



Société anonyme
55, Allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg
RCS Luxembourg: B197554

**VOTING RESULTS OF THE ORDINARY GENERAL MEETING OF ADLER GROUP S.A. HELD ON
WEDNESDAY, 27 NOVEMBER 2024 AT 11:00 AM CET**

Number of shares present or represented at the meeting (including abstentions):	40,23,651
Number of issued shares:	151,626,107
Percentage of issued shares present or represented at the meeting:	26.54%
Number of voting securities present or represented at the meeting (including abstentions)	328,464,610
Number of issued voting securities	454,878,321
Percentage of voting securities present or represented at the meeting	72.21%
Total number of shares and voting securities present or represented at the meeting (including abstentions):	368,701,261

Item	Subject Matter	Number of votes cast FOR	% of votes cast FOR	Number of votes cast AGAINST	% of votes cast AGAINST	Abstentions	Total number of shares and voting securities present or represented
First Item	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,	n/a	n/a	n/a	n/a	n/a	368,701,261



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	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.						
Second Item	Presentation of (i) the combined management report of the board of directors of the Company in respect of the stand-alone annual financial statements of the Company and the consolidated financial statements of the Company and its group for the financial year ending 31 December 2022, (ii) the report of the independent auditor of the Company in respect of the stand-alone annual financial statements of the Company and its group for the financial year ending 31 December 2022 and (iii) the report of the independent auditor of the Company in respect of the consolidated financial statements of the Company and its group for the financial year ending 31 December 2022.	n/a	n/a	n/a	n/a	n/a	368,701,261



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Third Item	Approval of the audited stand-alone annual financial statements of the Company for the financial year ending 31 December 2022.	365,499,024	99.99%	250	0.0001%	3,201,987	368,701,261
Fourth Item	Approval of the audited consolidated financial statements of the Company and its group for the financial year ending 31 December 2022	365,499,024	99.99%	250	0.0001%	3,201,987	368,701,261
Fifth Item	Re-approval of the allocation of the statutory financial results for the financial year ending 31 December 2022	365,499,024	99.99%	250	0.0001%	3,201,987	368,701,261
Sixth item	Presentation of (i) the combined management report of the board of directors of the Company in respect of the stand-alone annual financial statements of the Company and the consolidated financial statements of the Company and its group for the financial year ending 31 December 2023, (ii) the report of the independent auditor of the Company in respect of the stand-alone annual financial statements of the Company and its group for the financial year ending 31 December 2023 and (iii) the report of the independent auditor of the Company in respect	n/a	n/a	n/a	n/a	n/a	368,701,261



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	of the consolidated financial statements of the Company and its group for the financial year ending 31 December 2023.						
Seventh Item	Approval of the stand-alone audited annual financial statements of the Company for the financial year ending 31 December 2023.	365,499,024	99.99%	250	0.0001%	3,201,987	368,701,261
Eight Item	Approval of the audited consolidated financial statements of the Company and its group for the financial year ending 31 December 2023.	365,499,024	99.99%	250	0.0001%	3,201,987	368,701,261
Ninth Item	Re-approval of the allocation of the statutory financial results for the financial year ending 31 December 2023.	365,499,024	99.99%	250	0.0001%	3,201,987	368,701,261
Tenth Item	Granting of discharge (<i>quitus</i>) to all directors of the Company who held office during the financial year ending 31 December 2022 in respect of the performance of their duties during that financial year.	365,498,709	99.99%	565	0.0002%	3,201,987	368,701,261
Eleventh Item	Confirmation of granting of discharge (<i>quitus</i>) to all directors of the Company who held office during the financial year ending 31 December	365,498,709	99.99%	565	0.0002%	3,201,987	368,701,261



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	2023 in respect of the performance of their duties during that financial year.						
Twelfth Item	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 2024 with such engagement to last until the annual general meeting of the Company to take place in 2025.	365,498,709	99.99%	565	0.0002%	3,201,987	368,701,261
Thirteenth Item	Approval of the appointment of Mr. Thorsten Arsan as director of the Company for a period running from the date of this general meeting until 30 September 2027.	356,434,268	97.52%	9,064,907	2.48%	3,202,086	368,701,261
Fourteenth Item	Approval of the appointment of Mr. Paul Copley as director of the Company for a period running from the date of this general meeting until the annual general meeting to be held in 2027.	356,034,576	97.41%	9,464,599	2.59%	3,202,086	368,701,261



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Fifteenth Item	<p>Approval of the following directors' remuneration applicable as from the start of the financial year 2025:</p> <ul style="list-style-type: none"> • an annual fixed remuneration in a gross amount of EUR 300,000 for the role as the chairman of the board of directors of the Company; • an annual fixed remuneration in a gross amount of EUR 210,000 for the role as the chairman of audit committee of the Company; • an annual fixed remuneration in a gross amount of EUR 180,000 for the role as a director of the Company (excluding the chairman of the board of directors and chairman of the audit committee of the Company). 	365,498,610	99.99%	565	0.0002%	3,202,086	368,701,261
Sixteenth Item	Approval (on an advisory and non-binding basis) of an adapted version of the remuneration policy of the Company.	355,864,084	97.36%	9,635,091	2.64%	3,202,086	368,701,261



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Seventeenth Item	Approval (on an advisory and non-binding basis) of the revised remuneration report of the Company for the financial year ending 31 December 2023.	356,037,799	97.41%	9,461,475	2.59%	3,201,987	368,701,261
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