

**ANNUAL GENERAL MEETING 2019**

**AGENDA AND PROPOSED RESOLUTIONS FOR THE MEETING**

- 01 PRESENTATION OF THE STAND-ALONE ANNUAL ACCOUNTS OF THE COMPANY FOR THE FINANCIAL YEAR 2018, OF THE APPROVED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2018 AS WELL AS THE MANAGEMENT REPORT FOR THE FINANCIAL YEAR 2018

The supervisory board of the Company (the **Supervisory Board**) has not made any comments to the stand-alone annual accounts or the consolidated financial statements for the financial year 2018 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 PROFIT OF THE COMPANY MADE WITH RESPECT TO THE FINANCIAL YEAR 2018 AND ALLOCATION TO THE LEGAL RESERVE

The Management Board proposes that the Meeting acknowledges that the Company made a profit with respect to the financial year 2018 in an aggregate amount of EUR 41,558,273.58 (the **Profit**).

The Management Board proposes that the Meeting resolves to (i) set off the Profit against the losses carried forward from the previous financial year, (ii) subsequently allocate an amount of EUR 65,578.05 out of the balance to the legal reserve of the Company, in accordance with article 461-1 of the Companies Act, and (iii) carry forward the balance of profits in an aggregate amount of EUR 35,981,685.53 to the next financial year.

- 03 DISTRIBUTION OUT OF THE FREELY DISTRIBUTABLE RESERVES OF THE COMPANY

The Management Board proposes that the Meeting resolves to approve a distribution out of the freely distributable reserves of the Company in an aggregate amount of EUR 53,386,042.50 (corresponding to EUR 2.50 per issued share of the Company), to the shareholders of the Company (the **Distribution**). In view of a potential share buy-back program, the number of shares of the Company entitled to receive a distribution could decrease in the period up to the date on which the proposed resolution on the Distribution is passed, in which case the amount of the Distribution per issued share of the Company shall remain at EUR 2.50, but the existing proposed Distribution resolution shall automatically be adjusted accordingly, to reflect the decrease in the aggregate Distribution amount. The approved Distribution shall be payable within 3 business days as of the Meeting.

- 04 DISCHARGE (*QUITUS*) TO EACH OF THE MEMBERS OF THE MANAGEMENT BOARD FOR THE FINANCIAL YEAR 2018

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 2018, except for Dr Michael Bütter, who shall not be granted such discharge (*quitus*).

- 05 DISCHARGE (*QUITUS*) TO EACH OF THE MEMBERS OF THE SUPERVISORY BOARD FOR THE FINANCIAL YEAR 2018  
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 2018.

- 06 APPOINTMENT OF A NEW MEMBER OF THE SUPERVISORY BOARD  
The Management Board proposes to the Meeting to appoint Mr Jon Lurie, residing in London, England, as a new member of the Supervisory Board of the Company for a term of office ending after the annual general meeting of the Company which will be held in 2021.

Further information about the proposed candidate is available on the homepage at [www.corestate-capital.com](http://www.corestate-capital.com) under "Investor Relations" and "Annual General Meeting" and will be available for inspection during the Meeting. A curriculum vitae for the proposed candidate, providing information about his relevant knowledge, skills and experience, together with a list of relevant activities besides the Supervisory Board position forming the subject of this election, is attached as Schedule 1 to this convening notice.

- 07 APPOINTMENT OF THE INDEPENDENT AUDITOR (*CABINET DE RÉVISION AGRÉÉ*) FOR THE FINANCIAL YEAR 2019  
The Supervisory Board proposes to the Meeting to appoint Ernst & Young SA, represented by partner Pavel Nesvedov, as independent auditor (*cabinet de révision agréé*) for the stand-alone annual accounts and consolidated financial statements of the Company for the financial year 2019, 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.

- 08 AUTHORISATION TO THE MANAGEMENT BOARD TO BUY BACK SHARES OF THE COMPANY  
The Management Board proposes to the Meeting to grant all powers to the Management Board to buy back 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 that the aggregate nominal amount of the shares of the Company which may be acquired may not exceed 10% of the aggregate nominal amount of the issued share capital of the Company from time to time, at the date of exercise of the present authorisation.

In each individual case, the buyback is to be conducted, at the choice of the Management Board, (i) through the stock exchange or (ii) by means of a purchase offer addressed to all shareholders:

- (i) To the extent that the buyback is conducted through the stock exchange, the repurchase price per share (excluding any ancillary buyback costs and without any tax gross-up obligation) paid by the Company may not exceed or fall short of, by more than 10%, of the volume-weighted average of the auction closing prices of shares of the same class of the Company in Xetra trading (or a functionally comparable successor system to the Xetra system) at the Frankfurt Stock Exchange on the last three exchange trading days before the respective commitment to acquire.

- (ii) To the extent that the buyback is conducted through a purchase offer addressed to all shareholders (the **Offer**), the repurchase price per share (excluding any ancillary buyback costs and without any tax gross-up obligation) offered and paid by the Company may not exceed or fall short of by more than 10% of the volume-weighted average of the auction closing prices of shares of the same class of the Company in Xetra trading (or a functionally comparable successor system to the Xetra system) at the Frankfurt Stock Exchange on the last three exchange trading days before the date of the publication of the Offer.

In the event that a significant change in the share price occurs after the publication of the Offer, the Offer may be adjusted. In this case, the relevant reference period is the last exchange trading day before the date of the publication of the adjustment, and the 10%-limit for the exceeding or falling short shall be applied to this amount. In the event that an Offer is oversubscribed, the buyback may be conducted in accordance with the proportion of the shareholdings held by the tendering shareholders in relation to each other (shareholding quotas) or in accordance with the proportion of the tendered shares (tendering quotas). In addition, (i) in order to avoid calculational fractions of shares, rounding may be applied and (ii) a preferential acceptance of small numbers of shares (up to 50 tendered shares per shareholder) may be provided for. The Offer may also stipulate additional conditions.

Any such acquired shares shall be held as treasury shares by the Company with their voting and dividend rights being suspended for an unlimited period of time and are available for distribution by the Management Board at its discretion (without applying a principle of equality among shareholders).

The authorisation may be exercised, in compliance with statutory requirements, for any legally permissible purpose in the corporate interest of the Company.

The currently existing authorisation to the Management Board to redeem shares of the Company resolved by the annual general meeting of the shareholders of the Company of 27 April 2018 is cancelled upon the new authorisation set out above becoming effective.

09 AMENDMENT OF THE LIST OF PRIOR CONSENT MATTERS INCLUDED IN THE ARTICLES

The Management Board proposes to the Meeting to amend the list of prior consent matters for the Supervisory Board and to consequently amend article 15 of the Articles, as set out in Schedule 2 to this convening notice.

If approved, the amendments to article 15 of the Articles proposed here above shall be enacted by a Luxembourg notary in the course of the Meeting.

10 AMENDMENT OF 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 150,000 for the chairman of the Supervisory Board;
- an annual fee in a gross amount of EUR 100,000 for the deputy chairman of the Supervisory Board;

- an annual fee in a gross amount of EUR 75,000 for each other member of the Supervisory Board;
- an additional annual fee in a gross amount of EUR 15,000 for the chairman of the audit committee of the Company and the chairman of the nomination committee of the Company;
- an additional fee in a gross amount of EUR 10,000 for the chairman of any other committee of the Company that may exist from time to time; and
- an additional annual fee in a gross amount of EUR 5,000 for each other member of the audit committee of the Company, the nomination committee of the Company and 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 2 to this convening notice.