



**AROUNDTOWN SA**  
*Société Anonyme*  
37, Boulevard Joseph II  
L-1840 Luxembourg  
R.C.S. Luxembourg: B217868  
(the "**Company**")

VOTING RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON  
28 JUNE 2023

Number of shares represented at the Extraordinary General Meeting: **564,166,992** shares, reflecting **36.71%** of the total issued capital as of the relevant record date **14 June 2023 at midnight (24.00) (CEST)** (the "**Record Date**").

**Number of shares at the Record Date not represented at the Annual General Meeting as a result of attached voting rights suspended by Luxembourg law: 444,035,828 shares, reflecting 28.89% of the total issued capital.**

**The Extraordinary General Meeting required a quorum of more than half of the Company's share capital being represented in order to validly deliberate. Since this condition was not satisfied, the Extraordinary General Meeting did not vote on the sole resolution proposed by the board of directors of the Company. A second meeting will be convened with the same agenda in accordance with the Company's articles of associations and the law of 10 August 1915 on commercial companies, as amended from time to time.**

Agenda item No.	Resolutions proposed by the board of directors of the Company
1.	<p>The Extraordinary General Meeting resolves to:</p> <ol style="list-style-type: none"> <li>a. approve the renewal of the existing authorised share capital of the Company of EUR 30,000,000 and to approve the renewal of the authorisation of the Board of Directors to increase the corporate share capital within the limits of the authorised share capital for a period of five (5) years from 28 June 2023 [or in case of adjournment because no quorum has been reached at the first EGM, of the adjourned EGM that effectively resolved on the renewal of the authorised share capital of the Company];</li> <li>b. approve the report of the Board of Directors relating to the possibility of the Board of Directors to suppress or limit any preferential subscription rights of the shareholders in relation to an increase of the share capital made within the authorised share capital of the Company;</li> <li>c. grant to the Board of Directors all powers to carry out capital increases within the framework of the authorised share capital and to suppress or limit any preferential subscription right of the shareholders of the Company on the issue of new shares; and</li> <li>d. amend article 7 of the Articles to read as follows: <ul style="list-style-type: none"> <li><b>“Article 7. Authorised Share Capital</b></li> <li><i>7.1 The Company’s share capital may be increased from its present amount to up to thirty million Euro (EUR 30,000,000) by the creation and the issue of new shares with a par value of one Cent (EUR 0.01) each.</i></li> <li><i>7.2 The Board of Directors is fully authorised and entitled:</i> <ul style="list-style-type: none"> <li><i>7.2.1 to increase the subscribed capital within the limits of the authorised share capital as a whole at once, by successive portions or by continuous issues of new shares, to be paid up in cash, by contribution in kind, by conversion of shareholders' claims, including but not limited to, contribution in kind of dividend or distribution claims of a shareholder, or following approval of the general meeting of shareholders, by incorporation of profits or reserves into capital;</i></li> </ul> </li> </ul> </li> </ol>

	<p>7.2.2 to issue convertible bonds, notes, warrants and, generally, any financial instruments granting the right to their holders to subscribe for one or more shares of the Company. The Board of Directors may at its sole discretion determine the conditions under which the convertible bonds, the notes, the warrants or the financial instruments granting the right to their holders to subscribe for one or more shares of the Company shall be issued, including the type, the form, the price, the currency, the interest rate, as well as any condition relating to the issue, exercise, transfer and conversion of such convertible bonds, notes, warrants or financial instruments. Such issue shall comply with the limits of the authorised share capital and with the applicable legal provisions and more particularly with article 420-27 of the Law, as applicable;</p> <p>7.2.3 to issue shares, options and any financial instruments granting the right to their holders to subscribe for one or more shares of the Company under any share option programme, management or any other incentive scheme of the Company (each a “<b>Programme</b>”);</p> <p>7.2.4 to determine the place and the date of the issue or the successive issues, the issue price, with or without any issue premium, the date as of when the shares are entitled to distributions, the terms and conditions of subscription and payment of the additional shares; and</p> <p>7.2.5 to suppress or limit the preferential subscription rights of the shareholders when issuing shares in accordance with this Article 7.</p> <p>7.3 Such authorization is valid for a period of five (5) years starting on 28 June 2023 [or in case of adjournment because no quorum has been reached at the first EGM, of the adjourned EGM that effectively resolved on the renewal of the authorised share capital of the Company] and may be renewed by a general meeting of shareholders with respect to the shares of the authorised share capital which at that time shall not have been issued by the Board of Directors.</p> <p>7.4 As a consequence of each increase of capital rendered effective in accordance with this Article, the Board of Directors or any persons appointed for such purposes are authorised (i) to amend the Articles such as to correspond to the increase so rendered effective and (ii) to document such modification in notarial form.”</p>
2.	The Extraordinary General Meeting resolves to:

	<p>a. authorise the Board of Directors to determine that shareholders may also vote from a remote location in advance of any general meeting of the shareholders of the Company, by correspondence and/or by electronic means, using a form made available and/or authorised by the Company; and</p> <p>b. create a new article 11.4 of the Articles accordingly and subsequent re-number article 11.5 (ex-article 11.4) of the Articles to read as follows:</p> <p><i>“11.4 The Board of Directors may also determine that shareholders may vote from a remote location in advance of any general meeting, by correspondence and/or by electronic means, using a form made available and/or authorised by the Company. The voting form together with evidence establishing the holding of shares and the number of shares held on the Record Date shall be received at least five (5) business days before the general meeting. The convening notice of the general meeting may specify a shorter period.</i></p> <p><i>11.5 In case the Company is not subject to the 2011 Law, Articles 11.1 through 11.4 shall not apply. Instead the Board of Directors shall determine the conditions that must be fulfilled by shareholders in order for them to take part in the general meeting of shareholders.”</i></p>
<p><b>3.</b></p>	<p>The Extraordinary General Meeting resolves to:</p> <p>a. limit the total number of members of the Board of Directors to a maximum amount of seven (7) directors; and</p> <p>b. amend article 15.1 of the Articles to read as follows:</p> <p><i>“15.1 The Company shall be managed by a board of directors composed of at least three (3) directors, whether shareholders or not, and of a maximum of seven (7) directors (the “<b>Board of Directors</b>”, each member individually, a “<b>Director</b>”). The Company may be managed by one director (the “<b>Sole Director</b>”), whether shareholder or not, as long as it has a sole shareholder.”</i></p>
<p><b>4.</b></p>	<p>The Extraordinary General Meeting resolves to:</p>

a. require that the dismissal of any member of the Board of Directors needs a majority of at least seventy-five percent (75%) of the votes validly cast at a general meeting of the shareholders of the Company; and

b. create a new article 15.2 of the Articles accordingly and subsequent re-number the Articles from article 15.3 (ex-article 15.2) to article 15.6 (ex-article 15.5) to read as follows:

*“15.2 A Director may be dismissed with or without cause and may be replaced at any time by a resolution of the general meeting of shareholders taken at a majority of at least seventy-five percent (75%) of the votes validly cast.*

*15.3 The Board of Directors is vested with the broadest powers to take any actions necessary or useful to fulfil the corporate objects of the Company save for actions reserved to the general meeting of the shareholders.*

*15.4 The Board of Directors may determine rules in relation to its functions, powers, obligations and procedures in internal regulations adopted by way of a resolution.*

*15.5 The Board of Directors may establish one or more committees, notably an audit committee, a nomination committee, a remuneration committee and/or any other committee it deems useful or necessary. The Board of Directors shall appoint the members of such committee and determine its organisation, responsibilities, powers and procedures in internal regulations adopted by way of a resolution.*

*15.6 In the event of a vacancy in the office of a director, such vacancy may be filled on a temporary basis and for a period not exceeding the initial mandate of the replaced director by the remaining directors until the next general meeting of shareholders.”*