



ADLER Group S.A.

Société anonyme

55, Allée Scheffer, L-2520 Luxembourg

RCS Luxembourg: B197554

CONVENING NOTICE

The shareholders of ADLER Group SA (the "**Company**") are invited to participate in the **Extraordinary General Meeting of Shareholders** (the "**EGM**" or the "**Extraordinary General Meeting**") to be held on Wednesday, 17 July 2024 at 11.00 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 WEDNESDAY, 3 JULY 2024.

SHAREHOLDING CONFIRMATIONS AND PARTICIPATION, PROXY AND VOTING FORMS MUST BE PROVIDED BY MIDNIGHT CEST ON FRIDAY, 12 JULY 2024.

QUESTIONS FROM SHAREHOLDERS RELATED TO ITEMS ON THE AGENDA SHOULD BE RECEIVED BY MIDNIGHT CEST ON FRIDAY, 12 JULY 2024.

Listed shares International Securities Identification number (ISIN): LU1250154413

AGENDA AND PROPOSED RESOLUTIONS OF THE 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 (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 (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 (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 (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 (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 EGM (which includes draft resolutions in relation to the above agenda points to be adopted at the 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 EGM (the "**EGM Participation, Proxy and Voting Form**" or the "**EGM 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 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 EGM and the draft resolution proposed to be adopted by the 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 EGM will validly deliberate on its agenda provided that a quorum of 50% of the Company's issued share capital is present or represented. If the aforementioned quorum is not met, the EGM may be reconvened by the board of directors of the Company and at the reconvened meeting no quorum will be required. The resolutions will be validly adopted only if approved by at least 2/3 of the votes cast at the EGM or any reconvened meeting. 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 EGM and/or (b) to table draft resolutions regarding items included or to be included in the agenda of the EGM.

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 EGM. 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 EGM 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 EGM (i.e. not later than Tuesday, 25 June 2024).

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 EGM (i.e. by Tuesday, 2 July 2024).

V. RIGHT TO ASK QUESTIONS

Every shareholder has the right to ask questions concerning items on the agenda of the 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 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 EGM and to facilitate the Company providing comprehensive answers to questions raised, questions of shareholders concerning items on the agenda of the EGM, should be received by Computershare by **midnight (24:00 CEST) on Friday, 12 July 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 EGM (as applicable) or on the Company's website in a question and answer format.

VI. PARTICIPATION TO THE EGM

The rights of shareholders to participate at the EGM and exercise voting rights are subject to such shareholders being shareholders of the Company at midnight (24:00) CEST on Wednesday, 3 July 2024 (the “**Record Date**”, i.e. the day falling fourteen (14) days before the date of the EGM).

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

- (i) **indicate his/her/its intention to participate in the EGM, as applicable** at the latest by **24:00 CEST on Wednesday, 3 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 Friday, 12 July 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 EGM PPV Form as described above, depending on whether the shareholder is participating to the EGM:-**
 - a. **by attendance in person**, he/she/it must complete and sign the EGM PPV Form, **excluding** section 2, 3, 4 and 5 and return that form to Computershare at the latest by **midnight (24:00 CEST) on Friday, 12 July 2024** (together with the Shareholding Confirmation Certificate mentioned above). He/she/it must attend the 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/its voting rights as the relevant proxyholder deems fit**, he/she/it must complete and sign the EGM PPV Form, **excluding** section 1, 3, 4 and 5 and return that form to Computershare at the latest by **midnight (24:00 CEST) on Friday, 12 July 2024** (together with the Shareholding Confirmation Certificate mentioned above). A proxy holder must attend the 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/its voting rights according to explicit instructions**, he/she/it must complete and sign the EGM PPV Form, **excluding** section 1, 2 and 4 and return that form to Computershare at the latest by **midnight (24:00 CEST) on Friday, 12 July 2024** (together with the Shareholding Confirmation Certificate mentioned above);
 - d. **by voting by correspondence**, he/she/it must complete and sign the EGM PPV Form, **excluding** section 1, 2 and 3 and return that form to Computershare at the

latest by **midnight (24:00 CEST) on Friday, 12 July 2024** (together with the Shareholding Confirmation Certificate mentioned above).

The EGM 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 EGM and to receive the Shareholding Confirmation Certificates, the Participation, Proxy and Voting Forms, questions on the agenda of the 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 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 11 June 2024

The Board of Directors

Stefan Brendgen

(Chairman)