



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 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 the “**General Meeting**”)

will be held on 16 December 2019, at 1.30 p.m. (Central European Time, “**CET**”) with the agenda as set out below and an

EXTRAORDINARY GENERAL MEETING OF THE COMPANY

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

will be held on 16 December 2019, at 2.00 p.m. CET with the agenda as set out below.

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

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

AGENDA AND PROPOSED RESOLUTIONS FOR THE OGM

1. Appointment of Mr Ran Laufer as non-executive member of the Board of Directors of the Company whose mandate will expire on the date of the annual general meeting of shareholders to be held in 2022.

Resolution proposed by the Board of Directors:

“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.”

2. Appointment of Mrs Simone Runge-Brandner as independent member of the Board of Directors of the Company whose mandate will expire on the date of the annual general meeting of shareholders to be held in 2022.

Resolution proposed by the Board of Directors:

“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.”

3. Renewal of the mandate of Ms Jelena Afxentiou as executive member of the Board of Directors whose mandate will expire on the date of the annual general meeting of shareholders to be held in 2022.

Resolution proposed by the Board of Directors:

“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.”

4. Renewal of the mandate of Mr Oschrie Massatschi as executive member of the Board of Directors whose mandate will expire on the date of the annual general meeting of shareholders to be held in 2022.

Resolution proposed by the Board of Directors:

“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.”

5. Renewal of the mandate of Mr Frank Roseen as executive member of the Board of Directors whose mandate will expire on the date of the annual general meeting of shareholders to be held in 2022.

Resolution proposed by the Board of Directors:

“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.”

6. Renewal of the mandate of Mr Markus Leininger as independent member of the Board of Directors whose mandate will expire on the date of the annual general meeting of shareholders to be held in 2022.

Resolution proposed by the Board of Directors:

“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.”

7. Renewal of the mandate of Mr Markus Kreuter as independent member of the Board of Directors whose mandate will expire on the date of the annual general meeting of shareholders to be held in 2022.

Resolution proposed by the Board of Directors:

“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.”

QUORUM AND MAJORITY REQUIREMENTS FOR THE OGM

There is no quorum of presence requirement for the OGM. 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.

AGENDA AND PROPOSED RESOLUTIONS FOR THE EGM

Decision to:

- (a) increase the existing authorized share capital of the Company from its present amount of EUR 20,000,000 to EUR 30,000,000 and to modify and renew 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 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 increase, modification and renewal of the authorized share capital of the Company;
- (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 authorized 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 authorized 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 accordingly.

Resolution proposed by the Board of Directors:

“The Extraordinary General Meeting resolves to:

- 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;*
- 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;*
- 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*
- d. amend article 7 of the Articles to read as follows:*

Article 7. Authorized 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 authorized and entitled:

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;

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;

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 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.

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."

QUORUM AND MAJORITY REQUIREMENTS FOR THE EGM

The EGM shall not validly deliberate unless at least one half of the Company's share capital is represented. If this condition is not satisfied, a second meeting may be convened, in the manner prescribed by the Articles and the law of 10 August 1915 on commercial companies, as amended from time to time, by means of notices filed with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) and published on the *Recueil Electronique des Sociétés et Associations* and in a Luxembourg newspaper at least seventeen (17) days before the meeting. The second meeting shall validly deliberate regardless of the proportion of the capital represented. At both meetings, the resolutions, in order to be adopted, must be carried by at least two thirds of the votes cast.

IMPORTANT INFORMATION FOR BOTH OGM AND EGM

SHARE CAPITAL AND VOTING RIGHTS

At the date of convening of the OGM and EGM, the Company's subscribed share capital equals EUR 12,235,742.61 and it is divided into 1,223,574,261 shares having a nominal value of EUR 0.01 each, all of which are fully paid up. The Company's subscribed share capital may vary at the date of the OGM and the EGM 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/ogmegm-2019/>:

- (a) full text of any document to be made available by the Company at the OGM and EGM including draft resolutions in relation to above agenda points to be adopted at the OGM and 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; and
- (d) the Attendance and Proxy Form (as further mentioned below) in relation to the OGM and EGM.

ATTENDANCE AND REGISTRATION PROCEDURES

Only shareholders who were holders of record of shares on the fourteenth (14th) day prior to the OGM and the EGM at midnight, i.e. **on 2 December 2019 at midnight (24:00) CET** (the "**Record Date**"), can register for, participate in and vote at the OGM and/or the EGM.

In order to attend the OGM and/or the EGM, shareholders 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 11 December 2019 at midnight (24:00) (CET)**.

Record Date Confirmation: In order to be able to register for, participate in and vote at the OGM and/or 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 or by postal services to Aroundtown SA, Attn. OGM and EGM, 40, Rue du Curé, L-1368 Luxembourg, Grand Duchy of Luxembourg.

Attendance in person: Shareholders who plan to attend the OGM and/or the EGM in person 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/ogmegm-2019/> 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 or by postal services to Aroundtown SA, Attn. OGM and EGM, 40, Rue du Curé, L-1368 Luxembourg, Grand Duchy of Luxembourg.

Attendance by a proxyholder: Shareholders who are not able to attend the OGM and/or the EGM in person may appoint a proxyholder to attend the OGM and/or the EGM on their behalf. The shareholder shall duly complete and sign the respective Attendance and Proxy Form which can be retrieved from the Company's website at <https://www.aroundtown.de/investor-relations/general-meeting/ogmegm-2019/> 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 or by postal services to Aroundtown SA, Attn. OGM and EGM, 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, who have timely submitted the Record Date Confirmation and the Attendance and Proxy Form and who bring proof of their identity (valid passport or identity card) to the OGM and/or the EGM shall have the right to participate in and vote at the OGM and/or 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 OGM and/or the EGM.

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

- be received by the Company before 24 November 2019 at midnight (24:00) CET;

- be made in writing and 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;
- 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 confirmation letter issued by the depository bank that is safe-keeping the shares in the Company, proving that the requesting shareholder is a shareholder of the Company 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 for OGM and/or the EGM at the latest on 1 December 2019.

Ability to ask questions before and during the OGM and/or the EGM

Shareholders have the right to ask questions about items on the agenda of the OGM and/or the EGM before and during the respective meeting. Shareholders wishing to exercise this right before the OGM and/or the EGM must send their questions by e-mail to generalmeeting@aroundtown.de at least ten (10) business days prior to the meeting together with evidence establishing the holding of shares on the Record Date. The Company will respond on a best efforts basis to the questions during the OGM and the EGM, in particular respecting the good order of the OGM and the EGM and its business interests.

Publication of voting results

The results of the vote for each meeting will be published on the Company's website within fifteen (15) days following the OGM and the EGM. After the OGM and the EGM, 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, email: generalmeeting@aroundtown.de.

Further information about the processing of data in connection with the OGM and the EGM is available on the Company's website at <https://www.aroundtown.de/investor-relations/general-meeting/ogmegm-2019/>.

Luxembourg, 15 November 2019

Aroundtown SA

The Board of Directors