



**AROUNDTOWN SA**  
*Société Anonyme*  
40, Rue du Curé  
L-1368 Luxembourg  
R.C.S. Luxembourg: B 217868

## **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

### **ANNUAL GENERAL MEETING 2020 OF THE COMPANY**

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

will be held on 24 June 2020, at 1.30 p.m. (Central European Summer Time, “**CEST**”) with the agenda as set out below.

#### **Important information:**

In accordance with article 1 (1) of the Grand Ducal Regulation of 20 March 2020 introducing measures concerning meetings in companies and other legal entities, the Company will not hold a physical meeting. Shareholders have the opportunity to follow the AGM live via an audio webcast which will be available on 24 June 2020 at <https://webcasts.egs.com/arountown20200624> starting at 1.30 p.m. CEST. Shareholders may refer to the section “*Attendance and Registration Procedures*” in this convening notice for further information.

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

1. Presentation of the management report of the Board of Directors in respect of the statutory financial statements of the Company and the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2019.

*No resolutions required.*

2. Presentation of the reports of the independent auditor of the Company in respect of the statutory financial statements of the Company and the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2019.

*No resolutions required.*

3. Presentation and approval of the statutory financial statements of the Company for the financial year ended on 31 December 2019.

Resolution proposed by the Board of Directors:

*“The General Meeting, after having reviewed the management report of the Board of Directors and the report of the independent auditor of the Company, approves the statutory financial statements of the Company for the financial year ended on 31 December 2019 in their entirety.”*

4. Presentation and approval of the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2019.

Resolution proposed by the Board of Directors:

*“The General Meeting, after having reviewed the management report of the Board of Directors and the report of the independent auditor of the Company, approves the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2019 in their entirety.”*

5. Allocation of the statutory financial results for the financial year ended on 31 December 2019.

Resolution proposed by the Board of Directors:

*“The General Meeting notes and acknowledges the statutory net profit of the Company in the amount of EUR 115,334,000 for the financial year ended on 31 December 2019 and resolves to carry it forward to the next financial year.”*

6. Discharge to be granted to each of the members of the Board of Directors (current and former) in respect of the performance of their duties during the financial year ended on 31 December 2019.

Resolution proposed by the Board of Directors:

*“The General Meeting resolves to grant discharge to each of the members of the Board of Directors (current and former) in respect of the performance of their duties during the financial year ended on 31 December 2019.”*

7. Renewal of the mandate of KPMG Luxembourg, société coopérative, as independent auditor of the Company whose mandate will automatically expire on the date of the annual general meeting of the shareholders of the Company to be held in 2021.

Resolution proposed by the Board of Directors:

*“The General Meeting resolves to renew the mandate of KPMG Luxembourg, société coopérative, having its registered office at 39, avenue John F. Kennedy, L-1855 Luxembourg, registered with the RCSL under number B 149133, as independent auditor of the Company in relation to the statutory financial statements of the Company and the consolidated financial statements of the Company and its group for a term which will expire at the end of the annual*

*general meeting of the shareholders of the Company called to approve the statutory financial statements of the Company and the consolidated financial statements of the Company and its group for the financial year ending on 31 December 2020.”*

8. Presentation and approval on an advisory non-binding basis (advisory vote) of the remuneration report for the financial year ended on 31 December 2019.

*Resolution proposed by the Board of Directors:*

*“The General Meeting approves on an advisory non-binding basis the remuneration report of the Company for the financial year ended on 31 December 2019 in its entirety.”*

9. Presentation and approval on an advisory non-binding basis (advisory vote) of the remuneration policy established by the Board of Directors of the Company.

*Resolution proposed by the Board of Directors:*

*“The General Meeting approves on an advisory non-binding basis the remuneration policy established by the Board of Directors of the Company in its entirety.”*

## **QUORUM AND MAJORITY REQUIREMENTS**

There is no quorum of presence requirement for the AGM. 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 AGM, the Company's subscribed share capital equals EUR 15,363,977.97 and it is divided into 1,536,397,797 shares having a nominal value of EUR 0.01 each, all of which are fully paid up. The voting rights attached to a total number of 183,936,137 shares of the Company are suspended according to Luxembourg law. The Company's subscribed share capital may vary at the date of the AGM due to capital increase(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/agm-2020/>:

- (a) this convening notice including the draft resolutions 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;

- (c) the Proxy Form (as further mentioned below);
- (d) the management report of the Board of Directors in respect of the statutory financial statements and the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2019;
- (e) the report of the independent auditor of the Company in respect of and contained in the statutory financial statements of the Company and the report of the independent auditor of the Company in respect of and contained in the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2019;
- (f) the statutory financial statements of the Company for the financial year ended on 31 December 2019 and the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2019;
- (g) the remuneration report for the financial year ended on 31 December 2019 (available under the section “Corporate Governance”); and
- (h) the remuneration policy established by the Board of Directors (available under the section “Corporate Governance”).

## **ATTENDANCE AND REGISTRATION PROCEDURES**

### **a) Attendance**

In accordance with article 1 (1) of the Grand Ducal Regulation of 20 March 2020 introducing measures concerning meetings in companies and other legal entities, **the Company will not hold a physical general meeting. Shareholders or their proxies will not be able to attend the AGM in person.**

### **b) Webcast**

Shareholders may follow the AGM remotely via the live audio-webcast of the AGM, which will be available on 24 June 2020 at <https://webcasts.egs.com/aroundtown20200624> starting at 1.30 p.m. CEST.

### **c) Voting**

Shareholders can exercise their voting rights only by authorising the secretary of the AGM to cast votes on their behalf in accordance with their instructions or in the secretary’s discretion using the Proxy Form. In order to exercise voting rights in the AGM, shareholders must provide the Company with (i) the Record Date Confirmation, as indicated below, and (ii) the duly completed, dated and signed Proxy Form, as indicated below, at the latest until 18 June 2020 at midnight (24:00) (CEST).

**Record Date Confirmation:** Only shareholders who were holders of record of shares on the fourteenth (14<sup>th</sup>) day prior to the AGM at midnight, i.e. on 10 June 2020 at midnight (24:00) (CEST) (the “**Record Date**”), can participate in and vote by proxy at the AGM. 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. AGM 2020/Jelena Afxentiou, 40, Rue du Curé, L-1368 Luxembourg, Grand Duchy of Luxembourg.

**Proxy Form:** All shareholders who plan to participate in and vote by proxy at the AGM shall duly complete and sign the proxy form (the “**Proxy Form**”), which can be retrieved from the Company’s website at <https://www.aroundtown.de/investor-relations/general-meeting/agm-2020/> specifying the number of shares held by the represented shareholder on the Record Date. The dated and signed Proxy Form shall be sent by e-mail to [generalmeeting@aroundtown.de](mailto:generalmeeting@aroundtown.de) or by postal services to Aroundtown SA, Attn. AGM 2020/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 Proxy Form shall have the right to participate in and vote by proxy at the AGM.

## **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 AGM.

### **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 AGM and/or to table draft resolutions for items included or to be included on the agenda of the AGM. Any such request must:

- be received by the Company before 2 June 2020 at midnight (24:00) (CEST);
- 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. AGM 2020/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 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 9 June 2020.

### **Right to ask questions**

Shareholders have the right to ask questions about items on the agenda of the AGM before the meeting. In accordance with the Grand Ducal Regulation of 20 March 2020 introducing measures concerning meetings in companies and other legal entities, 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 AGM 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 AGM. After the AGM, 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: +352 285 7741, e-mail: [generalmeeting@aroundtown.de](mailto:generalmeeting@aroundtown.de).

*Further information about the processing of data in connection with the AGM is available on the Company's website at <https://www.aroundtown.de/investor-relations/general-meeting/agm-2020/>.*

Luxembourg, 20 May 2020

### **Aroundtown SA**

The Board of Directors