



AROUNDTOWN SA
Société Anonyme
 40, Rue du Curé
 L-1368 Luxembourg

R.C.S. Luxembourg: B 217868

(the "Company")

ATTENDANCE AND PROXY FORM

for the

ORDINARY GENERAL MEETING OF THE COMPANY

(the "OGM")

to be held on 16 December 2019, at 1:30 p.m. (Central European Time, "CET")
 and for the

EXTRAORDINARY GENERAL MEETING OF THE COMPANY

(the "EGM")

to be held on 16 December 2019, at 2:00 p.m. CET


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

GSK Luxembourg SA

44, Avenue John F. Kennedy, 2nd floor, L-1855 Luxembourg

In order to attend the OGM/EGM, whether in person or represented by a proxyholder, a duly filled in and signed copy of this Attendance and Proxy Form together with the Record Date Confirmation (as described below) must be returned to the Company at the latest until 11 December 2019 at midnight (CET).

SHAREHOLDER IDENTIFICATION

Name:	NUMBER OF SHARES HELD ON THE RECORD DATE AND TO BE CAST FOR VOTING AT THE OGM/EGM:  <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 2019) 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 the OGM and the EGM.

Number of shares to be cast for voting: OGM: EGM:

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

I acknowledge that I may appoint a proxy if I am not able to attend in person. I shall have the right to participate and vote in the OGM/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 OGM/EGM at midnight, i.e. on 2 December 2019 at midnight (CET) (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. OGM and EGM, 40, Rue du Curé, L-1368 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 OGM/EGM.

1 Attendance in Person

I will attend the OGM/EGM in person.

2 Attendance by Proxy without Voting Instructions

I will not attend the OGM/EGM in person and wish to appoint the secretary of the OGM/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 OGM/EGM:

I appoint the following person to attend the OGM/EGM and to vote in my name and on my behalf <u>without voting instructions</u> as such person may deem fit on all the resolutions for all items of the agenda in addition to all amendments or new resolutions that would validly presented to the OGM/EGM:	
Name:	Address:
E-mail:
Telephone:	Country:
<i>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 OGM/EGM instead.</i>	

3 Attendance by Proxy with Voting Instructions

I will not attend the OGM/EGM in person and wish to appoint the secretary of the OGM/EGM, who shall vote at the OGM/EGM in accordance with the voting instructions given below:

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

Name:	Address:
E-mail:
Telephone:	Country:
<i>*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 OGM/EGM instead.</i>	
<i>**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 OGM/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.</i>	

Voting instructions for the OGM	Vote in favor:	Vote against:	Abstention
Agenda Item 1: The General Meeting approves the appointment of Mr Ran Laufer, an individual of Israeli nationality, born in Petah Tikva, Israel, on 5 September 1973, residing at Am Karlsbad 11, 10785 Berlin, Germany, as a 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 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 2: The General Meeting approves the appointment of Mrs Simone Runge-Brandner, an individual of German nationality, born in Friedberg, Germany, on 9 January 1976, professionally residing at 1, Avenue du Bois, L-1251 Luxembourg, Grand Duchy of Luxembourg as an 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 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 3: The General Meeting approves the renewal of the mandate of Ms Jelena Afxentiou as executive member of the Board of Directors of the Company which will automatically expire on the date of the annual general meeting of the shareholders of the Company to be held in 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 4: The General Meeting approves the renewal of the mandate of Mr Oschrie Massatschi as executive member of the Board of Directors of the Company which will automatically expire on the date of the annual general meeting of the shareholders of the Company to be held in 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 5: The General Meeting approves the renewal of the mandate of Mr Frank Roseen as executive member of the Board of Directors of the Company which will automatically expire on the date of the annual general meeting of the shareholders of the Company to be held in 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 6: The General Meeting approves the renewal of the mandate of Mr Markus Leininger as independent member of the Board of Directors of the Company which will automatically expire on the date of the annual general meeting of the shareholders of the Company to be held in 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 7: The General Meeting approves the renewal of the mandate of Mr Markus Kreuter as independent member of the Board of Directors of the Company which will automatically expire on the date of the annual general meeting of the shareholders of the Company to be held in 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Voting instructions for the EGM	Vote in favor:	Vote against:	Abstention
<p>Agenda Item:</p> <p>The Extraordinary General Meeting resolves to:</p> <p>(a) approve the increase of the existing authorized share capital of the Company from its present amount of EUR 20,000,000 to EUR 30,000,000 and to approve the modification and renewal of the authorization of the Board of Directors to increase the corporate share capital within the limits of the authorized share capital for a period of five (5) years from 16 December 2019, or in case of adjournment because no quorum has been reached at the first EGM, of the adjourned EGM that effectively resolved on the increase, modification and renewal of the authorized 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 authorized 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 authorized capital and to cancel 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 be the following:</p> <p>“Article 7. Authorized Share Capital</p> <p><i>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.</i></p> <p><i>7.2 The Board of Directors is fully authorized and entitled:</i></p> <p><i>7.2.1 to increase the subscribed capital within the limits of the authorized 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><i>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 authorized capital and with the applicable legal provisions and more particularly with article 420-27 of the Law, as applicable;</i></p> <p><i>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");</i></p> <p><i>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</i></p> <p><i>7.2.5 to suppress or limit the preferential subscription rights of the shareholders when issuing shares in accordance with this Article 7.</i></p> <p><i>7.3 Such authorization is valid for a period of five (5) years starting on 16 December 2019 and may be renewed by a general meeting of shareholders with respect to the shares of the authorized capital which at that time shall not have been issued by the Board of Directors.</i></p> <p><i>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 authorized (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"/>

The proxyholder(s) may represent the shareholder at the OGM/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 OGM/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(s) 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(s) in the courts of Luxembourg-City, and each of the shareholder and the proxyholder(s) 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 OGM/EGM and the vote on the resolutions and that the data submitted may be transmitted to entities involved in the organization of the OGM/EGM.

Signed in on 2019

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Name:

Title: