

# **Aladdin Blockchain Technologies Holding SE**

**Berlin**

ISIN: DE000A12ULL2

ISIN DE000A2LQ7Y5

ISIN: DE000A2G8XZ8

## **Invitation to the Annual General Meeting**

We invite our shareholders to the Annual General Meeting to be held on **Wednesday, December 19, 2018, 9:30 a.m. in the Goldberger Saal (1st floor) of the Ludwig Erhard Haus, Fasanenstrasse 85, 10623 Berlin, Germany.**

### **Note:**

To the extent that reference is made below to provisions of the German Stock Corporation Act (*Aktiengesetz*) or the German SE Implementation Act (*SE-Ausführungsgesetz - SEAG*), the reference provisions (Art. 9, Art. 53) of Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE) ("*SE Regulation*") are not cited for reasons of clarity.

### **AGENDA:**

**1. Presentation of the adopted financial statements of Aladdin Blockchain Technologies Holding SE for the financial year 2017 and presentation of the report of the Board of Directors of Aladdin Blockchain Technologies Holding SE for the financial year 2017**

The documents referred to under agenda item 1 are available on the internet at <https://aladdinid.com/de/investorrelations>. In addition, these documents will be available and explained in more detail at the Annual General Meeting. No resolution is planned for agenda item 1, as the Board of Directors approved the annual financial statements on May 22, 2018.

**2. Resolution on the discharge of the Board of Directors**

The Board of Directors proposes that the actions of the members of the Board of Directors who were in office during the 2017 financial year be formally approved for this period.

**3. Resolution on the discharge of the Executive Directors**

The Board of Directors proposes that the actions of the Executive Directors who were in office during the 2017 financial year be formally approved for this period.

#### **4. Election of the auditor**

The Board of Directors proposes that Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft with its registered office in Düsseldorf, is elected as statutory auditor for the financial year 2018 (individual and consolidated financial statements).

The Board of Directors also proposes that Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, with its registered office in Düsseldorf, is elected as auditor for a possible review of interim (condensed) financial statements and interim management reports for financial year 2018 and of the interim condensed financial statements and interim management report for interim periods in the financial year 2019, if and to the extent that they are subject to such a review.

#### **5. Resolution on the change of the company name, amendment of the Articles of Association**

The Board of Directors proposes to change the Company's name to

*Aladdin Healthcare Technologies SE*

The Board of Directors also proposes to rephrase section 1 para. 1 of the Articles of Association as follows:

*„The Company shall have the legal name Aladdin Healthcare Technologies SE.“*

#### **Total number of shares and voting rights at the time of notice of the Annual General Meeting**

At the time of notice of the Annual General Meeting, the Company holds a share capital of 11,450,000.00 Euro, divided into 11,450,000 no-par value shares. Each share carries one vote. The Company holds none of its own shares. Thus at the time of convening the Annual General Meeting, a total of 11,450,000 shares carry voting rights.

#### **Conditions for attending the Annual General Meeting and exercising voting rights**

Participation in the Annual General Meeting and exercise of voting rights requires in accordance with section 12 para. 4 of the Articles of Association shareholders to register with the Company by the end (midnight/24:00 hours) of December 12, 2018, at the latest as well as to prove their ownership of Company shares. Proof of ownership, which is generally issued by the custodian

bank, must indicate that shares were in possession by the beginning (midnight/00:00 hours) of November 28, 2018 (record date). Participation in the Annual General Meeting and exercise of voting rights as a shareholder is only recognized by the Company if proof of the right to attend the Annual General Meeting or to exercise voting rights has been provided. This means that shareholders who have purchased their shares after the record date may not attend the Annual General Meeting, nor do they have any voting rights at the Annual General Meeting. The record date does not affect the saleability of shares. The Company still allows shareholders who sell their shares after the record date to attend the Annual General Meeting and to exercise their voting rights, provided that they have registered and presented proof of ownership by the deadline. Registration and proof of ownership must be made in text form (as defined by section 126b of the Bürgerliches Gesetzbuch (BGB – German Civil Code)) in either German or English and sent to the Company. Please use the following address:

**Aladdin Blockchain Technologies Holding SE**

c/o Link Market Services GmbH

Landshuter Allee 10

80637 Munich, Germany

E-Mail: [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

Fax: +49 (0)89 / 210 27 289

Once the Company has received proof of ownership and registration at the above-mentioned address, shareholders, or the representatives appointed by them, will be sent their entrance tickets for the Annual General Meeting. In order to ensure that the entrance tickets are received in time, shareholders are asked to contact their custodian bank and request their entrance tickets for attending the Annual General Meeting as early as possible. In such cases, registration and proof of share ownership will be sent to the Company by the respective custodian bank. Shareholders who have requested an entrance ticket to attend the Annual General Meeting from their custodian bank in good time do not need to take any further steps.

**Procedure for casting votes by proxy**

Shareholders who do not wish to attend the Annual General Meeting in person can have their voting rights exercised by proxy, e.g., a bank, a shareholders' association, the representatives appointed by the Company, or another authorized third party. Even in these cases, shareholders must have registered and provided proof of ownership as of the record date by the deadlines. Conferment and revocation of authority, and evidence of such authorization to the Company, must be made in text form (as defined by section 126b of the BGB) if neither a bank nor a shareholders'

association, nor any person or institution treated as such in accordance with section 135 para. 8 and para. 10 of the AktG, is appointed as a proxy. Distinctions generally need to be observed when authorizing banks, shareholders' associations, or any persons or institutions treated as such in accordance with section 135 para. 8 and para. 10 of the AktG. Shareholders who wish to authorize a bank, a shareholders' association, or any persons or institutions treated as such in accordance with section 135 para. 8 and para. 10 of the AktG, are asked to obtain information on any distinctions in conferment of authority from the party to be authorized in the respective case and to coordinate with them.

In order to simplify preparation of the Annual General Meeting, shareholders who wish to authorize a representative are asked – if the custodian bank offers this – to either have an entrance ticket issued directly in the representative's name or to use the authorization form provided by the Company to confer authority. The authorization form also provides for subdelegation. It can be found on the back of the entrance ticket sent to shareholders, or the representatives that they have appointed, once the Company has received proof of ownership and registration.

Appointment of a proxy can be evidenced by the proxy presenting the entrance ticket or the authorization at the entry control point on the day of the Annual General Meeting or by the shareholder. The Company also offers shareholders the option of authorizing Company-designated proxies. In addition to authority, they must also be issued with instructions on how to exercise the voting right. The proxies must vote as instructed. The Company-designated proxies are not permitted to exercise the voting rights at their discretion. Conferment of authority upon the Company-designated proxies, as well as revocation and evidence of such authorization, can be issued before the Annual General Meeting in text form as defined by section 126b of the BGB until the end (midnight/24:00 hours) of December 18, 2018, at the latest. Shareholders are asked to use the relevant form printed on the entrance ticket to confer authority upon the Company-designated proxies and to issue them with instructions.

If the shareholder authorizes more than one person, the Company may disallow one or more of them.

Shareholders will receive further information on attending the Annual General Meeting, appointing proxies, and issuing instructions together with their entrance ticket.

**Motions to extend the agenda at the request of a minority in accordance with Article 56 sentences 2 and 3 of the SE Council Regulation, section 50 para. 2 of the SEAG, and section 122 para. 2 of the AktG**

Shareholders whose shares separately or collectively amount to one-twentieth (5%) of the share capital or separately or collectively amount to a notional interest of 500,000 Euro may request that items be placed on the agenda and be made known. Each new item must be accompanied by a reason or a proposed resolution. Requests to extend the agenda must be received by the Company in writing at least 30 days before the Annual General Meeting – not including the day of receipt and the day of the Annual General Meeting itself – by the end (midnight/24:00 hours) of November 18, 2018, at the latest. Extension requests received after this date will not be considered. Shareholders are asked to send any corresponding extension requests to the following address:

**Aladdin Blockchain Technologies Holding SE**

Unter den Linden 10

10117 Berlin, Germany

Telefax: +49 (0) 30 700 140 150

E-Mail: [info@aladdinid.com](mailto:info@aladdinid.com)

Requests to extend the agenda that have to be announced will be published in the Bundesanzeiger without delay after they are received – unless they are published with the notice of the meeting – and passed on for publication to media that can be expected to disseminate the information throughout the entire European Union. They will also be published on the website at <https://aladdinid.com/de> and communicated to shareholders.

**Counter motions and nominations in accordance with sections 126 para. 1 and 127 of the AktG**

Shareholders may also propose counter motions to Board of Directors proposals for specific items on the agenda to the Company as well as submit nominations for the election of new members to the Board of Directors or the election of the auditor (item 4 on the agenda). Counter motions and nominations can be accompanied by a reason. In each case, the counter motions and nominations of shareholders for the Annual General Meeting must only be sent to the address above, which is also to be used for motions to extend the agenda. Counter motions and/or nominations otherwise addressed will not be considered.

The countermotions and nominations of shareholders that must be received by the Company at the aforementioned address at least 14 days before the Annual General Meeting – not including the day of receipt and the day of the Annual General Meeting itself – i.e., by the end (midnight/24:00 hours) of December 4, 2018, at the latest, will be published without delay on the website at <https://aladdinid.com/de/investorrelations> together with the name of the shareholder, the reason, and any comment by the management (section 126 para. 1 sentence 3 and section 127 sentence 1 of the AktG). The Company may refrain from disclosing a countermotion and its reason or a nomination if circumstances for exclusion under section 126 para. 2 of the AktG apply. Apart from the above, countermotions are only made if they are made verbally during the Annual General Meeting. This does not affect the right of every shareholder to propose countermotions to different items on the agenda during the Annual General Meeting, even without communicating countermotions prior to the deadlines.

### **Right to information in accordance with section 131 para. 1 of the AktG**

Every shareholder is entitled to information from the Board of Directors on the company affairs upon request during the Annual General Meeting to the extent that it is required to make an informed judgment on any given agenda item. Requests for information must be made verbally at the Annual General Meeting during the general debate. In accordance with section 13 para. 3 of the Articles of Association, the chair of the meeting can limit the shareholders' right to pose questions and speak as appropriate.

### **Detailed explanations on the Company's website and publications in other media**

This invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting, together with the information required under section 124a of the AktG, shareholder motions, and detailed explanations of the rights of the shareholders in accordance with Article 56 sentences 2 and 3 of the SE Council Regulation, section 50 para. 2 of the SEAG, sections 122 para. 2, 126 para. 1, 127, and 131 para.1 of the AktG, will be accessible on the Company's website at <https://aladdinid.com/de/investorrelations> following notice of the Annual General Meeting. The documents to be made available will also be accessible during the Annual General Meeting on December 19, 2018.

### **Information on data protection**

The Company processes personal data (name, address, e-mail address, number of shares, type of share, type of share and entrance ticket number) on the basis of applicable data protection laws in

order to enable shareholders to participate in the Annual General Meeting and exercise their rights within the framework of the Annual General Meeting. The Company is the responsible body for the processing of the data. The legal basis for the processing is Art. 6 para. 1 sentence 1 lit. c of the GDPR. The Company commissions various service providers for the purpose of organising the Annual General Meeting. They will only receive personal data from the Company that is necessary for the performance of the service it has commissioned. The service providers process these data exclusively according to the instructions of the Company. In addition, personal data is made available to shareholders and proxies in connection with the Annual General Meeting within the framework of statutory provisions, namely via the list of participants.

The personal data are stored within the scope of the legal obligations and deleted afterwards. You have a right to information, correction, restriction, opposition and deletion at any time regarding the processing of your personal data as well as a right to data transmission in accordance with Chapter III of the GDPR.

You may exercise these rights against the Company free of charge via the e-mail address [info@aladdinid.com](mailto:info@aladdinid.com) or the following contact details:

**Aladdin Blockchain Technologies Holding SE**

Unter den Linden 10  
10117 Berlin, Germany

You also have the right to appeal to the data protection supervisory authorities in accordance with Art. 77 of the GDPR. You can reach our Data Protection Officer at:

**Aladdin Blockchain Technologies Holding SE**

- Data Protection Officer -  
Unter den Linden 10  
10117 Berlin, Germany  
E-Mail: [info@aladdinid.com](mailto:info@aladdinid.com)

**Berlin, November 2018**  
**Aladdin Blockchain Technologies Holding SE**  
***The Board of Directors***