



**ADLER Group S.A.**

***Société anonyme***

**The office building designated as "Europe", located in 55, Allée Scheffer, L-2520**

**Luxembourg, Grand Duchy of Luxembourg**

**RCS Luxembourg: B197554**

**(the "Company")**

## **CONVENING NOTICE**

The shareholders of the Company are invited to participate in  
the **Annual General Meeting of Shareholders** (the "AGM" or "General Meeting")

to be held on Wednesday, 29 June 2022 at 11 a.m. CEST

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

**PARTICIPATION TO THIS GENERAL MEETING MUST BE CONFIRMED BY  
MIDNIGHT (LUXEMBOURG TIME) ON WEDNESDAY, 15 JUNE 2022.**

International Securities Identification number (ISIN): LU1250154413

### **Important information:**

In light of the exceptional circumstances surrounding the COVID-19 situation and in application of Article 1 of the Luxembourg law of 23 September 2020 (as amended by the Luxembourg law of 17 December 2021) on measures concerning the holding of meetings in companies and other legal entities, as amended, and notwithstanding any contrary provisions in the articles of association of the Company, the Company will not hold a physical meeting. The shareholders may exercise their rights at the AGM exclusively by appointing a special proxyholder. The practicalities and logistics of these arrangements are set out in Section VI at the end of this convening notice.

## **AGENDA AND PROPOSED RESOLUTIONS OF THE AGM**

**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.**

*No resolution required.*

**2. 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 2021, (ii) the report of the independent auditor of the Company, including a disclaimer opinion, in respect of the stand-alone annual financial statements of the Company and its group for the financial year ending 31 December 2021 and (iii) the report of the independent auditor of the Company, including a disclaimer opinion, in respect of the consolidated financial statements of the Company and its group for the financial year ending 31 December 2021.**

*No resolution required.*

**3. Approval of the stand-alone annual financial statements of the Company for the financial year ending 31 December 2021.**

*Draft resolution (AGM Resolution I)*

The General Meeting, after having reviewed the management report of the board of directors of the Company and the report of the independent auditor of the Company (including a disclaimer opinion), approves the stand-alone annual financial statements for the financial year ending 31 December 2021 in their entirety.

**4. Approval of the consolidated financial statements of the Company and its group for the financial year ending 31 December 2021.**

*Draft resolution (AGM Resolution II)*

The General Meeting, after having reviewed the management report of the board of directors of the Company and the report of the independent auditor of the Company (including a disclaimer opinion), approves the consolidated financial statements of the Company and its group for the financial year ending 31 December 2021 in their entirety.

**5. Approval of the allocation of the statutory financial results for the financial year ending 31 December 2021.**

*Draft resolution (AGM Resolution III)*

The General Meeting, upon proposal of the board of directors of the Company, resolves to carry

forward a loss of EUR 1,835,906,579 according to the stand-alone financial statements of the Company to the next financial year.

**6. Acknowledgement of the resignation of Mr. Thierry Beaudemoulin as director of the Company and re-appointment of Mr. Thierry Beaudemoulin 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 2025 (noting that Mr. Beaudemoulin had submitted his resignation to the Company with effect as of this AGM whilst accepting to stand for re-appointment at this AGM).**

*Draft resolution (AGM Resolution IV)*

The General Meeting acknowledges the resignation of Mr. Thierry Beaudemoulin as director of the Company with effect as of this AGM and approves the immediate re-appointment of Mr. Thierry Beaudemoulin 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 2025.

**7. Acknowledgement of the resignation of Mr. Thilo Schmid as director of the Company and re-appointment of Mr. Thilo Schmid 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 2025 (noting that Mr. Schmid had submitted his resignation to the Company with effect as of this AGM whilst accepting to stand for re-appointment at this AGM).**

*Draft resolution (AGM Resolution V)*

The General Meeting acknowledges the resignation of Mr. Thilo Schmid as director of the Company with effect as of this AGM and approves the immediate re-appointment of Mr. Thilo Schmid 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 2025.

**8. Acknowledgement of the resignation of Mr. Thomas Zinnöcker as director of the Company and re-appointment of Mr. Thomas Zinnöcker 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 2025 (noting that Mr. Zinnöcker had submitted his resignation to the Company with effect as of this AGM whilst accepting to stand for re-appointment at this AGM).**

*Draft resolution (AGM Resolution VI)*

The General Meeting acknowledges the resignation of Mr. Thomas Zinnöcker as director of the Company with effect as of this AGM and approves the immediate re-appointment of Mr. Thomas Zinnöcker 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 2025.

**9. Confirmation of the appointment of Prof. Dr. Artur Stefan Kirsten as a director of the Company who was appointed by co-optation since the last general meeting of shareholders of the Company (for declaratory purposes only), and the appointment of Prof. Dr. Artur Stefan**

**Kirsten 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 2025.**

*Draft resolution (AGM Resolution VII)*

The General Meeting resolves (i) for declaratory purposes only, to confirm the appointment of Prof. Dr. Artur Stefan Kirsten as a director of the Company who was appointed by co-optation since the last general meeting of shareholders of the Company, and (ii) to approve the immediate appointment of Prof. Dr. Artur Stefan Kirsten as director of the Company for a period running from the date of this AGM until the annual general meeting of the Company to take place in the year 2025.

**10. Approval (on an advisory and non-binding basis) of the remuneration report of the Company for the financial year ending 31 December 2021.**

*Draft resolution (AGM Resolution VIII)*

The General Meeting approves on an advisory non-binding basis the remuneration report of the Company for the financial year ending 31 December 2021 in its entirety.

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## 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" > "Annual General Meeting 2022" 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 AGM (which includes draft resolutions in relation to the above agenda points to be adopted at the AGM);
- the total number of shares and voting rights as at the date of the convening notice;
- the Proxy Form (as defined below)
- the full text of any document to be made available by the Company at the AGM including:-
  - 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);
  - the stand-alone annual financial statements of the Company for the financial year ending 31 December 2021;

- the consolidated financial statements of the Company and its group for the financial year ending 31 December 2021;
- 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 2021;
- the report of the independent auditor of the Company, including a disclaimer opinion, in respect of the stand-alone annual financial statements of the Company for the financial year ending 31 December 2021;
- the report of the independent auditor of the Company, including a disclaimer opinion, in respect of the consolidated financial statements of the Company and its group for the financial year ending 31 December 2021;
- the remuneration report of the Company for the financial year ending 31 December 2021.

Shareholders may obtain a copy of the full text of any document to be made available by the Company at the AGM and draft resolutions proposed to be adopted by the AGM upon request by post, fax (see contact details in Section VII below) or by e-mail to [agm@linkmarketservices.de](mailto:agm@linkmarketservices.de) to Link Market Services GmbH, in its capacity as mandated agent of the Company (“Link”).

## II. QUORUM AND VOTING

The AGM will validly deliberate on all resolutions on the agenda regardless of the number of shareholders present and of the number of shares represented, and the resolutions relating to these agenda items will be adopted by a simple majority of the votes validly cast by shareholders present or represented. 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 145,712.69**,
- (ii) the total number of shares composing the share capital of the Company is **117,510,233 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 **117,510,233 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 AGM and/or (b) to table draft resolutions regarding items included or to be included in the agenda of the AGM.

Such requests must be in writing and sent to Link by post, fax (see contact details in Section VII below) or by e-mail to [agm@linkmarketservices.de](mailto:agm@linkmarketservices.de). They must be accompanied by a justification or a draft resolution to be adopted at the AGM. They must also indicate the postal or electronic address at which the Company or Link (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 AGM 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 Link or the Company (in the manner as described above), not later than the 22<sup>nd</sup> day before the AGM (i.e. not later than Tuesday, 7 June 2022).

The Company or Link, 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 15<sup>th</sup> day before the AGM (i.e. by Tuesday, 14 June 2022).

#### **V. RIGHT TO ASK QUESTIONS**

Every shareholder has the right to ask questions concerning items on the agenda before the AGM. The Company invites shareholders wishing to exercise this right to provide any questions related to items on the agenda of the AGM by e-mail to [agm@linkmarketservices.de](mailto:agm@linkmarketservices.de) at the latest eight (8) days prior to the AGM (i.e. latest on Tuesday, 21 June 2022) together with evidence establishing the holding of shares on the Record Date (as defined below).

The answers to shareholders' questions related to items on the agenda of the AGM (if any) will be consolidated and provided in a compiled Q&A document to be prepared and published by the Company. This Q&A document will be uploaded to the Company's website (<https://ir.adler-group.com>, in the segment "Corporate Governance" > "General Meeting" > "Annual General Meeting 2022") sufficiently before the AGM.

The Company will respond to 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 AGM and its preparation,

the protection of confidentiality and the Company's business interests. The Company may provide one overall answer to questions having the same content.

## VI. PARTICIPATION TO THE AGM

The rights of shareholders to participate to the AGM and exercise voting rights are subject to such shareholders being shareholders of the Company at midnight (24:00) Luxembourg time on Wednesday, 15 June 2022 (the "**Record Date**", i.e. the day falling fourteen (14) days before the date of the AGM).

In light of the exceptional circumstances surrounding the COVID-19 situation and in application of Article 1 of the Luxembourg law of 23 September 2020 (as amended by the Luxembourg law of 17 December 2021) on measures concerning the holding of meetings in companies and other legal entities, as amended, and notwithstanding any contrary provisions in the articles of association of the Company, **the Company will not hold a physical meeting. Neither shareholders nor their proxies shall be able to attend the AGM in person.**

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

- (i) **indicate his/her/its intention to participate in the AGM by proxy** at the latest **by 24:00 CEST on Wednesday, 15 June 2022, the Record Date (as required by Article 5 (3) law of 24 May 2011 on the exercise of certain rights of shareholders in general meetings of listed companies, as amended)**. This confirmation of participation shall be given to Link in writing (by post or fax (see contact details in Section VII below) or by e-mail to [agm@linkmarketservices.de](mailto:agm@linkmarketservices.de)) by a shareholder directly or someone on its behalf;
- (ii) **procure that a Shareholding Confirmation Certificate is received by Link** at the latest **by midnight (24:00 Luxembourg time) on Friday 24 June 2022**. This "**Shareholding Confirmation Certificate**" must indicate the shareholder's name and the number of Company shares held at midnight, (24:00) Luxembourg time 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" > "Annual General Meeting 2022"; and
- (iii) **appoint a proxyholder nominated by the Company by completing and signing a proxy form for the AGM (the "Proxy Form")** and send this Proxy Form to Link at the latest by midnight (24:00 Luxembourg time) **on Friday, 24 June 2022** (together with the Shareholding Confirmation Certificate mentioned above).

The Proxy Form can be downloaded from the Company's website, <https://ir.adler-group.com>, in the segment "Corporate Governance" > "General Meeting" > "Annual General Meeting 2022".

NOTE: In case a shareholder would designate a proxyholder other than the one nominated by the Company, such proxyholder can only participate at the AGM by appointing a proxyholder nominated by the Company, in accordance with the procedure described in (iii) above.

## VII. CONTACT DETAILS OF LINK

The contact details of Link Market Services GmbH, as the agent duly mandated by the Company to receive confirmation of participation to the AGM and to receive the Shareholding Confirmation Certificate, the Proxy Form, questions on the agenda of the AGM, proposals of additional agenda items and proposed resolutions pursuant to this convening notice are as follows:-

### **ADLER Group S.A.**

#### **c/o Link Market Services GmbH**

Postal address: Landshuter Allee 10, 80637 Munich, Germany

Tel: +49 (0) 89 210 27-222

Fax: +49 (0) 89 210 27-289

E-mail: [agm@linkmarketservices.de](mailto:agm@linkmarketservices.de)

## VIII. PROCESSING OF PERSONAL DATA

For information on the processing of personal data in connection with the AGM, 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" > "Annual General Meeting 2022".

Signed on 20 May 2022

*The Board of Directors*

*Prof. Dr. A. Stefan Kirsten*

*(Chairman)*