



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

R.C.S. Luxembourg: B 217868

(the "Company")

## PROXY FORM

for the

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

(the "General Meeting")

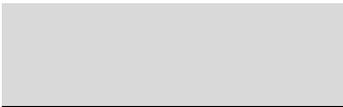
to be held on 6 May 2020, at 11:00 a.m. (Central European Summer Time, "CEST")

#### 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 may participate at the General Meeting only by appointing the secretary of the Meeting acting as their proxyholder at the General Meeting.**

**In order to participate at the General Meeting, a duly filled in and signed copy of this Proxy Form together with the Record Date Confirmation (as described below) must be returned to the Company at the latest until 4 May 2020 at midnight (CEST).**

### SHAREHOLDER IDENTIFICATION

Name:	.....	<b>NUMBER OF SHARES HELD ON THE RECORD DATE AND TO BE CAST FOR VOTING AT THE GENERAL MEETING:</b>
Address:	.....	
	.....	
Country:	.....	
Email:	.....	
Telephone:	.....	
		<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. 22 April 2020) at midnight 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.</i>

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

I shall have the right to participate and vote in the General Meeting only if I have timely submitted to the Company this 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 (14<sup>th</sup>) day prior to the General Meeting at midnight, i.e. on 22 April 2020 at midnight CEST (the "Record Date"). This Proxy Form and the Record Date Confirmation must 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.

# 1

## Participation by Proxy without Voting Instructions

- I will participate at the General Meeting by appointing the secretary of the General Meeting to vote in my name and on my behalf as such person deems fit on all resolutions of the agenda of the General Meeting:

# 2

## Participation by Proxy with Voting Instructions

- I will participate at the General Meeting by appointing the secretary of the General Meeting, who shall vote at the General Meeting in accordance with the voting instructions given below:

*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 General Meeting. The omission to tick any box with respect to any resolution shall allow the secretary of the General Meeting to vote at his/her full discretion on the proposed resolutions.*

Voting instructions for the General Meeting	Vote in favor:	Vote against:	Abstention
<p><b>Agenda Sole Item:</b></p> <p>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 20% 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.</p> <p>In each individual case, the buy-back is to be conducted, at the choice of the Board of Directors or the management committee, if delegated by the Board of Directors, (i) through the stock exchange, or (ii) by means of a purchase offer addressed to all shareholders, or (iii) by means of a public invitation to submit a sale offer, or (iv) by means of issuing tendering rights to shareholders.</p> <p>i. To the extent that the buy-back is conducted through the stock exchange, the repurchase price per share (excluding any ancillary buy-back costs and without any tax gross-up obligation) paid by the Company may not exceed by more than 20% or fall short of 50% of the price for a share of the Company in Xetra trading (or a functionally comparable successor system to the Xetra system) at the Frankfurt Stock Exchange ascertained on the trading day by the opening auction;</p> <p>ii. To the extent that the buy-back is conducted through a purchase offer addressed to all shareholders (the "Offer"), the repurchase price per share (excluding any ancillary buy-back costs and without any tax gross-up obligation) offered and paid by the Company may not exceed or fall short of, by more than 20% of the average of the closing prices of shares of the Company in Xetra trading (or a functionally comparable successor system to the Xetra system) at the Frankfurt Stock Exchange on the last two exchange trading days before the date of the publication of the Offer. In the event that a significant change in the share price occurs after the publication of the Offer, the Offer may be adjusted. In case of an adjustment, the reference price is the closing price of the last exchange trading day before the date of the publication of the adjustment, and the 20% limit for exceeding or falling short shall be applied to this price. In the event that an Offer is oversubscribed, the buy-back may be conducted in accordance with the proportion of the shareholdings held by the tendering shareholders in relation to each other (shareholding quotas) or in accordance with the proportion of the tendered shares (tendering quotas). In addition, (i) in order to avoid fraction of shares, rounding may be applied and (ii) a preferential acceptance of small numbers of shares may be provided for. The Offer may also stipulate additional conditions;</p> <p>iii. To the extent that the buy-back is conducted through a public invitation to all shareholders to submit a sale offer, the Company will determine a price range per share within which the sales offers can be submitted. The purchase price per share offered and paid by the Company (excluding incidental acquisition costs) may not exceed or fall short of, by more than 20% of the average closing prices of shares of the Company in Xetra trading (or a functionally comparable successor system to the Xetra system) at the Frankfurt Stock Exchange on the last two exchange trading days before the date of the publication of the public invitation to submit a sale offer. If after the publication of invitation to submit a sale offer there are significant deviations in the relevant share price, the invitation to submit sale offer may be adjusted. In case of an adjustment, the relevant reference price shall be the closing price of the last trading day prior to the date of the publication of the adjustment. In the event that not all sales offers of an equal value can be accepted due to the volume limitation, the buy-back may be conducted in accordance with the proportion of the shareholdings held by the tendering shareholders in relation to each other (shareholding quotas) or in accordance with the proportion of the tendered shares (tendering quotas). In addition, (i) in order to avoid fraction of shares, rounding may be applied and (ii) a preferential acceptance of small numbers of shares may be provided for. The public invitation may also stipulate additional conditions;</p> <p>iv. To the extent that the buy-back is conducted through issuing tender rights to the shareholders, these shares can be allocated per share held in the Company. In accordance with the ratio of the Company's share capital to the volume of shares to be repurchased by the Company, a correspondingly fixed number of tender rights entitles the holder to sell one of the Company's shares to the Company. Tender rights may also be issued in such manner that one tender right is issued for a number of shares determined on the ratio of the Company's share capital to the buy-back volume. Fractions of tender rights shall not be issued and in this case, the corresponding fractional tender rights shall be excluded. The price or the limit values of the offered purchase price range (each without incidental acquisition costs) at which a share can be sold to the Company upon exercising the tender right is determined in accordance with the provisions of paragraph (iii) above, with the relevant determination date being that of the publication of the repurchase offer granting tender rights, and be adjusted as necessary, with the relevant adjustment date being that of the publication of the adjustment, if any. The Board of Directors, with option to delegate, shall determine the details of the tender rights, in particular their content, term, and, if applicable, tradability.</p> <p>The Company is authorized to use the shares that have been or will be acquired as a result of this authorization or by any other reasons, in addition to selling them on the stock exchange, for all other legally permissible purposes, in particular, but not exclusively, for the</p>	<p><input type="checkbox"/></p>	<p><input type="checkbox"/></p>	<p><input type="checkbox"/></p>

Voting instructions for the General Meeting	Vote in favor:	Vote against:	Abstention
<p>following purposes:</p> <ul style="list-style-type: none"> <li>i. The shares may be sold against cash or against contributions in kind for any purposes or used in order to fulfil obligations or to secure obligations or rights to acquire shares in the Company, in particular under convertible bonds, warrant bonds, profit participation rights and/or participating bonds or combinations thereof issued by the Company or its Connected Companies as defined under article 4.4. of the Company's articles of association; or</li> <li>ii. The shares may be offered for acquisition or be promised and/or transferred, as part of any management incentive programme to employees of the Company or its Connected Companies, to members of the Company's Board of Directors or management committee as well as to members of the managing bodies of its Connected Companies; or</li> <li>iii. The shares may be offered to all shareholders, so that they may acquire shares of the Company in exchange for the (also partial) assignment of their claim to the payment of the dividend, which comes into existence with the resolution of the Company's annual general meeting of shareholders (scrip dividend).</li> </ul> <p>Any acquired shares under the buy-back authorization shall be held by the Company or by a subsidiary of the Company as treasury shares with their voting and dividend rights being suspended for the period of time they are held by the Company or by a subsidiary of the Company and are available for distribution by the Board of Directors, or the management committee, if delegated by the Board of Directors, at its full discretion without applying a principle of equality among shareholders.</p> <p>This authorisation may be exercised by and all powers are granted to the Board of Directors, with the power to delegate, to ensure the implementation of this authorization.</p>			

The proxyholder may represent the shareholder at the General Meeting 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 General Meeting, and vote in the name and on behalf of the shareholder.

This 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 Proxy Form shall be brought by the shareholder and the proxyholder in the courts of Luxembourg-City, and each of the shareholder 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 Proxy Form, the shareholder hereby consents that the submitted data is collected, processed and used for the purpose of the General Meeting and the vote on the resolutions and that the data submitted may be transmitted to entities involved in the organization of the General Meeting.

Signed in ..... on ..... 2020

.....

Name:  
Title: