, inter alia, creation of the voting securities (*parts bénéficiaires avec le droit de vote*) and implementation of the dividend policy of the Company, the extraordinary general meeting resolves to approve the full amendment and restatement of the articles of association of the Company as proposed in the amended and restated articles of association of the Company published on the Company's website <https://www.adler-group.com> in the segment "General Meeting" > "General Meeting 2024".*

5. Delegation of powers

Draft resolution (Reconvened EGM Resolution V)

The extraordinary general meeting resolves to create the share register and the voting securities' register of the Company in order to reflect the above-mentioned changes and grant power and authority individually to any director of the Company, any member of senior management of the Company, any lawyer or employee of Arendt & Medernach SA and/ or Bonn Steichen & Partners to proceed, in the name and on behalf of the Company, to the registration in both registers of the

Company of any changes required by the matters set out under the above resolutions as well as to see to any formalities in connection therewith.

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 2024" 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 Reconvened EGM (which includes draft resolutions in relation to the above agenda points to be adopted at the Reconvened EGM);
- the total number of shares and voting rights as at the date of this convening notice;
- the participation, proxy and voting form for the Reconvened EGM (the "**Participation, Proxy and Voting Form**" or the "**PPV Form**");
- Shareholding confirmation certificate form (the "**Shareholding Confirmation Certificate**");
- the full text of any document to be made available by the Company at the Reconvened EGM including:-
 - the draft amended and restated articles of association of the Company;
 - the presentation entitled "Amendment of the articles of association ("AoAs") of Adler Group S.A.";
 - the report of the board of directors of the Company regarding the authorization to issue voting securities (*parts bénéficiaires avec le droit de vote*) of the Company.

Shareholders may obtain a copy of the full text of any document to be made available by the Company at the Reconvened EGM and the draft resolution proposed to be adopted by the Reconvened EGM 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 Reconvened EGM shall validly deliberate on the abovementioned agenda regardless of the quorum of the Company's issued share capital represented. The resolutions will be validly adopted only if approved by at least 2/3 of the votes cast at the Reconvened EGM. 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 TO ASK QUESTIONS

Every shareholder has the right to ask questions concerning items on the agenda of the Reconvened EGM. 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 Reconvened EGM 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 Reconvened EGM and to facilitate the Company providing comprehensive answers to questions raised, questions of shareholders concerning items on the agenda of the Reconvened EGM, should be received by Computershare by **midnight (24:00 CEST) on Tuesday, 6 August 2024** 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 Reconvened EGM (as applicable) or on the Company's website in a question and answer format.

VI. PARTICIPATION TO THE RECONVENED EGM

The rights of shareholders to participate at the Reconvened EGM and exercise voting rights are subject to such shareholders being shareholders of the Company at midnight (24:00) CEST on Friday, 26 July 2024 (the "**Record Date**", i.e. the day falling fourteen (14) days before the date of the Reconvened EGM).

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

- (i) **indicate his/her/its intention to participate in the Reconvened EGM, as applicable** at the latest **by 24:00 CEST on Friday, 26 July 2024, 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)) 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 CEST) on Tuesday, 6 August 2024**. This "**Shareholding Confirmation Certificate**" must indicate the shareholder's name and the number of Company shares held at midnight, (24:00) CEST 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 2024"; **and**
- (iii) **complete and return an PPV Form as described below, depending on whether the shareholder is participating to the Reconvened EGM:-**

- 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 CEST) on Tuesday, 6 August 2024** (together with the Shareholding Confirmation Certificate mentioned above). He/she/it must attend the Reconvened EGM (as applicable) 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/is 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 CEST) on Tuesday, 6 August 2024** (together with the Shareholding Confirmation Certificate mentioned above). A proxy holder must attend the Reconvened EGM 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/is 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 CEST) on Tuesday, 6 August 2024** (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 CEST) on Tuesday, 6 August 2024** (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 2024".

VII. CONTACT DETAILS COMPUTERSHARE

The contact details of Computershare, as the agent duly mandated by the Company to receive confirmations of participation to the Reconvened EGM and to receive the Shareholding Confirmation Certificates, the Participation, Proxy and Voting Forms, questions on the agenda of the Reconvened EGM, 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 Reconvened EGM, 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 2024".

Signed on 17 July 2024

The Board of Directors

Stefan Brendgen

(Chairman)