



**AROUNDTOWN SA**  
*Société Anonyme*  
40, Rue du Curé  
L-1368 Luxembourg  
R.C.S. Luxembourg: B217868  
(the “Company”)

**VOTING AND PROXY FORM**

for the

**ANNUAL GENERAL MEETING 2022 OF THE COMPANY**

(the “AGM”)

to be held on 29 June 2022, at 2:30 p.m. (Central European Summer Time, “CEST”)

and for the

**EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

(the “EGM”)

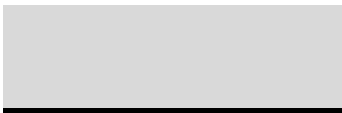
to be held on 29 June 2022, at 3:15 p.m. (CEST)

**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 may participate at the AGM and/or the EGM by voting remotely in writing or by appointing the secretary of the AGM/EGM or a proxyholder acting as their proxyholder at the AGM/EGM. Shareholders may optionally follow the AGM and/or the EGM remotely via an audio webcast of the AGM/EGM, which will be available on 29 June 2022 at <https://www.webcast-egs.com/aroundtown20220629> starting at 2.30 p.m. CEST.

**In order to participate in the AGM/EGM and vote remotely in writing or by proxy a duly filled in and signed copy of this Voting and Proxy Form together with the Record Date Confirmation (as described below) must be returned to the Company at the latest until 23 June 2022 at midnight (CEST).**

**SHAREHOLDER IDENTIFICATION**

Name:	.....	<b>NUMBER OF SHARES HELD ON THE RECORD DATE AND TO BE CAST FOR VOTING AT THE AGM/EGM:</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. 15 June 2022) 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>

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 shall have the right to participate in and vote remotely by writing or by proxy at the AGM and the EGM only if I have timely submitted to the Company this Voting 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 (14<sup>th</sup>) day prior to the AGM/EGM at midnight, *i.e.* on 15 June 2022 at midnight CEST (the "**Record Date**"). This Voting and 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. AGM and EGM 2022/Jelena Afxentiou, 40, Rue du Curé, L-1368 Luxembourg, Grand Duchy of Luxembourg.

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

**1**

### Participation by Proxy without Voting Instructions

- I will participate at the AGM/EGM by appointing 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 the resolutions of the agenda of the AGM/EGM:

I appoint the following person to participate at the AGM/EGM and to vote in my name and on my behalf <u>without voting instructions</u> as such person may deem fit on the resolutions of the agenda of the AGM/EGM:	
Name:	Address:
E-mail:	
Telephone:	Country:
<small><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 AGM/EGM instead. Such person, in turn, can participate at the AGM/EGM only either (i) by proxy without voting instructions or (ii) by voting remotely in writing and must therefore duly fill in and sign a copy of this Voting and Proxy Form <u>together</u> with the Record Date Confirmation (as described herein) and return it to the Company at the latest until 23 June 2022 at midnight (24:00) (CEST).</i></small>	

OR

**2**

### Participation by Voting Remotely in Writing

- I will participate at the AGM/EGM by voting remotely in writing and cast my shares as follows:

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 of the AGM/EGM to vote at his/her full discretion on the proposed resolutions.

Voting instructions for the AGM	Vote in favor:	Vote against:	Abstention
<b>Agenda Item 1:</b> 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 2021.	NO VOTE REQUIRED		
<b>Agenda Item 2:</b> 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 2021.	NO VOTE REQUIRED		
<b>Agenda Item 3:</b> 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 2021 in their entirety.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Agenda Item 4:</b> 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 2021 in their entirety.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Agenda Item 5:</b> The General Meeting notes and acknowledges the statutory net profit of the Company in the amount of EUR 35,714,050 for the financial year ended on 31 December 2021 and resolves to carry it forward to the next financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Agenda Item 6:</b> 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 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Agenda Item 7:</b> 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 which will automatically expire on the date of the annual general meeting of the shareholders of the Company to be held in 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Agenda Item 8:</b> 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 which will automatically expire on the date of the annual general meeting of the shareholders of the Company to be held in 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Agenda Item 9:</b> 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 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Agenda Item 10:</b> 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 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Agenda Item 11:</b> 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 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Agenda Item 12:</b> 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 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Voting instructions for the AGM	Vote in favor:	Vote against:	Abstention
<b>Agenda Item 13:</b> The General Meeting resolves to renew the mandate of KPMG Luxembourg SA, <i>société anonyme</i> , 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 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Agenda Item 14:</b> The General Meeting, upon the proposal of the Board of Directors, resolves to approve the distribution of a dividend from the share premium account of the Company relating to the financial year ended on 31 December 2021 in the amount of EUR 0.23 (gross) per share for the holders of record in the security settlement systems on 1 July 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Agenda Item 15:</b> The General Meeting approves on an advisory non-binding basis the remuneration report of the Company for the financial year ended on 31 December 2021 in its entirety.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Agenda Item 16:</b> The General Meeting approves on an advisory non-binding basis the remuneration policy established by the Board of Directors of the Company in its entirety.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Voting instructions for the EGM	Vote in favor:	Vote against:	Abstention
<b>Sole agenda Item:</b> The Extraordinary General Meeting resolves to amend article 9.2 of the Articles to read as follows: <i>“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.”</i>	<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 Voting 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 Voting 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 Voting 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 ..... 2022

.....  
 Name:  
 Title: