



AROUNDTOWN SA
Société Anonyme

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

ATTENDANCE AND PROXY FORM

for the

ANNUAL GENERAL MEETING 2023 OF THE COMPANY

(the “AGM”)

to be held on 28 June 2023, at 1:00 p.m. (Central European Summer Time, “CEST”)

and for the

EXTRAORDINARY GENERAL MEETING OF THE COMPANY

(the “EGM”)

to be held on 28 June 2023, at 3:00 p.m. (CEST)

The AGM and EGM will be held at the offices of:

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

In order to attend the AGM/EGM, whether in person or represented by a proxyholder, shareholders who do not wish to use the Lumi Connect platform must provide the Company with a duly filled in and signed copy of this Attendance and Proxy Form together with the Record Date Confirmation (as described below) at the latest until 21 June 2023 at midnight (CEST).

SHAREHOLDER IDENTIFICATION

Name:	<p>NUMBER OF SHARES HELD ON THE RECORD DATE AND TO BE CAST FOR VOTING AT THE AGM/EGM:</p> <div style="border: 1px solid black; width: 150px; height: 40px; margin: 10px auto;"></div> <p><small>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. 14 June 2023) at midnight (24:00) CEST, 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.</small></p>
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 AGM and the EGM.

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

AGM

EGM

I acknowledge that I may appoint a proxy if I am not able to attend in person. If I do not wish to use the Lumi Connect platform, I shall have the right to participate in and vote in the AGM and the EGM only if I have timely submitted to the Company this Attendance 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 AGM/EGM at midnight, *i.e.* on 14 June 2023 at midnight CEST (the "**Record Date**"). This Attendance 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. AGM and EGM 2023/Jelena Afxentiou, 37, Boulevard Joseph II, L-1840 Luxembourg, Grand Duchy of Luxembourg. Admission will be granted upon presentation of a suitable identification document. No admission cards will be sent by post in advance of the AGM/EGM.

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

1

Attendance in Person

- I hereby notify you that I will attend the AGM/EGM in person.

2

Attendance by Proxy without Voting Instructions

- I hereby notify you that I will not attend the AGM/EGM in person and wish to appoint the secretary of the AGM/EGM or a proxyholder, if one is named below, to vote in my name and on my behalf as such person deems fit on all resolutions of the agenda of the AGM/EGM:

I appoint the following person to attend the AGM/EGM 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 AGM/EGM:

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 AGM/EGM instead.*

3

Attendance by Proxy with Voting Instructions

- I hereby notify you that I will not attend the AGM/EGM in person and wish to appoint the secretary of the AGM/EGM or a proxyholder, if one is named below, who shall vote at

the AGM/EGM in my name and on my behalf in accordance with the voting instructions given below:

I appoint the following person to attend the AGM/EGM and to vote in my name and on my behalf with the voting instructions given below:

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

**I indicate the last name, first name, address, e-mail address, telephone number and country of residence of the proxyholder whom I appoint. If the information provided hereto is not complete, the appointment will be deemed given to the secretary of AGM/EGM instead.*

***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 AGM/EGM. The omission to tick any box with respect to any resolution shall allow the secretary or appointed proxyholder to vote at his/her full discretion on the proposed resolutions.*

Voting instructions for the AGM	Vote in favor:	Vote against:	Abstention
Agenda Item 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 2022.	NO VOTE REQUIRED		
Agenda Item 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 2022.	NO VOTE REQUIRED		
Agenda Item 3: 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 2022 in their entirety.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 4: 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 2022 in their entirety.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 5: The General Meeting notes and acknowledges the statutory net profit of the Company in the amount of EUR 156,957,818 for the financial year ended on 31 December 2022 and resolves to carry it forward to the next financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 6: The General Meeting resolves to grant discharge to each of the members of the Board of Directors in respect of the performance of their duties during the financial year ended on 31 December 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<p>Agenda Item 7:</p> <p>The General Meeting approves the renewal of the mandate of Mr Ran Laufer as non-executive member of the Board of Directors 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 2027.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Agenda Item 8:</p> <p>The General Meeting approves the renewal of the mandate of Mrs Simone Runge-Brandner as independent member of the Board of Directors 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 2027.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Agenda Item 9:</p> <p>The General Meeting approves the renewal of the mandate of Mrs Jelena Afxentiou as executive member of the Board of Directors 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 2027.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Agenda Item 10:</p> <p>The General Meeting approves the renewal of the mandate of Mr Frank Roseen as executive member of the Board of Directors 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 2027.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Agenda Item 11:</p> <p>The General Meeting approves the renewal of the mandate of Mr Markus Leininger as independent member of the Board of Directors 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 2027.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Agenda Item 12:</p> <p>The General Meeting approves the renewal of the mandate of Mr Markus Kreuter as independent member of the Board of Directors 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 2027.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Agenda Item 13:</p> <p>The General Meeting resolves to appoint Mr Daniel Malkin as independent member of the Board of Directors of the Company whose mandate will automatically expire on the date of the annual general meeting of shareholders to be held in 2027.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Agenda Item 14:</p> <p>The General Meeting resolves to renew the mandate of KPMG Audit S.à r.l., having its registered office at 39, avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, registered with the RCSL under number B149133, 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 2023.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Agenda Item 15:</p> <p>The General Meeting approves on an advisory non-binding basis the remuneration report of the Company for the financial year ended on 31 December 2022 in its entirety.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Voting instructions for the EGM	Vote in favor:	Vote against:	Abstention
<p>Agenda Item 1:</p> <p>The Extraordinary General Meeting resolves to:</p> <p>(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];</p> <p>(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;</p> <p>(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</p> <p>(d) to amend article 7 of the Articles to read as follows:</p> <p>“Article 7. Authorised Share Capital</p> <p>7.1 <i>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></p> <p>7.2 <i>The Board of Directors is fully authorised and entitled:</i></p> <p>7.2.1 <i>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></p> <p>7.2.2 <i>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;</i></p> <p>7.2.3 <i>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");</i></p> <p>7.2.4 <i>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</i></p> <p>7.2.5 <i>to suppress or limit the preferential subscription rights of the shareholders when issuing shares in accordance with this Article 7.</i></p> <p>7.3 <i>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.</i></p> <p>7.4 <i>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.”</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Agenda Item 2:</p> <p>The Extraordinary General Meeting resolves to:</p> <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</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Voting instructions for the EGM	Vote in favor:	Vote against:	Abstention
<p>the shareholders of the Company, by correspondence and/or by electronic means, using a form made available and/or authorized 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>Agenda Item 3:</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 “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.”</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Agenda Item 4:</p> <p>The Extraordinary General Meeting resolves to:</p> <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</p> <p>(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:</p> <p><i>“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.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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.”</i></p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxyholder may represent the shareholder at the AGM/EGM 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 AGM/EGM, and vote in the name and on behalf of the shareholder.

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

Signed in on 2023

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Name:

Title: