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**Country** Luxemburg

**ADLER Group S.A.**

Adler Group S.A.: Release according to Article 11(6) of the Luxembourg Transparency Law with the objective of dissemination with the objective of Europe-wide distribution

Voting Rights Announcements | 23 October 2024 20:00

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23.10.2024 / 20:00 CET/CEST  
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**NOTIFICATION OF MAJOR HOLDINGS (to be sent to the relevant issuer and to the CSSF)<sup>i</sup>**

Filing reference	8727
Submitted at (Luxembourg time)	2024-10-22 17:37

**1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached<sup>ii</sup>:**

ADLER Group S.A.

**2. Reason for the notification:**

An acquisition or disposal of voting rights

**3. Details of person subject to the notification obligation<sup>iv</sup>:**

Name: Sculptor Capital Management Inc

City and country of registered office (if applicable): New York, United States of America

#### 4. Full name of shareholder(s)<sup>v</sup>:

The person is the same as the person subject to the notification (section 3)

#### 5. Date on which the threshold was crossed or reached<sup>vi</sup>:

2024-10-15

#### 6. Total positions of person(s) subject to the notification obligation:

	% of voting rights attached to shares (total of 7.A)	% of voting rights through financial instruments (total of 7.B.1 + 7.B.2)	Total of both in % (7.A + 7.B)	Total number of voting rights of issuer <sup>vii</sup>
Resulting situation on the date on which threshold was crossed or reached	8.95	0.00	8.95	606,504,428
Position of previous notification (if applicable)	8.95	0.00	8.95	-

#### 7. Notified details of the resulting situation on the date on which the threshold was crossed or reached<sup>viii</sup>:

A: Voting rights attached to shares

Class/type of shares (ISIN	Number of voting rights direct <sup>ix</sup>	Number of voting rights indirect <sup>ix</sup>	% of voting rights direct <sup>ix</sup>	% of voting rights indirect <sup>ix</sup>

code if possible)				
LU2900363131	50,421,881	8	8.31	0.00
LU1250154413	3,887,077	0	0.64	0.00
SUBTOTAL A (Direct & Indirect)	54,308,966		8.95	

#### B.1: Financial Instruments according to Art. 12(1)(a) of the Transparency Law

Type of financial instrument	Expiration date <sup>x</sup>	Exercise/ Conversion Period <sup>xi</sup>	Number of voting rights that may be acquired if the instrument is exercised/ converted	% of voting rights
N/A				

#### B.2: Financial Instruments with similar economic effect according to Art. 12(1)(b) of the Transparency Law

Type of financial instrument	Expiration date <sup>x</sup>	Exercise/Con version Period <sup>xi</sup>	Physical or cash settlement <sup>xii</sup>	Number of voting rights	% of voting rights
N/A					

### 8. Information in relation to the person subject to the notification obligation:

Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity<sup>xiv</sup>:

	Name <sup>xv</sup>	% of voting rights held by ultimate	% of voting rights through	Total of both	Directly controlled by (use
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N <sup>o</sup>		controlling person or entity or held directly by any subsidiary if it equals or is higher than the notifiable threshold	financial instruments held by ultimate controlling person or entity or held directly by any subsidiary if it equals or is higher than the notifiable threshold		number(s) from 1st column)
1	Sculptor SC II, LP	2.44	0.00	2.44	1
2	Sculptor Credit Opportunities Master Fund, Ltd	1.09	0.00	1.09	1
3	Sculptor Master Fund, Ltd.	5.43	0.00	5.43	1

### 9. In case of proxy voting:

N/A

### 10. Additional information<sup>xvi</sup>:

Sculptor Capital Management, Inc. holds its interests in Sculptor Capital LP and Sculptor Sculptor II LP indirectly through Sculptor Capital Holding Corporation, a wholly owned subsidiary of Sculptor Capital Management, Inc.. Sculptor Capital Holding Corporation is the general partner of Sculptor Capital LP. • Personnel of Rithm and Sculptor may not communicate with any personnel of the other, any “Confidential Information”, unless such communication is authorized in advance by Sculptor Compliance or Rithm Legal.

“Confidential Information” includes: (i) any material, non-public information about specific securities or issuers of such securities that relates to past, current or actually anticipated trades or positions in specific securities, (ii) proprietary or non-public information regarding positions in specific securities held by the respective advisory clients of their affiliated investment advisers (including individual and institutional managed account clients, funds and other investment vehicles, as applicable), proposed or (declined) transactions in specific securities or position-level trading strategies in specific securities on behalf of any such advisory clients, (iii) information about a specific security or issuer of a security in relation to past, current or actually anticipated trades or positions provided to or obtained by Rithm or Sculptor, as applicable, pursuant to a confidentiality agreement not to trade, and (iv) non-public information and data on past, current or actually anticipated trades or positions in commodities interests. • Personnel of Rithm and Sculptor may not influence, coordinate or otherwise participate in any investment or voting decision-making of the other with respect to any specific or contemplated securities transactions in specific securities (e.g., agree to vote proxies a certain way or coordinate the trading of an issuer’s securities with another desk or discuss in any way Confidential Information that may influence potential trading or the voting of any such securities). • Sculptor employees that engage in securities transactions (“Sculptor Trading Employees”) are required to be physically separated from Rithm employees that engage in securities transactions (“Rithm Trading Employees” and together with Sculptor Trading Employees, “Trading Employees”) so they cannot overhear telephone conversations, see computer screens, or see items on the desks of Rithm Trading Employees or Sculptor Trading Employees about the securities transactions or other Confidential Information relating to the other, as applicable. • Sculptor and Rithm do not share common servers and there is otherwise an information barrier between Sculptor and Rithm which is controlled by Sculptor Compliance and Rithm Legal. Contact person: Aggy Hammond, Sculptor Capital Management Europe Limited., Park House, 116 Park Street, London W1K 6AF, United Kingdom.

Date: 2024-10-22 17:37

## Notes

*i Please note that national forms may vary due to specific national legislation (Article 3(1a) of Directive 2004/109/EC) as for instance the applicable thresholds or information regarding capital holdings.*

- ii *Full name of the legal entity and further specification of the issuer or underlying issuer, provided it is reliable and accurate (e.g. address, LEI, domestic number identity).*
- iii *Other reason for the notification could be voluntary notifications, changes of attribution of the nature of the holding (e.g. expiring of financial instruments) or acting in concert.*
- iv *This should be the full name of (a) the shareholder; (b) the natural person or legal entity acquiring, disposing of or exercising voting rights in the cases provided for in Article 9 (b) to (h) of the Transparency Law; or (c) the holder of financial instruments referred to in Article 12(1) of the Transparency Law.*

*As the disclosure of cases of acting in concert may vary due to the specific circumstances (e.g. same or different total positions of the parties, entering or exiting of acting in concert by a single party) the standard form does not provide for a specific method how to notify cases of acting in concert.*

*In relation to the transactions referred to in points (b) to (h) of Article 9 of the Transparency Law, the following list is provided as indication of the persons who should be mentioned:*

- *in the circumstances foreseen in letter (b) of Article 9 of that Law, the natural person or legal entity that acquires the voting rights and is entitled to exercise them under the agreement and the natural person or legal entity who is transferring temporarily for consideration the voting rights;*
- *in the circumstances foreseen in letter (c) of Article 9 of that Law, the natural person or legal entity holding the collateral, provided the person or entity controls the voting rights and declares its intention of exercising them, and natural person or legal entity lodging the collateral under these conditions;*
- *in the circumstances foreseen in letter (d) of Article 9 of that Law, the natural person or legal entity who has a life interest in shares if that person or entity is entitled to exercise the voting rights attached to the shares and the natural person or legal entity who is disposing of the voting rights when the life interest is created;*
- *in the circumstances foreseen in letter (e) of Article 9 of that Law, the controlling natural person or legal entity and, provided it has a notification duty at an individual level under Article 8, under letters (a) to (d) of Article 9 of that Law or under a combination of any of those situations, the controlled undertaking;*
- *in the circumstances foreseen in letter (f) of Article 9 of that Law, the deposit taker of the shares, if he can exercise the voting rights attached to the shares deposited with him at his discretion, and the depositor of the shares allowing the deposit taker to exercise the voting rights at his discretion;*

- *in the circumstances foreseen in letter (g) of Article 9 of that Law, the natural person or legal entity that controls the voting rights;*
- *in the circumstances foreseen in letter (h) of Article 9 of that Law, the proxy holder, if he can exercise the voting rights at his discretion, and the shareholder who has given his proxy to the proxy holder allowing the latter to exercise the voting rights at his discretion (e.g. management companies).*

*v Applicable in the cases provided for in Article 9 (b) to (h) of the Transparency Law. This should be the full name of the shareholder who is the counterparty to the natural person or legal entity referred to in Article 9 of that Law unless the percentage of voting rights held by the shareholder is lower than the 5% threshold for the disclosure of voting rights holdings (e.g. identification of funds managed by management companies).*

*vi The date on which threshold is crossed or reached should be the date on which the acquisition or disposal took place or the other reason triggered the notification obligation. For passive crossings, the date when the corporate event took effect.*

*vii The total number of voting rights shall be composed of all the shares, including depository receipts representing shares, to which voting rights are attached even if the exercise thereof is suspended.*

*viii If the holding has fallen below the 5% threshold, please note that it is not necessary to disclose the extent of the holding, only that the new holding is below that threshold.*

*ix In case of combined holdings of shares with voting rights attached 'direct holding' and voting rights 'indirect holding', please split the voting rights number and percentage into the direct and indirect columns – if there is no combined holdings, please leave the relevant box blank.*

*x Date of maturity/expiration of the financial instrument i.e. the date when right to acquire shares ends.*

*xi If the financial instrument has such a period – please specify this period – for example once every 3 months starting from [date].*

*xii In case of cash settled instruments the number and percentages of voting rights is to be presented on a delta-adjusted basis (Article 12(2) of the Transparency Law).*

*xiii If the person subject to the notification obligation is either controlled and/or does control another undertaking then the second option applies.*

*xiv The full chain of controlled undertakings starting with the ultimate controlling natural person or legal entity also has to be presented in the cases in which only on subsidiary level a threshold is crossed or reached and the subsidiary undertaking discloses the notification as*

*only then the market always gets the full picture of the group holdings. In case of multiple chains through which the voting rights and/or financial instruments are effectively held the chains have to be presented chain by chain leaving a row free between different chains (e.g.: A, B, C, free row, A, B, D, free row, A, E, F etc.). Numbers shall be attributed to all persons or entities within the group in column 1 in order to allow a clear indication of the control structure in column 6. The names of all undertakings of the control chain shall be provided in column 2, even if the number of the directly held voting rights and/or financial instruments is not equal or higher than the notifiable threshold. Columns 3 & 4 shall indicate the holdings of those persons or entities directly holding the voting rights and/or financial instruments if the holding is equal or higher than the notifiable threshold.*

*xv The names of controlled undertakings through which the voting rights and/or financial instruments are effectively held have to be presented irrespectively whether the controlled undertakings cross or reach the lowest applicable threshold themselves.*

*xvi Example: Correction of a previous notification.*

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