



**AROUNDTOWN SA**  
*Société Anonyme*  
40, Rue du Curé  
L-1368 Luxembourg  
R.C.S. Luxembourg: B217868

### **CONVENING NOTICE TO ALL SHAREHOLDERS**

All shareholders of Aroundtown SA (the “**Company**”) are hereby given notice upon instruction of the board of directors of the Company (the “**Board of Directors**”) that an

### **ORDINARY GENERAL MEETING OF THE COMPANY**

(the “**OGM**” or “**General Meeting**”)

will be held on 11 January 2022, at 1:30 p.m. (Central European Time, “**CET**”) with the agenda as set out below.

#### **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 have the opportunity to follow the OGM live via an audio webcast which will be available on 11 January 2022 at <https://www.webcast-egs.com/register/aroundtown20220111ogm> starting at 1.30 p.m. CET. Shareholders may refer to the section “*Attendance and Registration Procedures*” in this convening notice for further information.

### **AGENDA AND PROPOSED RESOLUTION FOR THE OGM**

Decision to:

- (i) increase the maximum aggregate nominal amount of the shares of the Company which may be acquired under the Company’s buy-back programme, as approved by the ordinary general meeting of the shareholders of the Company on 6 May 2020 and as approved and increased by the annual general meeting of the shareholders of the Company on 30 June 2021 (the “**Buy-back Programme**”), from 30% of the aggregate nominal amount of the issued share capital of the Company from time to time by 20% to 50% of the aggregate nominal amount of the issued share capital of the Company from time to time; and

- (ii) to approve the amendment of the first paragraph of the Buy-back Programme.

Resolution proposed by the Board of Directors:

*“The General Meeting resolves to:*

- (i) *increase the maximum aggregate nominal amount of the shares of the Company which may be acquired under the Company’s buy-back programme, as approved by the ordinary general meeting of the shareholders of the Company on 6 May 2020 and as approved and increased by the annual general meeting of the shareholders of the Company on 30 June 2021 (the “Buy-back Programme”), from 30% of the aggregate nominal amount of the issued share capital of the Company from time to time by 20% to 50% of the aggregate nominal amount of the issued share capital of the Company from time to time; and*

- (ii) *amend the first paragraph of the Buy-back Programme to read as follows:*

*“The General Meeting grants all powers to the Board of Directors, with option to delegate, to buy-back, either directly or through a subsidiary of the Company, shares of the Company for a period of five (5) years following the date of the present General Meeting. In particular, the General Meeting resolves that the aggregate nominal amount of the shares of the Company which may be acquired may not exceed 50% 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”.*”

Subject to the approval of this resolution by the shareholders, the Board of Directors will convene at least once a year an extraordinary general meeting of the shareholders of the Company (“EGM”) to decide on a reduction of the share capital of the Company, if the Company has acquired under its Buy-back Programme more than 30% of the aggregate nominal amount of its issued share capital from time to time. The reduction amount to be decided on such EGM shall be equal to the total number of shares with a nominal value of one cent (EUR 0.01) each exceeding the 30% threshold, as described above.

## **QUORUM AND MAJORITY REQUIREMENTS**

There is no quorum of presence requirement for the General Meeting. The agenda items are adopted by a simple majority of the votes validly cast by shareholders duly present or represented. Each share is entitled to one vote.

## **SHARE CAPITAL AND VOTING RIGHTS**

At the date of convening of the General Meeting, 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 OGM, the voting rights attached to a total number of 431,335,729 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 OGM 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 40, Rue du Curé, L-1368 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/ogm-2022/>:

- (a) this convening notice including the draft resolution proposed to be adopted;
- (b) the total number of shares and attached voting rights issued by the Company as of the date of publication of this convening notice; and
- (c) the Voting and Proxy Form (as further mentioned below).

## ATTENDANCE AND REGISTRATION PROCEDURES

### a) Attendance

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 general meeting. Shareholders or their proxies will not be able to attend the OGM in person.**

### b) Webcast

Shareholders may follow the OGM remotely via the live audio-webcast of the OGM, which will be available on 11 January 2022 at <https://www.webcast-egs.com/register/aroundtown20220111ogm> starting at 1.30 p.m. CET.

### c) Voting

Shareholders can exercise their voting rights only by (i) voting remotely in writing or (ii) authorising the secretary of the OGM or a proxyholder to cast votes on their behalf in the secretary's or such proxyholder's discretion using the voting and proxy form (the "**Voting and Proxy Form**"). In order to exercise voting rights in the OGM, shareholders must provide the Company with (i) the Record Date Confirmation, as indicated below, and (ii) the duly completed, dated and signed Voting and Proxy Form, as indicated below, at the latest until 6 January 2022 at midnight (24:00) (CET).

**Record Date Confirmation**: Only shareholders who were holders of record of shares on the fourteenth (14<sup>th</sup>) day prior to the OGM at midnight, *i.e.* on 28 December 2021 at midnight (24:00) (CET) (the "**Record Date**"), can participate in and vote at the OGM. 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. General Meeting/Jelena Afxentiou, 40, Rue du Curé, L-1368 Luxembourg, Grand Duchy of Luxembourg.

**Proxy Form:** All shareholders who plan to participate in the OGM and either (i) vote remotely in writing or (ii) authorise the secretary of the OGM or a proxyholder to cast votes on their behalf in the secretary's or such proxyholder's discretion shall duly complete and sign the Voting and Proxy Form, which can be retrieved from the Company's website at <https://www.aroundtown.de/investor-relations/general-meeting/ogm-2022/> specifying the number of shares held by the represented shareholder on the Record Date. The dated and signed Voting 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. General Meeting/Jelena Afxentiou, 40, Rue du Curé, L-1368 Luxembourg, Grand Duchy of Luxembourg.

Please note that only persons who are shareholders of the Company at the Record Date and who have timely submitted the Record Date Confirmation and the Voting and Proxy Form shall have the right to participate in and vote at the OGM.

## **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 OGM.

### **Ability to add agenda items or table alternative resolutions**

One or more shareholders holding together at least 5% of the issued share capital of the Company have the right to add items to the agenda of the OGM and/or to table draft resolutions for items included or to be included on the agenda of the OGM. Any such request must:

- be received by the Company before 20 December 2021 at midnight (24:00) (CET);
- 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. General Meeting/Jelena Afxentiou, 40, Rue du Curé, L-1368 Luxembourg, Grand Duchy of Luxembourg;
- be accompanied by either (a) the text of the new agenda item and/or draft resolution and a background explanation or (b) an alternative resolution for an existing agenda item, with a clear identification of the agenda item concerned, the text of the proposed alternative resolution and a background explanation;

- include the name of a contact person and a postal address or e-mail address at which the Company can confirm receipt within forty-eight (48) hours; and
- be followed by a Record Date Confirmation (as defined above under Attendance and Registration Procedures), proving that the requesting shareholder is a shareholder of the Company on the Record Date (as defined above under Attendance and Registration Procedures) holding alone or together with other requesting shareholders at least 5% of the issued share capital of the Company.

The Company will publish a revised agenda at the latest on 27 December 2021.

### **Right to ask questions**

Shareholders have the right to ask questions about items on the agenda of the OGM before the meeting. In accordance with the Luxembourg law of 23 September 2020 on measures concerning the holding of meetings in companies and other legal entities, as amended, shareholders may submit their questions electronically. The Company asks shareholders wishing to exercise this right to send their questions by e-mail to [generalmeeting@aroundtown.de](mailto:generalmeeting@aroundtown.de) at least ten (10) business days prior to the OGM 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 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 will be published on the Company's website within fifteen (15) days following the OGM. After the OGM, a shareholder can obtain upon request and within a period not exceeding two months from the date of the vote, confirmation that his/her vote has been registered and counted by the Company.

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 OGM is available on the Company's website at <https://www.aroundtown.de/investor-relations/general-meeting/ogm-2022/>.*

Luxembourg, 10 December 2021

### **Aroundtown SA**

The Board of Directors