



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

## **CONVENING NOTICE TO ALL SHAREHOLDERS**

All shareholders of Arountown SA (the “**Company**”) are hereby given notice upon instruction of the board of directors of the Company (the “**Board of Directors**”) that the extraordinary general meeting of the shareholders of the Company that was initially scheduled for 28 June 2023, at 3:00 p.m. (Central European Summer Time, “**CEST**”) with the agenda as set out below did not reach the necessary quorum set forth in article 450-3 (2) of the law of 10 August 1915 on commercial companies, as amended. The extraordinary general meeting of the shareholders will therefore be reconvened and all shareholders are invited to attend the

### **EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

(the “**EGM**” or the “**Extraordinary General Meeting**”)

to be held on 26 July 2023, at 2:00 p.m. CEST with the agenda as set out below.

The EGM will be held at the offices of:

GSK Stockmann SA  
44, Avenue John F. Kennedy  
1<sup>st</sup> floor  
L-1855 Luxembourg

### **AGENDA AND PROPOSED RESOLUTIONS FOR THE EGM**

1. Decision to:
  - (a) renew the existing authorised share capital of the Company of EUR 30,000,000 for a period of five (5) years from the date of the EGM, 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;
  - (b) approve the report of the Board of Directors pursuant to article 420-26 of the law of 10 August 1915, on commercial companies, as amended from time to time, 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;
  - (c) grant to the Board of Directors as referred to in article 420-26 (5) of the law of 10 August 1915 on commercial companies, as amended from time to time, all powers to carry out capital increases within the framework of the authorised share capital and to suppress or limit any preferential subscription rights of the shareholders of the Company on the issue of new shares; and

- (d) amend article 7 of the articles of association of the Company (the “**Articles**”) accordingly.

Resolution proposed by the Board of Directors:

“The Extraordinary General Meeting resolves to:

- 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 26 July 2023;
- 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;
- 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
- d. amend article 7 of the Articles to read as follows:

**Article 7. Authorised Share Capital**

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.

7.2 The Board of Directors is fully authorised and entitled:

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;

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;

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 “**Programme**”);

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

7.2.5 to suppress or limit the preferential subscription rights of the shareholders when issuing shares in accordance with this Article 7.

7.3 Such authorization is valid for a period of five (5) years starting on 26 July 2023 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.

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.”

2. Decision to:

- (a) authorise the Board of Directors to determine that shareholders may also vote from a remote location in advance of any general meeting of shareholders of the Company, by correspondence and/or by electronic means, using a form made available and/or authorised by the Company; and
- (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.

Resolution proposed by the Board of Directors:

“The Extraordinary General Meeting resolves to:

- 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
- 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:

*“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.*

*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.”*

3. Decision to:
- (a) limit the total number of members of the Board of Directors to a maximum amount of seven (7) directors; and
  - (b) amend article 15.1 of the Articles accordingly.

*Resolution proposed by the Board of Directors:*

*“The Extraordinary General Meeting resolves to:*

- a. limit the total number of members of the Board of Directors to a maximum amount of seven (7) directors; and*
- b. amend article 15.1 of the Articles to read as follows:*

*“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 “**Board of Directors**”, each member individually, a “**Director**”). The Company may be managed by one director (the “**Sole Director**”), whether shareholder or not, as long as it has a sole shareholder.”*

4. Decision to:
- (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).

*Resolution proposed by the Board of Directors:*

*“The Extraordinary General Meeting resolves to:*

- 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.”*

## **BACKGROUND OF THE EGM**

The EGM is asked to resolve upon the proposals of the Board of Directors of the Company to update the Company's corporate governance practices and align the Company's Articles with market practices. In this context, the Company is providing the following reasoning for the proposed EGM resolutions:

- regarding the first (1) EGM resolution, a timely renewal of the existing authorised share capital of the Company of EUR 30,000,000 for a period of five (5) years is warranted to ensure that the Company has full optionality across all capital markets instruments during a period of economic uncertainty and/or to seize opportunities. The report of the Board of Directors, which is available on the Company's website at <https://www.aroundtown.de/investor-relations/general-meeting/egm-jul-2023>, describes in more detail the reasons and circumstances in relation to the renewal of the existing authorised share capital of the Company;
- regarding the second (2) EGM resolution, digitalizing the voting process would allow the Company's Board of Directors to enable its shareholders to vote from a remote location in advance of any general meeting of the shareholders of the Company, by correspondence and/or by electronic means. This aligns the Company with state-of-the-art digitalized corporate governance practices that are aimed at facilitating shareholder participation in the Company's future general meetings;

- regarding the third (3) EGM resolution, limiting the total number of members of the Board of Directors to a maximum of seven (7) directors shall ensure the continued orderly functioning of the Board of Directors of the Company while also allowing a sufficiently diverse range of views and experiences to be represented as well as maintaining a cost-efficient administrative cost structure; and
- regarding the fourth (4) EGM resolution, implementing a majority of at least seventy-five percent (75%) of the votes validly cast to dismiss any member of the Board of Directors would be in line with market standards.

### **QUORUM AND MAJORITY REQUIREMENTS FOR THE EGM**

The reconvened EGM shall validly deliberate on the resolutions of the above-mentioned agenda regardless of the proportion of the capital represented. In order for the resolutions to be adopted at the EGM, the resolutions must be carried by at least two thirds of the votes cast.

### **IMPORTANT INFORMATION FOR THE EGM**

#### **SHARE CAPITAL AND VOTING RIGHTS**

At the date of convening of the EGM, the Company's subscribed share capital equals EUR 15,370,256.09 and it is divided into 1,537,025,609 shares having a nominal value of EUR 0.01 each, all of which are fully paid up. At the date of convening of the EGM, the voting rights attached to a total number of 444,035,828 shares of the Company are suspended according to Luxembourg law. The Company's subscribed share capital and number of voting rights suspended may vary at the date of the EGM due to capital increase(s) and share buy-back(s).

#### **AVAILABLE INFORMATION AND DOCUMENTATION**

The following documents will be available for inspection by the shareholders at the registered office of the Company at 37, Boulevard Joseph II, L-1840 Luxembourg, Grand Duchy of Luxembourg, starting on the day of publication of this convening notice in the Luxembourg electronic gazette (*Recueil Electronique des Sociétés et Associations – RESA*) and on the Company's website at <https://www.aroundtown.de/investor-relations/general-meeting/egm-jul-2023>:

- (a) the full text of any document to be made available by the Company at the EGM including the draft resolutions in relation to above agenda points proposed to be adopted at the EGM;
- (b) this convening notice;
- (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 Attendance and Proxy Form (as further mentioned below); and
- (e) the report of the board of directors of the Company in accordance with article 420-26 (5) of the law of 10 August 1915 on commercial companies, as amended from time to time.

#### **ATTENDANCE AND REGISTRATION PROCEDURES**

Only shareholders who were holders of record of shares on the fourteenth (14<sup>th</sup>) day prior to the EGM at midnight, i.e. on 12 July 2023 at midnight (24:00) (CEST) (the “**Record Date**”), can register for, participate in and vote at the EGM.

**Registration via Lumi Connect platform:** In order to attend the EGM, shareholders who wish to use the Lumi Connect platform ([www.lumiconnect.com](http://www.lumiconnect.com)) shall (i) declare via the platform whether they intend to attend in person or appoint a proxyholder to attend the EGM on their behalf and (ii) provide the Company with the Record Date Confirmation as indicated below at the latest until 19 July 2023 at midnight (24:00) (CEST).

A step-by-step registration instruction for the EGM can be found on Lumi’s website ([www.lumiconnect.com](http://www.lumiconnect.com)) and on the Company’s website at <https://www.aroundtown.de/investor-relations/general-meeting/egm-jul-2023>.

**Registration outside Lumi Connect platform:** In order to attend the EGM, shareholders who do not wish to use the Lumi Connect platform must provide the Company with (i) the Record Date Confirmation as indicated below, and (ii) the duly completed, dated and signed attendance and proxy form (the “**Attendance and Proxy Form**”) as indicated below at the latest until 19 July 2023 at midnight (24:00) (CEST).

**Record Date Confirmation:** In order to be able to register for, participate in and vote at the EGM, shareholders are obliged to obtain a confirmation letter (the “**Record Date Confirmation**”) issued by the depository bank that is safe-keeping their shares in the Company stating the number of shares held by the shareholder on the Record Date. The Record Date Confirmation must be made in writing and sent by e-mail to [generalmeeting@aroundtown.de](mailto:generalmeeting@aroundtown.de) or by postal services to Aroundtown SA, Attn. EGM/Jelena Afxentiou, 37, Boulevard Joseph II, L-1840 Luxembourg, Grand Duchy of Luxembourg.

**Attendance in person:** Shareholders who plan to attend the EGM in person and do not wish to use the Lumi Connect platform shall duly complete and sign the Attendance and Proxy Form which can be retrieved from the Company’s website at <https://www.aroundtown.de/investor-relations/general-meeting/egm-jul-2023> specifying the number of shares held by the shareholder on the Record Date. The dated and signed Attendance and Proxy Form shall be sent by e-mail to [generalmeeting@aroundtown.de](mailto:generalmeeting@aroundtown.de) or by postal services to Aroundtown SA, Attn. EGM/Jelena Afxentiou, 37, Boulevard Joseph II, L-1840 Luxembourg, Grand Duchy of Luxembourg.

**Attendance by a proxyholder:** Shareholders who are not able to attend the EGM in person may appoint a proxyholder to attend the EGM on their behalf. In case the shareholders do not wish to use the Lumi Connect platform for this purpose, then they shall duly complete and sign the Attendance and Proxy Form which can be retrieved from the Company’s website at <https://www.aroundtown.de/investor-relations/general-meeting/egm-jul-2023> specifying the number of shares held by the represented shareholder on the Record Date. The dated and signed Attendance and Proxy Form shall be sent by e-mail to [generalmeeting@aroundtown.de](mailto:generalmeeting@aroundtown.de) or by postal services to Aroundtown SA, Attn. EGM/Jelena Afxentiou, 37, Boulevard Joseph II, L-1840 Luxembourg, Grand Duchy of Luxembourg.

Please note that (a) only persons who are shareholders of the Company at the Record Date and (b) who have timely submitted the Record Date Confirmation and (c) the Attendance and Proxy Form in case of registration outside the Lumi Connect platform and (d) who bring proof of their identity (valid passport or identity card) to the EGM shall have the right to participate in and vote at the EGM.

## **ADDITIONAL IMPORTANT INFORMATION FOR SHAREHOLDERS**

### **Transfer of shares after the Record Date**

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 EGM.

### **Right to ask questions before and during the EGM**

Shareholders have the right to ask questions about items on the agenda of the EGM before and during the meeting. The Company asks shareholders wishing to exercise this right before the EGM to send their questions by e-mail to [generalmeeting@aroundtown.de](mailto:generalmeeting@aroundtown.de) at least ten (10) business days prior to the EGM together with evidence establishing the holding of shares on the Record Date. The submitted questions will be answered at the reasonable discretion of the Company during the EGM and the Company is not required to answer all questions. In particular, questions may be summarized, reasonable questions may be selected in the interest of the other shareholders, and questions from shareholders' associations and institutional investors with significant voting interests may be given preference.

### **Publication of voting results**

The results of the vote for the meeting will be published on the Company's website within fifteen (15) days following the EGM. After the EGM, a shareholder can obtain upon request and within a period not exceeding two (2) months from the date of the vote, confirmation that his/her vote has been registered and counted by the Company.

### **Disclosures pursuant to the Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018**

A1	Unique identifier of the event	ATEGM20230726
A2	Type of message	Convening Notice of the Extraordinary General Meeting
B1	ISIN	LU1673108939
B2	Name of issuer	Aroundtown SA
C1	Date of the General Meeting	26 July 2023
C2	Time of the General Meeting	2:00 p.m. CEST
C3	Type of the General Meeting	Extraordinary General Meeting



C4	Location of the General Meeting	GSK Stockmann SA 44, Avenue John F. Kennedy 1 <sup>st</sup> floor L-1855 Luxembourg
C5	Record Date	12 July 2023
C6	Uniform Resource Locator (URL)	<a href="https://www.aroundtown.de/investor-relations/general-meeting/egm-jul-2023">https://www.aroundtown.de/investor-relations/general-meeting/egm-jul-2023</a>

For further information you may contact Jelena Afxentiou, telephone: +352 288 313, e-mail: [generalmeeting@aroundtown.de](mailto:generalmeeting@aroundtown.de).

*Further information about the processing of data in connection with the EGM is available on the Company's website <https://www.aroundtown.de/investor-relations/general-meeting/egm-jul-2023>.*

Luxembourg, 8 July 2023

**Aroundtown SA**

The Board of Directors