



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

VOTING AND PROXY FORM
 for the

EXTRAORDINARY GENERAL MEETING OF THE COMPANY

(the “EGM”)

to be held on 16 December 2022, at 11:30 a.m. (Central European Time, “CET”)

and for the

ORDINARY GENERAL MEETING OF THE COMPANY

(the “OGM”)


to be held on 16 December 2022, at 12:15 p.m. (CET)

Important information:

In accordance with article 1 (1) of the Luxembourg law of 23 September 2020 on measures concerning the holding of meetings in companies and other legal entities, as amended, the Company will not hold a physical meeting. Shareholders may participate at the EGM and/or the OGM by voting remotely in writing or by appointing the secretary of the EGM/OGM or a proxyholder acting as their proxyholder at the EGM/OGM. Shareholders may optionally follow the EGM and/or the OGM remotely via an audio webcast of the EGM/OGM, which will be available on 16 December 2022 at <https://www.webcast-egs.com/register/aroundtown202212meeting/en> starting at 11.30 a.m. CET.

In order to participate in the EGM/OGM and vote remotely in writing or by proxy a duly filled in and signed copy of this Voting and Proxy Form together with the Record Date Confirmation (as described below) must be returned to the Company at the latest until 9 December 2022 at midnight (CET).

SHAREHOLDER IDENTIFICATION

Name:	NUMBER OF SHARES HELD ON THE RECORD DATE AND TO BE CAST FOR VOTING AT THE EGM/OGM:  <i>If this box is left blank, it is deemed that the shareholder wishes to cast all of its votes equal to all the shares held on the Record Date (i.e. 2 December 2022) at midnight CET, as indicated on the Record Date Confirmation. If this box is completed indicating a number of votes to cast and that number exceeds the number of shares indicated in the Record Date Confirmation, it is deemed that the shareholder wants to cast the number of shares as indicated on the Record Date Confirmation.</i>
Address:	
Country:	
Email:	
Telephone:	

Unless indicated otherwise below, it is deemed that all shares held on the Record Date shall be cast for voting at both the EGM and the OGM.

Shares held on the Record Date shall be cast for voting:

EGM

OGM

I shall have the right to participate in and vote remotely by writing or by proxy at the EGM and the OGM only if I have timely submitted to the Company this Voting and Proxy Form **and** the Record Date Confirmation. The Record Date Confirmation is a confirmation letter issued by the depository bank that is safe-keeping the shareholder's shares in the Company stating the number of shares held by the shareholder on the fourteenth (14th) day prior to the EGM/OGM at midnight, *i.e.* on 2 December 2022 at midnight CET (the "**Record Date**"). This Voting and Proxy Form and the Record Date Confirmation must be sent by e-mail to generalmeeting@aroundtown.de or by postal services to Aroundtown SA, Attn. EGM and OGM/Jelena Afxentiou, 37, Boulevard Joseph II, L-1840 Luxembourg, Grand Duchy of Luxembourg.

Please choose **one** of the two options below by ticking the corresponding box.

1

Participation by Proxy without Voting Instructions

- I will participate at the EGM/OGM by appointing the secretary of the EGM/OGM or a proxyholder, if one is named below, to vote in my name and on my behalf as such person deems fit on the resolutions of the agenda of the EGM/OGM:

I appoint the following person to participate at the EGM/OGM and to vote in my name and on my behalf without voting instructions as such person may deem fit on the resolutions of the agenda of the EGM/OGM:

Name: Address:
E-mail:
Telephone: Country:

**I indicate the last name, first name, address, e-mail address, telephone number and country of residency of the proxyholder whom I appoint. If the information provided hereto is not complete, the appointment will be deemed given to the secretary of the EGM/OGM instead. Such person, in turn, can participate at the EGM/OGM only either (i) by proxy without voting instructions or (ii) by voting remotely in writing and must therefore duly fill in and sign a copy of this Voting and Proxy Form together with the Record Date Confirmation (as described herein) and return it to the Company at the latest until 9 December 2022 at midnight (24:00) (CET).*

OR

2

Participation by Voting Remotely in Writing

- I will participate at the EGM/OGM by voting remotely in writing and cast my shares as follows:

I tick with an « X » the appropriate below boxes how I wish to vote on each of the relevant items of the agenda of the EGM/OGM. The omission to tick any box with respect to any resolution shall allow the secretary of the EGM/OGM to vote at his/her full discretion on the proposed resolutions.

Voting instructions for the EGM	Vote in favor:	Vote against:	Abstention
<p>Sole agenda Item:</p> <p>The Extraordinary General Meeting resolves to amend article 9.2 of the Articles to read as follows:</p> <p><i>“Art. 9.2. The annual general meeting of shareholders shall be held within six (6) months after the end of the financial year of the Company at a time set by the Board of Directors in the convening notice at the registered office of the Company or at such other place in the municipality of the registered office as specified in the convening notice. If such day is not a business day, the annual general meeting of shareholders will be held on the next following business day.”</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Voting instructions for the OGM	Vote in favor:	Vote against:	Abstention
<p>Sole agenda Item:</p> <p>The General Meeting grants all powers to the Board of Directors, with option to delegate, to use fully paid-up shares of the Company, which were or will be acquired, either directly or through a subsidiary of the Company, by means of the buy-back programme of the Company (the “Treasury Shares”), as amended from time to time and as first approved by the general meeting of the shareholders of the Company on 6 May 2020, as amended on 30 June 2021 and 11 January 2022 (the “Buy-back Programme”), for share lending transactions with financial institutions.</p> <p>The present authorisation may be exercised by the Board of Directors without prejudice and in addition to the existing authorizations under the Buy-back Programme and allow to lend, sell and/or transfer full ownership of its Treasury Shares and all rights connected therewith to financial institutions and to retrieve and/or acquire ownership of the same number, type and quality of shares of the Company from financial institutions (the “Equivalent Shares”), including but not limited to share lending facilities entered into simultaneously to issuances of equity linked instruments, including but not limited to convertible bonds, against compensation in cash and/or in kind, lending fees and/or charges through stock markets, off-market or over-the-counter transactions, including but not limited to derivative financial instruments, collateralized share lending arrangements and/or repurchase agreements.</p> <p>The overall amount of Treasury Shares available for share lending purposes shall be limited to 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.</p> <p>The number of Equivalent Shares of the Company to be retrieved and/or acquired at the end of a certain lending period from a financial institution shall correspond to, and not exceed, the number of Treasury Shares lent, sold and/or transferred in the same transaction to a financial institution. Equivalent Shares are thus neither eligible to be acquired under the Buy-back Programme nor require an acquisition offer to all shareholders of the Company, however, Equivalent Shares, once retrieved and/or acquired by the Company shall re-qualify without limitation as Treasury Shares as if acquired under the Buy-back Programme.</p> <p>This authorisation may be exercised by the Board of Directors, at its full discretion, without applying the principle of equality among shareholders, with the power to delegate, to ensure the implementation of this authorization.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxyholder may represent the shareholder at the EGM/OGM as well as any other adjourned or re-convened meeting of the general meeting of shareholders convened for the purpose of resolving on the agenda of the EGM/OGM, and vote in the name and on behalf of the shareholder.

This Voting and Proxy Form, and the rights, obligations and liabilities of the shareholder and the proxyholder hereunder, shall be governed by the laws of the Grand Duchy of Luxembourg, to the exclusion of its rules of conflict of laws. Any claims, disputes or disagreements arising under, in connection with or by reason of this Voting and Proxy Form shall be brought by the shareholder and the proxyholder in the courts of Luxembourg-City, and each of the shareholders and the proxyholder hereby submits to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.

By signing this Voting and Proxy Form, the shareholder hereby consents that the submitted data is collected, processed and used for the purpose of the EGM/OGM and the vote on the resolutions and that the data submitted may be transmitted to entities involved in the organization of the EGM/OGM.

Signed in on 2022

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Name:
Title: