



**ADLER Group S.A.**  
***Société anonyme***  
**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 the "**Annual General Meeting**")

to be held on Wednesday, 21 June 2023 at 11 a.m. CEST at **Hotel Sofitel Luxembourg Europe**,  
6, rue du Fort Niedergruenewald, L-2226 Luxembourg - Kirchberg

and

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

to be held on Wednesday, 21 June 2023 at 1 p.m. CEST at **Hotel Sofitel Luxembourg Europe**, 6,  
rue du Fort Niedergruenewald, L-2226 Luxembourg - Kirchberg

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

**PARTICIPATION TO THESE GENERAL MEETINGS MUST BE CONFIRMED BY MIDNIGHT CEST ON WEDNESDAY 7 JUNE 2023.**

**SHAREHOLDING CONFIRMATIONS AND PARTICIPATION, PROXY AND VOTING FORMS MUST BE PROVIDED BY MIDNIGHT CEST ON THURSDAY 15 JUNE 2023.**

**QUESTIONS FROM SHAREHOLDERS RELATED TO ITEMS ON THE AGENDA SHOULD BE RECEIVED BY MIDNIGHT CEST ON THURSDAY 15 JUNE 2023.**

Listed shares International Securities Identification number (ISIN): LU1250154413

Unlisted shares International Securities Identification number (ISIN): LU2615168379

## **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 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.**

*No resolution required.*

### **Comment of the board of directors:**

*Having issued the standalone annual accounts and consolidated financial statements of the Company for the financial year ending 31 December 2021 in April 2022 as audited by KPMG Luxembourg, it was the Company's firm understanding that KPMG Luxembourg would continue its audit mandate for the Company. Unfortunately, this was not the case: KPMG Luxembourg informed the Company on 17 May 2022 unexpectedly that it would no longer carry out the audit of the standalone annual accounts and consolidated financial statements of the Company.*

*On 29 June 2022, the Company announced the launch of a tender process for the mandate of approved statutory auditor (réviseur d'entreprises agréé) to audit its standalone annual accounts and consolidated financial statements for the financial year ending 31 December 2022. The deadline for the auditors/ audit firms to express their interest in the tender was 13 July 2022. No auditor/ audit firm expressed their interest in the tender.*

*In the following months, the Company approached, discussed with and offered the mandate to, multiple international auditing firms. As these intensive efforts did not lead to positive results, the Company asked the Local Court (Amtsgericht) Berlin Charlottenburg to appoint an auditor for its German subsidiary ADLER Real Estate AG in November 2022. The request was made in the hope that the relevant court-appointed auditor would also conduct an audit for the Company. On 9 January 2023, the Local Court (Amtsgericht) Berlin Charlottenburg appointed KPMG AG Wirtschaftsprüfungsgesellschaft as auditor for the audit of ADLER Real Estate AG's standalone and consolidated financial statements for the financial year 2022. On 11 January 2023, KPMG AG Wirtschaftsprüfungsgesellschaft informed the Company's subsidiary, ADLER Real Estate AG, that they would not accept the judicial appointment of the Local Court (Amtsgericht) Berlin Charlottenburg as auditor for the audit of ADLER Real Estate AG.*

*Unfortunately, the Company's efforts to engage an auditor has not yet resulted in an auditor accepting the mandate and as such, the standalone annual accounts and consolidated financial statements of the Company are presented to the AGM in an **unaudited version**.*

*The Company continues its intensive efforts to engage an auditor. As soon as an auditor has been engaged and fulfils their obligation to audit, the Company will resubmit to the general meeting an **audited version** of the standalone annual accounts and consolidated financial statements of the Company for the financial year 2022.*

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

*Draft resolution (AGM Resolution I)*

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.

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

*Draft resolution (AGM Resolution II)*

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.

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

*Draft resolution (AGM Resolution III)*

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.

**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.**

*Draft resolution (AGM Resolution IV)*

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.

*Comment of the board of directors*

Against the *background of the disclaimer of opinion on the standalone annual accounts and consolidated financial statements for the financial year ending 31 December 2021 and the statements*

*by KPMG in the special report, discharge of all directors holding office during the financial year ending 31 December 2021 was not requested in last years' annual general meeting.*

*To proceed with the investigation of any breach of duty in order to be able to assess whether there are any potential recourse claims for the Company itself or its subsidiaries against the members of the board of directors, the Company has sought legal support and engaged several law firms.*

*Currently based on the results of this investigation, a breach of duty could not be identified. Therefore, the board of directors of the Company considers it appropriate to recommend that discharge be granted in respect of the financial year ending 31 December 2021.*

*On the other hand, the board of directors has decided not to request that discharge be granted at this AGM to the directors holding office during the financial year ending 31 December 2022. This decision has been taken by the board of directors for the sake of prudence, as the board of directors considers it more appropriate to request the general meeting of shareholders to grant discharge for the financial year ending 31 December 2022 only once audited standalone annual accounts and audited consolidated financial statements for that financial year are available. The board of directors is opting to wait to request discharge notwithstanding its many achievements during a particularly challenging year for the Company. Notably:-*

- the board of directors ensured that the Company complied with its legal and contractual obligations to have available/publish audited standalone annual accounts and consolidated financial statements for the financial year ending 31 December 2021 by no later than 30 April 2022. Given that a breach of its contractual obligations (pursuant to certain bonds terms and conditions) could have led to acceleration of debt, the efforts of the board of directors ensured that this Company averted possible insolvency;*
- with the agreement reached between the Company and a vast majority of supporting bondholders on 25 November 2022 on the amendment of note terms and the provision of secured debt financing, possible insolvency of the Company was again averted. Around that time the repayment of a convertible bond, issued by the Company's affiliate Consus Real Estate AG, was due. This repayment would not have been possible without the agreement. The Board's perseverance in reaching this agreement has given the Company sufficient time and the prospect of fresh capital*
- throughout 2022, the board of directors, with the help of external experts, consistently worked to streamline the Company's and group's governance and decision making processes, and revamped its internal compliance; it has also made progress with simplifying the group structure with the initiation of the squeeze-out general meeting of its affiliate Adler Real Estate AG on 28 April 2023 and the delisting of Consus Real Estate AG from the open market of the stock exchange and from trading – as far as technically possible.*

*Although it is no fault of the board of directors that the standalone annual accounts and consolidated financial statements of the Company for financial year ended 31 December 2022 are presented to the Annual General Meeting in an unaudited version and although the board of directors believes that*

*the unaudited standalone annual accounts and unaudited consolidated financial statements of the Company for financial year ending 31 December 2022 give a true and fair view of the financial situation of the Company in accordance with Luxembourg GAAP (in the case of the standalone annual accounts) and International Financial Reporting Standards (in the case of the consolidated financial statements), out of an abundance of caution the board of directors shall wait until audited accounts/financial statements for financial year ending 31 December 2022 are available before requesting discharge for that year.*

**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.**

*Draft resolution (AGM Resolution V)*

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.

*Comment of the board of directors*

*As already anticipated in August 2022, at the time of the announcement of Mr. Echelmeyer's appointment as permanent chief financial officer (CFO), the board of directors recommends to the Annual General Meeting to appoint Mr. Echelmeyer to the board of directors. Mr. Echelmeyer's comprehensive expertise and leadership has been extremely valuable to the Company since his appointment as interim CFO on 1 June 2022 and the board of directors firmly believes he will make meaningful contributions to the board of directors.*

**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.**

*Draft resolution (AGM Resolution VI)*

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.

*Comment of the board of directors (applicable also to Agenda item 9)*

*In accordance with the restructuring plan of AGPS BondCo PLC, a 100% subsidiary of the Company, which was sanctioned by the High Court of Justice of England and Wales on 13 April 2023, (the "**Restructuring Plan**"), the Company is party to a facility agreement dated 22 April 2023 providing new money up to EUR 937,474,000 (the "**Facility Agreement**"). Pursuant to the terms of that Facility Agreement, the Company shall use its best efforts to procure that the general meeting of shareholders of the Company appoints, by no later than 30 June 2023, at least one independent board member with corporate finance expertise to oversee asset disposal processes and to procure that such*

*independent Board member becomes a member of the audit committee and the investment and finance committee of the Company.*

*The board of directors believes that Dr. Arnoldi's extensive professional background complements the competencies of the board of directors perfectly in particular given his expertise in banking as a former board member of a bank requiring registration with BaFin, the German Federal Financial Supervisory Authority, along with his experience in financial transactions and credit portfolio and real estate restructurings. Furthermore, with Dr. Arnoldi's work in both the capital markets and the real estate sector, the board of directors believes he will make a valuable addition to the board of directors.*

**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.**

*Draft resolution (AGM Resolution VII)*

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.

*Comment of the board of directors*

In pursuit of complying with the Company's obligation under the Facility Agreement (as described above), the Board is also proposing the appointment of Mr. Stefan Brendgen as director of the Company. The board of directors believes that Mr. Brendgen's extensive professional background complements the competencies of the board of directors perfectly in particular given his expertise in real estate as a former senior executive in leading real estate development and investment companies, along with his experience as a seasoned chairman and/or supervisory board member in various stock-listed real estate companies. Particularly, with Mr. Brendgen's work in the property development sector, the board of directors believes he will make a valuable addition to the board of directors.

**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.**

*Draft resolution (AGM Resolution VIII)*

The Annual General Meeting approves the appointment of the approved statutory auditor/approved audit firm recommended by the board of directors 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 (24:00) CEST on 14 June 2023.

*Comment of the board of directors*

*As the quest to engage an auditor is ongoing at the time of publication of this convening notice, the Company was not in a position to publish the identity of the approved statutory auditor/approved audit*

*firm to be submitted to the vote of the Annual General Meeting. As it is of paramount importance that an approved statutory auditor/approved audit firm is appointed as soon as possible to the Company, the board of directors wishes to facilitate, to the largest extent possible, that an auditor can be appointed at this Annual General Meeting. The board of directors wishes to avoid, to the extent possible, the delay and costs that would be involved in convening a subsequent general meeting. The board of directors will of course only recommend to the Annual General Meeting an approved statutory auditor/approved audit firm who it considers has the necessary expertise, resources and independence to carry out the audit mandate.*

*In case the board of directors has, prior to 31 May 2023, identified a suitable approved statutory auditor/approved audit firm and that auditor/audit firm has provided assurances that it will accept the appointment, an updated convening notice with a revised agenda item and draft resolution (specifying the name of the relevant auditor/firm) will be published, by 5 June 2023.*

*In case the board of directors has, only after 31 May 2023 but prior to 15 June 2023, identified a suitable approved statutory auditor/approved audit firm and that auditor/audit firm has provided assurances that it will accept the appointment, the board of directors will publish the name of that approved statutory auditor/approved audit firm only on the Company's website – no updated convening notice will be published. In this case, the board of directors urges shareholders to vote "FOR" the above draft resolution.*

*If it is the case that by midnight on 14 June 2023, the board of directors has not identified a suitable approved statutory auditor/approved audit firm and that auditor/audit firm has provided assurances that it will accept the appointment, then no auditor will be appointed at this Annual General Meeting. In that case, the board of directors will continue its efforts to engage an auditor/audit firm, and once the board of directors has identified a suitable auditor/approved audit firm who has provided assurances that it will accept the appointment, the board of directors will convene a new general meeting to resolve on the appointment.*

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

*Draft resolution (AGM Resolution IX)*

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.

*Comment of the board of directors*

*The remuneration policy has been revised to better reflect the current strategy of the Company and also to reflect comments received from shareholders on the previous policies.*

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

*Draft resolution (AGM Resolution X)*

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.

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**AGENDA AND PROPOSED RESOLUTION OF THE EGM**

**1. Presentation of the special report (as required pursuant to Article 480-2 of the Luxembourg law of 10 August 1915 on commercial companies, as amended)**

*No resolution required.*

**2. To approve continuing the Company and not dissolving the Company (the “Continuation Proposal”).**

*Draft resolution (Sole Resolution)*

The Extraordinary General Meeting approves the Continuation Proposal.

*Recommendation of the board of directors*

*In light of the facts mentioned in the special report and the already-successful implementation of the wider financial restructuring, the board of directors recommends to the shareholders of the Company to support the continuation of the Company’s operations pursuant to the Business Plan (as defined in the special report).*

*The board of directors strongly recommends that shareholders vote **FOR** this resolution.*

**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 2023” 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 and EGM (which includes draft resolutions in relation to the above agenda points to be adopted at the AGM and EGM);
- the total number of shares and voting rights as at the date of the convening notice;



- the participation, proxy and voting form for the AGM (the “**AGM Participation, Proxy and Voting Form**” or the “**AGM PPV Form**”);
- the participation, proxy and voting form for the EGM (the “**EGM Participation, Proxy and Voting Form**” or the “**EGM PPV Form**”);
- the full text of any document to be made available by the Company at the AGM and the EGM 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 unaudited standalone annual accounts of the Company for the financial year ending 31 December 2022;
  - the unaudited consolidated financial statements of the Company and its group for the financial year ending 31 December 2022;
  - 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;
  - the curriculum vitae of Mr. Thomas Josef Echelmeyer;
  - the curriculum vitae of Dr. Heiner Arnoldi;
  - the curriculum vitae of Mr. Stefan Brendgen;
  - the remuneration policy of the Company established by the board of directors of the Company;
  - the remuneration report of the Company for the financial year ending 31 December 2022, and
  - the report of the board of directors of the Company (as required pursuant to Article 480-2 of the Luxembourg law of 10 August 1915 on commercial companies, as amended).

Shareholders may obtain a copy of the full text of any document to be made available by the Company at the AGM and the EGM and draft resolutions proposed to be adopted by the AGM and the EGM upon request by post, fax (see contact details in Section VII below) or by e-mail to [adlergroup@atoz-services.lu](mailto:adlergroup@atoz-services.lu) to Atoz Services S.A., in its capacity as mandated agent of the Company (“**Atoz Services**”).

## II QUORUM AND VOTING

The AGM will validly deliberate on its agenda regardless of the number of shareholders present or of the number of shares represented. 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.

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. A resolution in favour of the Continuation Proposal will be adopted if a majority of more than three-quarters (75%) of the votes validly cast at the EGM vote "FOR" the Continuation Proposal. 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 AGM and EGM and/or (b) to table draft resolutions regarding items included or to be included in the agenda of the AGM and EGM.

Such requests must be in writing and sent to Atoz Services by post, fax (see contact details in Section VII below) or by e-mail to [adlergroup@atoz-services.lu](mailto:adlergroup@atoz-services.lu). They must be accompanied by a justification or a draft resolution to be adopted at the AGM and EGM. They must also indicate the postal or electronic address at which the Company or Atoz Services (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 and 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 Atoz Services (in the manner as described above), not later than the 22<sup>nd</sup> day before the AGM and EGM (i.e. not later than Tuesday, 30 May 2023).

The Company or Atoz Services 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, 6 June 2023).

## V. RIGHT TO ASK QUESTIONS

Every shareholder has the right to ask questions concerning items on the agenda of the AGM and 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 AGM and 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 AGM and EGM and to facilitate the Company providing comprehensive answers to questions raised, questions of shareholders concerning items on the agenda of the AGM and EGM, should be received by Atoz Services by **midnight (24:00 CEST) on Thursday, 15 June 2023** by post, fax (see contact details in Section VII below) or by e-mail to [adlergroup@atoz-services.lu](mailto:adlergroup@atoz-services.lu). Answers will be provided by the Company either during the AGM or EGM (as applicable) or on the Company's website in a question and answer format.

## VI. PARTICIPATION TO THE AGM AND EGM

The rights of shareholders to participate at the AGM and the EGM and exercise voting rights are subject to such shareholders being shareholders of the Company at midnight (24:00) CEST on Wednesday, 7 June 2023 (the "**Record Date**", i.e. the day falling fourteen (14) days before the date of the AGM and the EGM).

**In order to participate in the AGM and / or the EGM, a shareholder must:-**

- (i) **indicate his/her/its intention to participate in the AGM and / or the EGM, as applicable** at the latest **by 24:00 CEST on Wednesday, 7 June 2023, the Record Date**. This confirmation of participation shall be given to Atoz Services in writing (by e-mail to [adlergroup@atoz-services.lu](mailto:adlergroup@atoz-services.lu) or by post or fax (see contact details in Section VII below)) or by a shareholder directly or someone on his/her/its behalf;
- (ii) **procure that a Shareholding Confirmation Certificate is received by Atoz Services** at the latest **by midnight (24:00 CEST) on Thursday, 15 June 2023**. 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 2023"; **and**

(iii) **complete and return an AGM PPV Form and / or an EGM PPV Form (as applicable) as described here below, depending on whether the shareholder is participating to the AGM/EGM:-**

- a. **by attendance in person**, he/she/it must complete and sign the AGM PPV Form / EGM PPV Form, **excluding** section 2, 3, 4 and 5 and return that form to Atoz Services at the latest by **midnight (24:00 CEST) on Thursday, 15 June 2023** (together with the Shareholding Confirmation Certificate mentioned above). He/she/it must attend the AGM and / or EGM (as applicable) and identify himself/herself with a valid identification card; **or**
- b. **by appointing Atoz Services 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 AGM PPV Form / EGM PPV Form, **excluding** section 1, 3, 4 and 5 and return that form to Atoz Services at the latest by **midnight (24:00 CEST) on Thursday, 15 June 2023** (together with the Shareholding Confirmation Certificate mentioned above). A proxy holder must attend the AGM and EGM and identify himself/herself with a valid identification card; **or**
- c. **by appointing Atoz Services 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 AGM PPV Form / EGM PPV Form, **excluding** section 1, 2 and 4 and return that form to Atoz Services at the latest by **midnight (24:00 CEST) on Thursday, 15 June 2023** (together with the Shareholding Confirmation Certificate mentioned above);
- d. **by voting by correspondence**, he/she/it must complete and sign the AGM PPV Form / EGM PPV Form, **excluding** section 1, 2 and 3 and return that form to Atoz Services at the latest by **midnight (24:00 CEST) on Thursday, 15 June 2023** (together with the Shareholding Confirmation Certificate mentioned above).

The AGM PPV Form and 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 2023".

## VII. CONTACT DETAILS ATOZ SERVICES

The contact details of Atoz Services, as the agent duly mandated by the Company to receive confirmations of participation to the AGM and the EGM and to receive the Shareholding Confirmation Certificates, the Participation, Proxy and Voting Forms, questions on the agenda of the AGM and EGM, proposals of additional agenda items and proposed resolutions pursuant to this convening notice are as follows:-

**ADLER Group S.A.**

**c/o Atoz Services S.A.**

Postal address: Aerogolf Center, 1A Heienhaff, L-1736 Senningerberg, Luxembourg  
Tel: (+352) 26 94 67 – 1  
Fax: (+352) 26 94 67 770  
E-mail: [adlergroup@atoz-services.lu](mailto:adlergroup@atoz-services.lu)

#### **VIII. PROCESSING OF PERSONAL DATA**

For information on the processing of personal data in connection with the AGM and 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 2023".

Signed on 15 May 2023

*The Board of Directors*

*Prof. Dr. A. Stefan Kirsten*

*(Chairman)*