



AROUNDTOWN SA
Société Anonyme
37, Boulevard Joseph II
L-1840 Luxembourg
R.C.S. Luxembourg: B217868

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 extraordinary general meeting of the shareholders of the Company that was initially scheduled for 29 June 2022, at 3:15 p.m. (Central European Summer Time) with the agenda as set out below did not reach the necessary quorum set forth in article 450-3 (2) of the law of 10 August 1915 on commercial companies, as amended. The extraordinary general meeting of the shareholders will therefore be reconvened and all shareholders are invited to attend the

EXTRAORDINARY GENERAL MEETING OF THE COMPANY

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

to be held on 16 December 2022, at 11:30 a.m. (Central European Time, “**CET**”) with the agenda as set out below

and an

ORDINARY GENERAL MEETING OF THE COMPANY

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

to be held on 16 December 2022, at 12:15 p.m. CET with the agenda as set out below.

Important information:

In accordance with article 1 (1) of the Luxembourg law of 23 September 2020 on measures concerning the holding of meetings in companies and other legal entities, as amended, the Company will not hold a physical meeting. Shareholders have the opportunity to follow the EGM and the OGM live via an audio webcast which will be available on 16 December 2022 at <https://www.webcast-egs.com/register/arountown202212meeting/en> starting at 11:30 a.m. CET. Shareholders may refer to the section “*Attendance and Registration Procedures*” in this convening notice for further information.

AGENDA AND PROPOSED SOLE RESOLUTION FOR THE EGM

Approval of the amendment to article 9.2 of the articles of association of the Company (the “Articles”).

Resolution proposed by the Board of Directors:

“The Extraordinary General Meeting resolves to amend article 9.2 of the Articles to read as follows:

*“**Art. 9.2.** The annual general meeting of shareholders shall be held within six (6) months after the end of the financial year of the Company at a time set by the Board of Directors in the convening notice at the registered office of the Company or at such other place in the municipality of the registered office as specified in the convening notice. If such day is not a business day, the annual general meeting of shareholders will be held on the next following business day.”*

QUORUM AND MAJORITY REQUIREMENTS FOR THE EGM

The reconvened EGM shall validly deliberate on the sole resolution of the above-mentioned agenda regardless of the proportion of the capital represented. In order for the resolution to be adopted at the EGM the resolution must be carried by at least two thirds of the votes cast.

AGENDA AND PROPOSED SOLE RESOLUTION FOR THE OGM

Decision to authorise the Board of Directors to use treasury shares of the Company acquired through the buy-back programme of the Company for share lending transactions with financial institutions up to 10% 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.

Resolution proposed by the Board of Directors:

*“The General Meeting grants all powers to the Board of Directors, with option to delegate, to use fully paid-up shares of the Company, which were or will be acquired, either directly or through a subsidiary of the Company, by means of the buy-back programme of the Company (the “**Treasury Shares**”), as amended from time to time and as first approved by the general meeting of the shareholders of the Company on 6 May 2020, as amended on 30 June 2021 and 11 January 2022 (the “**Buy-back Programme**”), for share lending transactions with financial institutions.*

The present authorisation may be exercised by the Board of Directors without prejudice and in addition to the existing authorizations under the Buy-back Programme and allow to lend, sell and/or transfer full ownership of its Treasury

*Shares and all rights connected therewith to financial institutions and to retrieve and/or acquire ownership of the same number, type and quality of shares of the Company from financial institutions (the “**Equivalent Shares**”), including but not limited to share lending facilities entered into simultaneously to issuances of equity linked instruments, including but not limited to convertible bonds, against compensation in cash and/or in kind, lending fees and/or charges through stock markets, off-market or over-the-counter transactions, including but not limited to derivative financial instruments, collateralized share lending arrangements and/or repurchase agreements.*

The overall amount of Treasury Shares available for share lending purposes shall be limited to 10% 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.

The number of Equivalent Shares of the Company to be retrieved and/or acquired at the end of a certain lending period from a financial institution shall correspond to, and not exceed, the number of Treasury Shares lent, sold and/or transferred in the same transaction to a financial institution. Equivalent Shares are thus neither eligible to be acquired under the Buy-back Programme nor require an acquisition offer to all shareholders of the Company, however, Equivalent Shares, once retrieved and/or acquired by the Company shall re-qualify without limitation as Treasury Shares as if acquired under the Buy-back Programme.

This authorisation may be exercised by the Board of Directors, at its full discretion, without applying the principle of equality among shareholders, with the power to delegate, to ensure the implementation of this authorization.”

BACKGROUND OF THE OGM

The OGM shall resolve upon a proposal of the board of directors of the Company to increase the flexibility of the Company regarding the express use of treasury shares for share lending transactions with financial institutions. By virtue of share lending transactions, the Company may utilize on its treasury shares by generating lending fees, while currently not generating any income and/or saving costs and/or optimising the pricing terms of potential future issuances of equity linked instruments including but not limited to convertible bonds when simultaneously entering into share-lending facilities.

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.

IMPORTANT INFORMATION FOR BOTH EGM AND OGM

SHARE CAPITAL AND VOTING RIGHTS

At the date of convening of the EGM and the OGM, the Company's subscribed share capital equals EUR 15,370,256.09 and it is divided into 1,537,025,609 shares having a nominal value of EUR 0.01 each, all of which are fully paid up. At the date of convening of the EGM and the OGM, the voting rights attached to a total number of 465,432,469 shares of the Company are suspended according to Luxembourg law. The Company's subscribed share capital and number of voting rights suspended may vary at the date of the EGM and the OGM due to capital increase(s) and share buy-back(s).

AVAILABLE INFORMATION AND DOCUMENTATION

The following documents will be available for inspection by the shareholders at the new registered office of the Company at 37, Boulevard Joseph II, L-1840 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/egm-ogm-2022/>:

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

ATTENDANCE AND REGISTRATION PROCEDURES

a) Attendance

In accordance with article 1 (1) of the Luxembourg law of 23 September 2020 on measures concerning the holding of meetings in companies and other legal entities, as amended, **the Company will not hold physical general meetings. Shareholders or their proxies will not be able to attend the EGM nor the OGM in person.**

b) Webcast

Shareholders may follow the EGM and/or OGM remotely via the live audio-webcast of the EGM and/ or the OGM, which will be available on 16 December 2022 at <https://www.webcast-egs.com/register/aroundtown202212meeting/en> starting at 11:30 a.m. CET.

c) Voting

Shareholders can exercise their voting rights only by (i) voting remotely in writing or (ii) authorising the secretary of the EGM and/or OGM or a proxyholder to cast votes on their behalf in the secretary's or such proxyholder's discretion using the voting and proxy form (the "**Voting and Proxy Form**"). In order to exercise voting rights in the EGM and/ or in the OGM, shareholders must provide the Company with (i) the Record Date Confirmation, as indicated below, and (ii) the duly completed, dated and signed Voting and Proxy Form, as indicated below, at the latest until 9 December 2022 at midnight (24:00) (CET).

Record Date Confirmation: Only shareholders who were holders of record of shares on the fourteenth (14th) day prior to the EGM and/or OGM at midnight, *i.e.* on 2 December 2022 at midnight (24:00) (CET) (the "**Record Date**"), can participate in and vote at the EGM and/ or the OGM. 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. EGM and OGM/Jelena Afxentiou, 37, Boulevard Joseph II, L-1840 Luxembourg, Grand Duchy of Luxembourg.

Proxy Form: All shareholders who plan to participate in the EGM and/or OGM and either (i) vote remotely in writing or (ii) authorise the secretary of the EGM and/or OGM or a proxyholder to cast votes on their behalf in the secretary's or such proxyholder's discretion shall duly complete and sign the Voting and Proxy Form, which can be retrieved from the Company's website at <https://www.aroundtown.de/investor-relations/general-meeting/egm-ogm-2022/> specifying the number of shares held by the represented shareholder on the Record Date. The dated and signed Voting and Proxy Form shall be sent by e-mail to generalmeeting@aroundtown.de or by postal services to Aroundtown SA, Attn. EGM and/or OGM/Jelena Afxentiou, 37, Boulevard Joseph II, L-1840 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 Voting and Proxy Form shall have the right to participate in and vote at the EGM and/ or the OGM.

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 EGM and/ or the OGM.

Ability to add agenda items or table alternative resolutions for the OGM

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

- be received by the Company before 24 November 2022 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/Jelena Afxentiou, 37, Boulevard Joseph II, L-1840 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 forty-eight (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 for the OGM at the latest on 1 December 2022.

RIGHT TO ASK QUESTIONS

Shareholders have the right to ask questions about items on the agenda of the EGM and/or the OGM before the respective meeting. In accordance with the Luxembourg law of 23 September 2020 on measures concerning the holding of meetings in companies and other legal entities, as amended, 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 at least ten (10) business days prior to the EGM and/or the OGM 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 for each meeting will be published on the Company's website within fifteen (15) days following the EGM and the OGM. After the EGM and the OGM, a shareholder can obtain upon request and within a period not exceeding two (2) months from the date of the vote, confirmation that his/her vote has been registered and counted by the Company.

Disclosures pursuant to the Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018

A1	Unique identifier of the event	ATEGMOGM20221216
A2	Type of message	Convening Notice of the Extraordinary General Meeting and Ordinary General Meeting
B1	ISIN	LU1673108939
B2	Name of issuer	Aroundtown SA
C1	Date of the General Meeting	16 December 2022
C2	Time of the General Meeting	11:30 a.m. CET for the reconvened Extraordinary General Meeting and at 12:15 p.m. CET for the Ordinary General Meeting
C3	Type of the General Meeting	Extraordinary General Meeting and Ordinary General Meeting
C4	Location of the General Meeting	Aroundtown SA will not hold a physical meeting. Shareholders have the opportunity to follow the extraordinary general meeting and ordinary general meeting live via an audio webcast which will be available on 16 December 2022 at https://www.webcast-egs.com/register/aroundtown202212meeting/en
C5	Record Date	2 December 2022
C6	Uniform Resource Locator (URL)	https://www.webcast-egs.com/register/aroundtown202212meeting/en

For further information you may contact Jelena Afxentiou, telephone: +352 288 313, e-mail: generalmeeting@aroundtown.de.

Further information about the processing of data in connection with the EGM and the OGM is available on the Company's website at <https://www.aroundtown.de/investor-relations/general-meeting/egm-ogm-2022/>.

Luxembourg, 16 November 2022

Aroundtown SA

The Board of Directors