



CORESTATE CAPITAL HOLDING S.A.

4, rue Jean Monnet, 2180 Luxembourg, Luxembourg

Registered with the Luxembourg Trade and Companies Register under registration number B 199780

Luxembourg, March 2018

CONVENING NOTICE TO THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

The management board (the **Management Board**) of Corestate Capital Holding S.A. (the **Company**) hereby convenes all shareholders to the annual general meeting of the shareholders of the Company (the **Meeting**), which shall be held:

on 27 April 2018
at 10:00 a.m. CEST
at Alvisse Parc Hotel, 120, Route d'Echternach, L-1453 Luxembourg

in accordance with articles 9 and 10.1 of the articles of association of the Company (the **Articles**).

I. Quorum

The amendment of the Articles proposed under items 8 to 14 of the below agenda being extraordinary matters, article 10.2 of the Articles requires a quorum of presence or representation of at least one half of the share capital of the Company at the Meeting. In the event that this quorum is not met, agenda items regarding an amendment of the Articles will be dropped. The agenda items are adopted by a simple majority of the voting rights duly present or represented, except with regard to agenda items 8 to 14, for which a majority of 66.67% of the voting rights duly present or represented shall apply.

II. Agenda

01 PRESENTATION OF THE STAND-ALONE ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR 2017, OF THE APPROVED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2017 AS WELL AS THE MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2017

The Supervisory Board has not made any comments to the stand-alone annual accounts or the consolidated financial statements for the financial year 2017 as drawn up by the Management Board (the **Financial Statements**).

The Management Board and the Supervisory Board propose to the Meeting to approve the Financial Statements and the report of the independent auditor relating thereto in accordance with article 461-7 of the Luxembourg Act on commercial companies dated 10 August 1915, as amended (the **Companies Act**).

02 ACKNOWLEDGEMENT OF THE LOSS OF THE COMPANY MADE WITH RESPECT TO THE FINANCIAL YEAR 2017 AND ALLOCATION TO THE LEGAL RESERVE FOR THE FINANCIAL YEAR 2016

The Management Board proposes that the Meeting acknowledges that the Company has made a loss with respect to the financial year 2017 in an aggregate amount of EUR 12,824,000.

The Management Board proposes to the Meeting to carry forward the balance of losses to the next financial year.

The Management Board further proposes that the Meeting resolves to allocate an amount of EUR 94,580.11 out of the profit and reserves carried forward from the financial year 2016 to the legal reserve, in accordance with article 461-1 of the Companies Act, as amended and as set out in the notes to the stand-alone annual accounts of the Company for the financial year 2016.

03 DISTRIBUTION OUT OF THE FREELY DISTRIBUTABLE RESERVES OF THE COMPANY

The Management Board proposes that the Meeting resolves to approve the distribution out of the freely distributable reserves of the Company in an aggregate amount of EUR 42,588,246 (corresponding to EUR 2.00 per issued share of the Company) to the shareholders of the Company (the **Distribution**).

The Distribution shall be payable within 3 business days as of this Meeting.

04 DISCHARGE (*QUITUS*) TO EACH OF THE MEMBERS OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2017

The Management Board and the Supervisory Board propose to the Meeting to grant discharge (*quitus*) to the present and past members of the Management Board for the performance of their duties as members of the Management Board for, and in connection with, the financial year 2017.

05 DISCHARGE (*QUITUS*) TO EACH OF THE MEMBERS OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2017

The Management Board and the Supervisory Board propose to the Meeting to grant discharge (*quitus*) to the members of the Supervisory Board for the performance of their duties as members of the Supervisory Board for, and in connection with, the financial year 2017.

06 APPOINTMENT OF THE INDEPENDENT AUDITOR (*CABINET DE RÉVISION AGRÉÉ*) FOR THE FINANCIAL YEAR 2018

The Supervisory Board proposes to the Meeting to appoint Ernst & Young SA as independent auditor (*cabinet de révision agréé*) for the stand-alone annual accounts and consolidated financial statements of the Company for the financial year 2018, and to grant power and authority to the Management Board and the Supervisory Board to enter into the relevant agreement (in accordance with market standards) with Ernst & Young SA.

07 AUTHORISATION TO THE MANAGEMENT BOARD TO REDEEM SHARES OF THE COMPANY

The Management Board proposes to the Meeting to grant all powers to the Management Board to redeem shares of the Company for a period of 5 years following the date of the present Meeting.

The Management Board proposes that the Meeting resolves (i) that the aggregate nominal amount of the shares of the Company which may be redeemed shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the present Meeting and (ii) that all such redemptions are made within a price range between the trading price per share on the trading day immediately prior to the resolution of the Management Board resolving on the redemption of shares of the Company minus 5%, and the

trading price per share on the trading day immediately prior to the resolution of the Management Board resolving on the redemption of shares of the Company plus 5%.

Any such redeemed shares shall be held as treasury shares by the Company with their voting and dividend rights being suspended.

08 AMENDMENT OF THE REFERENCE TO THE DATE OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

The Management Board proposes to the Meeting to remove the reference to a specific date for the annual general meeting of the shareholders, in accordance with article 450-8 of the Companies Act and to consequently amend article 9 of the Articles, as set out in Schedule 1 to the convening notice.

09 AMENDMENT OF THE TERM OF OFFICE OF THE MEMBERS OF THE MANAGEMENT BOARD

The Management Board proposes to the Meeting to increase the maximum term of office of the members of the Management Board to 4 financial years of the Company and to consequently amend article 11.2 of the Articles, as set out in Schedule 1 to the convening notice.

10 INTRODUCTION OF A RIGHT OF CONSULTATION FOR THE CHIEF EXECUTIVE OFFICER OF THE COMPANY WITH RESPECT TO ANY CHANGES TO THE MANAGEMENT BOARD

The Management Board proposes to the Meeting to grant a right of consultation to the Chief Executive Officer of the Company for any decision by the Supervisory Board with respect to changes in the composition of the Management Board or changes in the allocation of responsibilities under the business plan (*Geschäftsverteilungsplan*) of the Company amongst members of the Management Board, and to consequently amend article 11.4 of the Articles, as set out in Schedule 1 to the convening notice.

11 INTRODUCTION OF A CASTING VOTE FOR THE CHAIRMAN OF THE MANAGEMENT BOARD

The Management Board proposes to the Meeting to introduce a casting vote for the chairman of the Management Board and to consequently amend article 12.4(c) of the Articles, as set out in Schedule 1 to the convening notice.

12 DELETION OF ARTICLE 16.1 FROM THE ARTICLES

The Management Board proposes to the Meeting to delete article 16.1 "Daily Management" from the Articles and to renumber the following articles 16.2 and 16.3 accordingly.

13 AMENDMENT OF THE ANNUAL FEES ALLOCATED TO THE MEMBERS OF THE SUPERVISORY BOARD

The Management Board and the Supervisory Board propose to the Meeting to increase the gross annual fee entitlements of the members of the Supervisory Board as follows:

- an annual fee in a gross amount of EUR 60,000 for the chairman of the Supervisory Board;
- an annual fee in a gross amount of EUR 50,000 for the deputy chairman of the Supervisory Board;
- an annual fee in a gross amount of EUR 40,000 for each other member of the Supervisory Board; and
- an annual fee in a gross amount of EUR 10,000 for the chairman of the audit committee of the Company and the chairman of any other committee of the Company that may exist from time to time,

and to consequently amend article 18.5 of the Articles, as set out in Schedule 1 to the convening notice.

14 RESTATEMENT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Management Board proposes to restate the Articles in their entirety, as set out in Schedule 2 to the convening notice, for the purpose of (i) to the extent approved, reflecting the changes resulting from resolutions 8 to 13 above (to the extent the relevant resolutions have been approved), (ii) reflecting the new article references in the Companies Act and (iii) updating the

German translation of such Articles and adjusting certain inconsistencies between the English version and the German translation.

If approved, the amendment and restatement of the Articles proposed here above shall be enacted by a Luxembourg notary in the course of the Meeting.

III. Total amount of shares

On the date of the convening of the Meeting, the Company's subscribed share capital equals EUR 1,597,059.50, represented by 21,294,123 shares without nominal value, all of which are fully paid up. Each share carries one vote. The total number of voting rights is therefore 21,294,123. In order to meet the quorum set out under item I., 10,647,062 shares of the Company must be present or represented at the Meeting.

IV. Available information and documentation

The following information is available on the Company's website under www.corestate-capital.com in the segment "Investor Relations" > "Corporate Governance" > "Annual General Meeting" and at the Company's registered office in Luxembourg, as of the day of the publication of this convening notice:

- a) full text of any document to be made available by the Company at the Meeting, including draft resolutions in relation to above agenda points to be adopted at the Meeting (i.e. *inter alia* the annual report containing the 2017 annual accounts, the management report and the supervisory board report and the auditor reports on the stand alone and consolidated accounts);
- b) this convening notice including the Schedule 1 and Schedule 2;
- c) the total number of shares and attached voting rights issued by the Company as of the date of publication of this convening notice;
- d) the proxy form as further mentioned below; and
- e) the correspondence voting form as further mentioned below.

V. Attendance

Each shareholder shall, on or before the Record Date (as defined below) indicate to the Company his/her/its intention to participate at the Meeting.

The participation at the Meeting and the exercise of voting rights attached to the shares held by a shareholder is determined in relation to the number of shares held by each shareholder at 00:00 a.m. (CEST) on the 14th day prior to the Meeting (13 April 2018) (the **Record Date**). Shareholders must produce an attestation from their depository bank stating the number of shares held by the shareholder on the Record Date in order to be permitted to participate at the Meeting. Attestations must be received by Corestate Capital Holding S.A. (by fax or e-mail) on 21 April 2018 at 11:59 p.m. (CEST) at the latest, followed by the original by regular mail to:

Corestate Capital Holding S.A.
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
fax: +49 (0)89 210 27-289
agm@linkmarketservices.de

Attestation forms are available on the website of Corestate Capital Holding S.A. under www.corestate-capital.com in the segment "Investor Relations" > "Corporate Governance" > "Annual General Meeting".

VI. Representation

Shareholders may appoint a proxy holder in writing, who does not need to be a shareholder of the Company, to attend the Meeting on their behalf. In order for the proxy form to take effect, the Company must be provided with an attestation by the depository bank relating to the shareholder and proving his status as shareholder at the beginning of the annual general meeting of the Company at the latest.

The duly completed and signed proxy form (by fax or e-mail) must be received by the Company on 21 April 2018 at 11:59 p.m. (CEST) at the latest, followed by the original by regular mail to the address mentioned under item V. (Attendance) above.

Exercise of voting rights of shares in connection with proxy forms received after such date will not be possible.

Proxy forms are available on the website of Corestate Capital Holding S.A. under www.corestate-capital.com in the segment "Investor Relations" > "Corporate Governance" > "Annual General Meeting".

VII. Vote by correspondence

Shareholders may also vote by correspondence by way of the attached form. Please note that such form must be fully completed, signed and sent back to the Company in **two originals**. Voting forms which do not specify how a vote shall be counted or if the vote is retained, are void (*null*). Voting forms must in any event include an attestation from the depository bank stating the number of shares held by the shareholder on the Record Date (see V. Attendance) as attachment.

The duly completed and signed voting forms (by fax or e-mail) must be received by the Company on 21 April 2018 at 11:59 p.m. (CEST) at the latest, followed by the original by regular mail to the address mentioned under item V. (Attendance) above.

Exercise of voting rights of shares in connection with voting forms received after such date will not be possible.

Voting forms are available on the website of Corestate Capital Holding S.A. under www.corestate-capital.com in the segment "Investor Relations" > "Corporate Governance" > "Annual General Meeting".

VIII. Additional important information for shareholders

Shareholders are hereby informed that exercise of voting rights is exclusively reserved to such persons that were shareholders on the Record Date (or their duly appointed proxyholders). Transfer of shares after the Record Date is possible subject to usual transfer limitations, as applicable. However, any transferee having become owner of the shares after the Record Date has no right to vote at the Meeting.

One or more shareholder(s) representing at least 5% of the Company's share capital may request the addition of items to the agenda of the Meeting or table draft resolutions for items included or to be included on the agenda of the Meeting by sending such requests (by fax or e-mail) at the latest on 4 April 2018 at 11:59 p.m. (CEST) to the address mentioned under item V. (Attendance) above.

Such request will only be accepted by the Company provided it includes (i) the wording of the agenda point, (ii) the wording of a proposed resolution pertaining to such agenda point or a justification, and (iii) an e-mail address and a postal address to which the Company may correspond and confirm receipt of the request.

If you have questions regarding the AGM feel free to call our AGM-hotline +49/89/21027-222 or send us an e-mail at agm@linkmarketservices.de (hotline available from 9 a.m. to 5 p.m. except holidays in Luxemburg or Germany).

IX. Language

Please note that the Meeting will be held in German language.

Please take note of the schedules to this convening notice.

Luxemburg, March 2018

Corestate Capital Holding S.A., *Société Anonyme*
The Management Board