



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

Important instructions regarding the exercise of your voting rights at the Annual General Meeting of the shareholders of Corestate Capital Holding S.A. to be held at Alvisse Parc Hotel, 120, Route d'Echternach, L-1453 Luxembourg on 27 April 2018 at 10:00 a.m. (CEST) (the Meeting)

You may exercise your voting rights at the Meeting, as applicable, in one of the following manners, as further described below:

- You can attend the Meeting in person
- You can appoint a proxy of your choice
- You can appoint a proxy representative nominated by Corestate Capital Holding S.A.
- You can vote by correspondence

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 in any form. Such indication must be received by Corestate Capital Holding S.A. by fax (+49 (0) 89 210 27-289) or e-mail (agm@linkmarketservices.de) on 13 April 2018 at 00:00 a.m. CEST at the latest.

In the event that you do not wish to participate at the Meeting in person and if you want to exercise your right to vote at the Meeting by proxy or by voting by correspondence, please use the form of proxy and vote by correspondence enclosed (the **Form**). In this case, we request that you read and follow the instructions set out below carefully in order to ensure that your registration and your vote are recorded properly.

In order to exercise your voting rights at the Meeting, these instructions shall be read together with the information set out in the convening notice to the Meeting

1. Execution of voting rights by a third party

If you want to authorise a person in your trust as your representative at the Meeting, please **fill out** section 1. of the Form and **sign** it (signature block at the bottom of section 1. of the Form).

To benefit from this service, please return the completed and duly signed Form to Corestate Capital Holding S.A., c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 (0) 89 210 27-289) or e-mail (agm@linkmarketservices.de) by 11:59 p.m. (CEST) on 21 April 2018 – receipt by Corestate Capital Holding S.A. - at the latest, followed by the original by regular mail.

2. Authorisation and instructions for the proxy nominated by Corestate Capital Holding S.A.

If you do not authorise a third party to take part personally at the Meeting, we offer the option of appointing a proxy voting representative nominated by Corestate Capital Holding S.A.

Corestate Capital Holding S.A. nominates as solely authorised proxy with the right of delegating the authorisation to another person, Mr. Markus Laue, Bad Nauheim, employee of Link Market Services GmbH, Munich. The proxy is authorised to execute the voting rights only as far as you have given explicit instructions on the proposed resolutions made by the Management Board of Corestate Capital Holding S.A. on the agenda items of the Meeting, as applicable. The assignment of Corestate Capital Holding S.A.'s proxy for entering an objection as well as filing a petition and asking questions is excluded.

If you want to benefit from this service, please **tick the box** in section 2. of the Form, **sign** the Form (signature block at the bottom of section 2. of the Form) and **fill out** and sign section 4. of the Form.

To benefit from this service, please return the completed and duly signed Form to Corestate Capital Holding S.A., c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 (0) 89 210 27-289) or e-mail (agm@linkmarketservices.de) by 11:59 p.m. (CEST) on 21 April 2018 - receipt by Corestate Capital Holding S.A. - at the latest, followed by the original by regular mail.

3. Vote by correspondence

Should you not be able to attend the Meeting in person and if you do not wish to appoint a proxy, you may also exercise your shareholder rights by voting by correspondence. If you want to cast your votes by correspondence, please **tick the box** in section 3. of the Form and **sign** the Form (signature block at the bottom of section 3. of the Form) and **fill out** and sign section 4. of the Form.

If you want to cast your votes by correspondence, please return the completed and duly signed Form to Corestate Capital Holding S.A., c/o Link Market Services GmbH, Landshuter Allee 10, 80637 Munich, Germany, by fax (+49 (0) 89 210 27-289) or e-mail (agm@linkmarketservices.de) by 11:59 p.m. (CEST) on 21 April 2018 - receipt by Corestate Capital Holding S.A. - at the latest, followed by the original by regular mail.

4. Attestation

In all instances, you **must** request and **obtain an attestation** from your depository bank which is safe-keeping your shares in Corestate Capital Holding S.A. stating the number of shares held by you as shareholder 14 calendar days before the date of the Meeting (the **Record Date**), i.e. on 13 April 2018 at 00:00 a.m. CEST. You may wish to provide your depository bank with the enclosed form of attestation, which has to **be filled out and signed by your depository bank**. Alternatively, your depository bank may use its own form, provided that the number of shares held by you as shareholder at the Record Date is indicated in such form. Please note that the attestation must be provided in text form in the German or English language. Attestations must be received by Corestate Capital Holding S.A. by fax (+49 (0) 89 210 27-289) or e-mail (agm@linkmarketservices.de) 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

Please note that exercise of voting rights of shares in connection with late attestations, and/or Forms will not be possible at the Meeting, as applicable.

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

**FORM FOR THE
ANNUAL GENERAL MEETING
TO BE HELD AT**

Alvisse Parc Hotel, 120, Route d'Echternach, L-1453 Luxembourg
on 27 April 2018 at 10.00 A.M. (CEST) (the "Meeting")

1. Authorisation to a third party

By ticking this box for the Meeting

I/We _____ authorize _____ <small>First Name, Surname</small>	
<small>Street / No.</small>	<small>Street / No.</small>
<small>Postal Code / City / Country</small>	<small>Postal Code / City / Country</small>

with the right of delegating the authority to another person to be my/our proxy during the Meeting and to execute my/our voting rights in my/our name and on my/our behalf.

<small>(City)</small>	<small>(Date)</small>	<small>(Signature 1st Shareholder)</small>	<small>(if applicable Signature 2nd Shareholder)</small>
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Delegated Authorisation

I/We herewith grant Mr/Mrs _____
(Surname, First Name, Street, No., Postal Code/City)

the delegated authorisation to be the proxy of the shareholder mentioned above in this section 1. during the Meeting and to execute the voting rights in the name and on behalf of this shareholder.

<small>(City)</small>	<small>(Date)</small>	<small>(Signature 1st Shareholder)</small>	<small>(if applicable Signature 2nd Shareholder)</small>
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2. Authorisation and instructions to the proxy of Corestate Capital Holding S.A.

By ticking this box for the MEETING

I/We, _____

First Name, Surname, Street, No., Postal Code / City / Country

herewith grant authorisation to the proxy representative of Corestate Capital Holding S.A., Mr. Markus Laue, Bad Nauheim, employee of Link Market Services GmbH, Munich, to hold the power of attorney, together with the right to delegate the authority to another person, to represent me/us at the Meeting, as applicable, of Corestate Capital Holding S.A. on 27 April 2018 and **to execute my/our voting rights in my/our name and on my/our behalf in the manner subsequently described in section 4. below (please mark with a cross).**

Name(s)	Admission card number (if available)	number of shares on admission card (if available)
(City)	(Date)	(Signature 1 st Shareholder)
		(if applicable Signature 2 nd Shareholder)

3. Vote by correspondence

By ticking this box for the MEETING

I/We hereby state that :

- I/We will not attend the Meeting, as applicable, in person or be represented by a proxy attending the Meeting in person;
- I/We wish to cast my/our vote at the Meeting on the proposed resolutions made by the Management Board of Corestate Capital Holding S.A. on the agenda items, by ticking the appropriate box set forth next to each proposal of resolution in section 4 below; and
- I am/We are fully aware of the contents of the convening notice to the Meeting and that I/we have taken into account the contents of the convening notice in order to cast my/our vote on the proposed resolution made by the Management Board of Corestate Capital Holding S.A. on the agenda items in the present Form when casting my/our votes by correspondence.

Name(s)	Admission card number (if available)	number of shares on admission card (if available)
(City)	(Date)	(Signature 1 st Shareholder)
		(if applicable Signature 2 nd Shareholder)

4. Individual instructions/vote by correspondence

Individual instructions for the proxy of Corestate Capital Holding S.A.

Please issue an instruction for each proposed resolution made by the Management Board of Corestate Capital Holding S.A. on the agenda items. Only one instruction may be issued for each item of the agenda. If you do not explicitly issue instructions in respect of the individual agenda items, the proxy representative of Corestate Capital Holding S.A. will abstain from voting for these items.

Please tick only within the small box

Voting by correspondence

Please cast your votes for each proposed resolution made by the Management Board of Corestate Capital Holding S.A. on the agenda items. Only one vote may be issued for each item of the agenda. If you do not explicitly cast a vote in respect of the individual agenda items, no vote shall be taken into account.

Please tick only within the small box.

**VOTING INSTRUCTIONS OR VOTING BY CORRESPONDENCE,
AS APPLICABLE, FOR THE ANNUAL GENERAL MEETING 2018 (THE MEETING)**

AGENDA ITEM 1.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>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</p> <p><i>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).</i></p> <p><i>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).</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 2.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>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</p> <p><i>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.</i></p> <p><i>The Management Board proposes to the Meeting to carry forward the balance of losses to the next financial year.</i></p> <p><i>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 and as set out in the notes to the stand-alone annual accounts of the Company for the financial year 2016.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 3.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>DISTRIBUTION OUT OF THE FREELY DISTRIBUTABLE RESERVES OF THE COMPANY</p> <p><i>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).</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 4.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>DISCHARGE (QUITUS) TO EACH OF THE MEMBERS OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2017</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 5.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>DISCHARGE (QUITUS) TO EACH OF THE MEMBERS OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2017</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 6.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>APPOINTMENT OF THE INDEPENDENT AUDITOR (CABINET DE RÉVISION AGRÉÉ) FOR THE FINANCIAL YEAR 2018</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 7.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>AUTHORISATION TO THE MANAGEMENT BOARD TO REDEEM SHARES OF THE COMPANY</p> <p><i>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.</i></p> <p><i>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 <u>minus</u> 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 <u>plus</u> 5%.</i></p> <p><i>Any such redeemed shares shall be held as treasury shares by the Company with their voting and dividend rights being suspended.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 8.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>AMENDMENT OF THE REFERENCE TO THE DATE OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 9.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>AMENDMENT OF THE TERM OF OFFICE OF THE MEMBERS OF THE MANAGEMENT BOARD</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 10.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>INTRODUCTION OF A RIGHT OF CONSULTATION FOR THE CHIEF EXECUTIVE OFFICER OF THE COMPANY WITH RESPECT TO ANY CHANGES TO THE MANAGEMENT BOARD</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 11.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>INTRODUCTION OF A CASTING VOTE FOR THE CHAIRMAN OF THE MANAGEMENT BOARD</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 12.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>DELETION OF ARTICLE 16.1 FROM THE ARTICLES</p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 13.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>AMENDMENT OF THE ANNUAL FEES ALLOCATED TO THE MEMBERS OF THE SUPERVISORY BOARD</p> <p><i>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:</i></p> <ul style="list-style-type: none"> • <i>an annual fee in a gross amount of EUR 60,000 for the chairman of the Supervisory Board;</i> • <i>an annual fee in a gross amount of EUR 50,000 for the deputy chairman of the Supervisory Board;</i> • <i>an annual fee in a gross amount of EUR 40,000 for each other member of the Supervisory Board; and</i> • <i>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.</i> 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AGENDA ITEM 14.

PROPOSED RESOLUTION	VOTE FOR	VOTE AGAINST	ABSTENTION
<p>RESTATEMENT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY</p> <p><i>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.</i></p> <p><i>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.</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Name(s)	Admission card number (if available)	number of shares on admission card (if available)
(City)	(Date)	(Signature 1 st Shareholder)
		(if applicable Signature 2 nd Shareholder)

Attestation
(Record of Share Ownership)

Annual General Meeting (Meeting) of the shareholders of Corestate Capital Holding S.A. on 27 April 2018 at 10:00 a.m. (CEST)

This Attestation is issued to shareholders to take part in the Meeting.

We hereby confirm to *(please fill in)*

Surname, First Name of the Shareholder / Shareholders

Street, No.

City, Postcode, Country

that _____ shares of Corestate Capital Holding S.A.; ISIN: LU1296758029
No. of Shares

are kept safe by us in a securities account 14 calendar days before the date of the AGM (**Record Date**),
i.e. on 13 April 2018 at 00:00 a.m. (CEST).

City, Date

Signature and Stamp of the Depository Bank

Depository Bank Details:

Name of the Depository Bank

Street, No.

City, Postcode, Country

Contact

Telephone Number for Queries

Important:

**Please send the Attestation to the Company (by fax or e-mail) until
11:59 (CEST) on 21 April 2018, 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**