

SOLUTIONS 30 SE

Société européenne

21, rue du Puits Romain, L-8070 Bertrange

R.C.S. Luxembourg: B 179.097

CONVENING NOTICE

The shareholders of Solutions 30 SE, *Société européenne*, (the **Company**) are invited to attend the (i) annual general meeting of shareholders of the Company (the **Annual General Meeting**) and (ii) the extraordinary general meeting of shareholders of the Company (the **Extraordinary General Meeting** and together with the Annual General Meeting the **General Meetings**) to be held on Monday 17 June 2024 at Sofitel Luxembourg Europe, 6 rue du Fort Niedergruenewald, L-2226 Kirchberg, Luxembourg.

The Annual General Meeting shall take place at 14:30 Central European Summer Time (**CEST**) to deliberate and will be directly followed by the Extraordinary General Meeting which will take place at 16:30 CEST.

THE ANNUAL GENERAL MEETING WILL DELIBERATE ON THE FOLLOWING AGENDA AND PROPOSED RESOLUTIONS

- 1. Presentation of (i) the management report and consolidated management report of the management board of the Company (the Management Board), (ii) the report of the approved statutory auditor on the annual accounts and on the consolidated financial statements of the Company for the financial year ended on 31 December 2023, (iii) and the observations of the supervisory board of the Company (the Supervisory Board).
- 2. Approval of the annual accounts of the Company for the financial year ended on 31 December 2023.

Draft proposed resolution (first resolution)

The Annual General Meeting, after having reviewed the management report of the Management Board, the report of the approved statutory auditor and the observations of the Supervisory Board, approves the annual accounts for the financial year ended on 31 December 2023, in their entirety, showing a net profit of Euro 18,941,022.97.

3. Approval of the consolidated financial statements for the financial year ended on 31 December 2023.

Draft proposed resolution (second resolution)

The Annual General Meeting, after having reviewed the management report of the Management Board, the report of the approved statutory auditor and the observations of the Supervisory Board,



approves the consolidated financial statements for the financial year ended on 31 December 2023, in their entirety, showing a consolidated net loss of Euro 17,544,108.00.

4. Allocation of results.

Draft proposed resolution (third resolution)

The Annual General Meeting acknowledges the net profit of Euro 18,941,022.97.

Profit for the year (A)	Euro 18,941,022.97
Results brought forward (B)	Euro 114,905,242.92
Other available reserves (C)	-
Available distributable reserves (D=A+B+C)	Euro 133,846,265.89
Results to be allocated and distributed (A)	Euro 18,941,022.97
Transfer to reserve for treasury shares (G)	-
Allocation to the legal reserve (H)	-
Distribution of a dividend (E)	-
Profit carried forward (F=A-E)	Euro 18,941,022.97
Available distributable reserve after distribution	Euro 133,846,265.89
and allocation of result (D-G-H-E)	
Basic fixed remuneration of the Supervisory Board members	Euro 468,000.00

5. Discharge to the members of the Management Board and Supervisory Board.

Draft proposed resolution (fourth resolution)

The Annual General Meeting decides to grant discharge to the members of the Management Board and the members of the Supervisory Board for the performance of their mandates for the financial year ended on 31 December 2023.

6. Approval of the re-appointment of PKF Audit & Conseil S. à r.l. as approved statutory auditor until the annual general meeting resolving on the approval of the annual accounts for the financial year ending on 31 December 2024.

Draft proposed resolution (fifth resolution)

Further to the end of the term of the mandate of the current approved statutory auditor, the Annual General Meeting decides to re-appoint PKF Audit & Conseil S. à r.l., with registered address situated



at 76, avenue de la Liberté L-1930 Luxembourg and registered with the Luxembourg Register of Commerce and Companies under identification number B 222.994 as approved statutory auditor of the Company until the annual general meeting resolving on the approval of the annual accounts for the financial year ending on 31 December 2024.

 Appointment of an approved statutory auditor in relation to the assurance opinion on the sustainability reporting included in the management report for the financial year 2024, if and as required.

Draft proposed resolution (sixth resolution)

In the event that the Luxembourg legislator, in transposing the CSRD directive 2022/2464 of 14 December 2022, were to require the explicit appointment by the general meeting of shareholders of an approved statutory auditor (*réviseur d'entreprises agréé*) to provide the assurance opinion on the sustainability reporting included in the management report for the financial year 2024, the Annual General Meeting resolves to appoint PKF Audit & Conseil S. à r.l., with registered address situated at 76, avenue de la Liberté L-1930 Luxembourg and registered with the Luxembourg Register of Commerce and Companies under identification number B 222.994.

However, should such an appointment by the general meeting of shareholders not be required by the Luxembourg transposition legislation or should the flexibility solution be chosen, the Annual General Meeting shall, as far as possible, delegate to the Management Board the power to appoint the approved statutory auditor (*réviseur d'entreprises agréé*) to provide the assurance opinion on the sustainability reporting, with possible ratification by the next general meeting of shareholders, depending on the legislative solution chosen.

8. Submission of the remuneration report for advisory.

The Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement (the so-called Shareholders Right Directive II), which has been implemented by the Luxembourg law of 1 August 2019 into the law of 24 May 2011 on the exercise of certain rights of shareholders at general meetings of listed companies and transposing Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies (the so-called Shareholders Right Directive I) (the **Shareholders Rights Law**), requires from issuers falling within its scope of application, the adoption of a remuneration report.

The Company has prepared a remuneration report for the financial year 2023 as required by the Shareholders Rights Law (the **Remuneration Report**). The Remuneration Report and certain additional information are set out in the Company's annual report 2023 available on the Company's website www.solutions30.com under Investor Relations – General Meeting.

As required by the Shareholders Rights Law, the Remuneration Report is submitted to an advisory vote at the Annual General Meeting.

Draft proposed resolution (seventh resolution)

The Annual General Meeting decides by an advisory vote to approve the Remuneration Report of the Company for the financial year 2023.



Draft proposed resolution (eighth resolution)

Based on the third resolution, allocating a total amount of remuneration for the Supervisory Board in relation to the financial year 2023 of Euro 468,000.00 the Annual General Meeting approves the following annual fees per member of the Supervisory Board in relation to the financial year 2023:

Remuneration (fees in Euro)	
Alexander SATOR, Chairman of the Supervisory Board	Euro 79,000
Thomas KREMER, Vice-Chair of the Supervisory Boar	Euro 69,000
Caroline TISSOT, Member of the Supervisory Board	Euro 53,000
Jean Paul COTTET, Member of the Supervisory Board	Euro 57,000
Yves KERVEILLANT, Member of the Supervisory Board	Euro 78,000
Pascale MOURVILLIER, Member of the Supervisory Board	EUR 69,000
Paola BRUNO, Member of the Supervisory Board	Euro 29,901
Francesco SERAFINI, former Member of the Supervisory Board	Euro 33,099
Total	Euro 468,000

For information purposes, the Company is currently assessing the level of remuneration of the members of the Supervisory Board and as of year 2024, the above stated remuneration shall likely be increased due to the inflation.

9. Submission of LTIP for advisory.

Background LTIP

With the constant view to adopt the best practices in terms of corporate governance, which include the need to attract and keep the best talents, the Company intends to implement a long-term incentive program for the members of the Management Board, Group Executive Committee and other senior managers (the **Senior Managers**) of Solutions 30 Group (**LTIP**). This LTIP aims (i) to offer a competitive remuneration in a global marketplace and strengthens the long-term commitment of eligible employees; (ii) to attract, motivate and retain highly trained, experienced and committed executive officers who have the necessary skills, education, experience and personal qualities required to manage the Company's business for the benefit of its shareholders, and to align their success with that of the shareholders; and (iii) to strengthen the involvement with the Company and the groups of employees.

The LTIP is designed as an ongoing plan starting from a date decided by the Supervisory Board as proposed by the Nominations and Remunerations Committee thereof.

According to such plan, the Management Board and the Group Executive Committee members will have the possibility to purchase financial instruments giving access to shares of the Company under certain conditions. The sale of the above-mentioned financial instruments under the terms of this LTIP is made at the sole discretion of the Nominations and Remunerations Committee for the members of



the Management Board and by the Management Board for the members of the Group Executive Committee and does not entitle a participant to receive automatically future financial instruments.

The Senior Managers and in particular Country Managers and Business Units Managers will have the possibility to earn a bonus that will be paid in cash or with shares of the Company at the Company's discretion. The granting of such bonus, under the terms of this LTIP, is made at the sole discretion of the Management Board and does not entitle a participant to receive automatically future bonuses.

Supervisory Board members are explicitly excluded as beneficiaries.

The Nominations and Remunerations Committee shall be supervising the sale of financial instruments to the members of the Management Board while the Supervisory Board will delegate to the Management Board the authority to oversee the sale of such financial instruments to the Group Executive Committee members, and, as the case may be, granting cash or shares to the Senior Managers. The Management Board will also manage the general implementation of the LTIP.

Hence, given the intention of the Company to abide by the best corporate governance principle, the Company, in continuity with the above advisory vote on the Remuneration Report, has decided to submit the LTIP to the advisory vote of the Annual General Meeting.

Draft proposed resolution (ninth resolution)

The Annual General Meeting decides by an advisory vote to approve the LTIP.

The details and the rationale behind this resolution are mentioned in the Brochure available on the Company's website www.solutions30.com under Investor Relations – General Meetings.

10. Authorisation to the Management Board, for a maximum period of five (5) years to repurchase shares of the Company.

Draft proposed resolution (tenth resolution)

The Annual General Meeting acknowledges the intention of the Company to potentially purchase its own shares in order to remit the shares of the Company as exchange or payment in connection with external growth transactions in general and, as the case may be, to restore the own shares Company's portfolio.

The Annual General Meeting consequently authorizes the Management Board of the Company, as referred to in articles 430-15 and 430-16 of the law of August 10th 1915 on commercial companies, as amended (the **Law**), for a maximum period of five (5) years as of the date of this Annual General Meeting, to purchase shares of the Company at any time and as many times as it deems appropriate, by any means permitted by law.

The maximum number of shares that may be acquired by the Company shall not exceed in total the maximum of 1,339,100 (one million three hundred thirty-nine thousand one hundred) shares. In any event, the maximum number of own shares that the Company may hold at any time directly or indirectly may not have the effect of reducing its net assets below the amount mentioned in paragraphs (1) and (2) of article 461-2 of the Law. The purchase may be charged to the year's earnings and/or to unrestricted reserves or share premium.



The Company's shares may be sold or, subject to a decision of the shareholders taken at an extraordinary general meeting of the Company, cancelled at a later date subject to the provisions of any applicable law or regulation.

The maximum purchase price per Company's share to be paid in cash shall not represent more than Euro 28.00 (twenty-eight Euro), and no less than Euro 1.00 (one Euro).

Such purchases and sales may be carried out in order to remit the shares of the Company as exchange or payment in connection with external growth transactions in general and to restore the own shares Company's portfolio.

All powers are granted to the Management Board of the Company, with the power to delegate, in view of ensuring the implementation of this authorization.

THE EXTRAORDINARY GENERAL MEETING WILL DELIBERATE ON THE FOLLOWING AGENDA AND PROPOSED RESOLUTIONS

 Decision to implement a share regrouping with respect to all issued shares of the Company by means of an increase of the nominal value of the Company's shares from zero point one thousand two hundred and seventy-five Euro cents (Euro 0.1275) to one point zero two euro cents (Euro 1.02) and to consequently decrease the number of the Company's issued shares (the Regrouping).

Background

The Company has over one hundred and seven million shares outstanding. The Supervisory Board and the Management Board puts forward a proposal to implement the Regrouping with respect to all outstanding shares of the Company by means of an increase of the Company's shares' nominal value, effectively dividing the number of outstanding shares by a factor of eight.

Such Regrouping is to be viewed as a simplification, which should result in a better understanding by investors and other stakeholders of the market capitalization and earnings per share of the Company. The other expected benefit is to reduce the number of outstanding shares to a level more closely aligned with the average number of shares outstanding for members of Euronext Paris.

The way the Regrouping shall be implemented will apply strictly equally to all shareholders with the result that their respective position in the Company's equity will not change.

It is expected that the Regrouping will be a valuation positive event with an impact on the Company's market capitalization, which shall increase accordingly.

The Regrouping will not create fractional shares for the transparency and ease of the shareholders.

As a consequence of the above-mentioned Regrouping, the implementation thereof will require a clerical update of the number of outstanding shares, which is provided in article 5.1 and 5.2 of the Company's articles of association.

The details and the rationale behind this resolution are mentioned in the Brochure available on the Company's website www.solutions30.com under Investor Relations — General Meetings.



Draft proposed resolution (first resolution)

The Extraordinary General Meeting resolves to change the nominal value of the Company's issued shares from zero point one thousand two hundred and seventy-five euro cents (Euro 0.1275) to one point zero two euro cents (Euro 1.02) and to, consequently, decrease the number of the Company's issued shares from one hundred seven million one hundred and twenty-seven thousand nine hundred and eighty-four (107,127,984) shares to thirteen million three hundred ninety thousand nine hundred and ninety-eight (13,390,998) shares.

The Regrouping will be carried out simultaneously on the Effective Date (as defined below) for all issued shares of the Company. The Regrouping will not result in the creation of fractional shares being issued.

Positions in issued shares held via book entry will be dealt with in accordance with the rules of the relevant clearing system.

The Extraordinary General Meeting further resolves to delegate powers to the Management Board of the Company (i) to determine the date on which the Regrouping shall become effective (the **Effective Date**), such date being no later than 9 September 2024, (ii) to implement the Regrouping and (iii) proceed with any formality and take any action in relation to the captioned Regrouping including without limitation those formalities required towards the clearing system.

2. As a consequence of, and in compliance with, the first resolution, decision to update articles 5.1 and 5.2 of the articles of association of the Company.

Draft proposed resolution (second resolution)

In light of the first resolution, in order to reflect the increase of the nominal value of the Company's shares and maintain coherence between this first resolution and the content of the Company's articles of association, the Extraordinary General Meeting further resolves to consequently update articles 5.1 and 5.2 of the Company's articles of association, which shall read as follows:

- 5.1 "The subscribed share capital is set up at thirteen million six hundred fifty-eight thousand eight hundred seventeen Euro and ninety-six cents (Euro 13,658,817.96) divided into thirteen million three hundred ninety thousand nine hundred and ninety-eight (13,390,998) shares with a nominal value of one point zero two euro cents (Euro 1,02) each."
- 5.2 "The authorised share capital of the Company, excluding the subscribed share capital, is set at two million forty thousand Euro (Euro 2,040,000) divided into two million (2,000,000) shares with a nominal value of one point zero two euro cents (Euro 1,02) each."



QUORUM AND MAJORITY

The Annual General Meeting will validly deliberate on all resolutions on the agenda regardless of the number of shareholders present and the number of shares represented, and resolutions relating to these agenda items will be adopted by a simple majority of the votes validly cast by shareholders present or represented. Each share carries one voting right.

The Extraordinary General Meeting will validly deliberate on the resolutions on the agenda of the Extraordinary General Meeting if a quorum of at least one half (1/2) of the share capital is represented. If the said quorum is not reached in the first convened meeting, a second meeting may be convened, and will deliberate regardless of the proportion of the share capital represented. At both meetings, the resolutions on the agenda of the Extraordinary General Meeting will be adopted by majority of at least two thirds (2/3) of the votes cast. Cast votes shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote. Each share carries one voting right.

ACTS AND FORMALITIES TO BE ACCOMPLISHED BEFORE THE GENERAL MEETINGS

1. Proof of entitlement to participate in the General Meetings

Only shareholders who can prove that their shares are registered in their name or in the name of the intermediary registered on their behalf on the fourteenth day at midnight (00:00) Luxembourg time before the date of the General Meetings (the **Record Date**) i.e. on 3 June 2024 at midnight (00:00) Luxembourg time, shall be entitled to attend the General Meetings:

- in the registered share accounts held by the Company,
- or in the bearer share accounts held by the authorised intermediary.

The registration of bearer shares is evidenced by a certificate of participation issued by the authorized intermediary. In order to participate in the General Meetings, this certificate of participation must be sent to Société Générale - Service Assemblées - 32 rue du Champ de Tir-CS 30812 - 44308 NANTES Cedex 3 in order to obtain an admission card or be presented on the day of the General Meetings by the shareholder who has not received his/her admission card.

2. Possible ways of participating in the General Meetings

The shareholder has the following means to participate and vote at the General Meetings:

- by mail using the single (paper) postal voting form or proxy form ("**voting form**") that will be sent to each registered shareholder and that bearer shareholders can obtain from their account-keeping institution, or
- by Internet via the VOTACCESS platform, which will be open from 17 May 2024 at 09:00 (Luxembourg and Paris time) until 12 June 2024 at 23:59 (Luxembourg and Paris time).



2.1. To attend the General Meetings in person

2.1.1.Request for admission card with the paper form

- If you hold registered shares, request your admission card by returning the completed and signed voting form using the prepaid reply envelope enclosed with the convening notice received by post.
- If you hold bearer shares, ask your financial institution, which keeps your account to send you an admission card. However, any bearer shareholder who has not received his/her admission card two days before the General Meetings must ask his/her financial intermediary to issue him/her a certificate of participation enabling him/her to prove his status as a shareholder on the fourteenth day at midnight (00:00) Luxembourg time before the date of the General Meetings, i.e. on 3 June 2024 at midnight (00:00) Luxembourg time (the Record Date).

2.1.2. Application for admission card by Internet

- If you hold registered shares (pure or administered), request your admission card on VOTACCESS via the Sharinbox website: www.sharinbox.societegenerale.com.
 Once connected, follow the instructions on the screen to access VOTACCESS and request your admission card.
- If your shares are bearer shares, contact your account-holding institution to find out whether it is a VOTACCESS member and, if so, whether its access is subject to special conditions of use. If your account-holding institution is a VOTACCESS member, log on to your institution's Internet portal with your usual access codes and follow the instructions on the screen to access VOTACCESS and request your admission card.

2.2. To vote by mail, give a proxy to the Chairman of the General Meetings or be represented at the General Meetings

2.2.1. With the paper form

- **If you hold registered shares**, return the completed and signed voting form using the prepaid reply envelope enclosed with the convening received by post.
- **If you hold bearer shares**, please request the voting form from your account-keeping institution. Once completed, this voting form should be returned to your account-keeping institution, which will send it to Société Générale Service Assemblées 32 rue du Champ de Tir CS 30812 44308 NANTES Cedex 3.

In order for your duly completed and signed voting form to be validly taken into account, it must be received by Société Générale no later than three days before the General Meetings, i.e. no later than on 12 June 2024 at 23:59 (Luxembourg and Paris time).

Bearer shareholders may request in writing that Société Générale - Service Assemblées - 32 rue du Champ de Tir-CS 30812 - 44308 NANTES Cedex 3 send them the said form. Requests received no later than six days before the date of the General Meeting will be granted.

This form must be returned, along with the certificate of participation for bearer shareholders. The postal voting form must be received by Société Générale - Service Assemblées - 32 rue du Champ de Tir-CS 30812 - 44308 NANTES Cedex 3 no later than three days before the General Meeting, i.e. no later than on 12 June 2024 at 23:59. (Luxembourg and Paris time).



2.2.2.By Internet

- **If your shares are registered** (pure or administered), access VOTACCESS directly via the Sharinbox website: www.sharinbox.societegenerale.com. Once connected, follow the instructions on the screen to access VOTACCESS. You can then vote, appoint or revoke a proxy by following the instructions on the screen.
- If your shares are bearer shares, contact your account-keeping institution to find out
 whether it is a VOTACCESS member and, if so, whether this access is subject to
 special conditions of use.
- If your account-keeping institution is a **VOTACCESS member**, log on to your institution's Internet portal with your usual access codes and follow the instructions on the screen to access VOTACCESS and vote or appoint or revoke a proxy.
- If your account-keeping institution is **not a VOTACCESS member**, notification of the appointment and revocation of a proxy can be made by sending the signed and scanned form electronically, together with a photocopy of both sides of the proxy's identity card and, if applicable, the proxy's certificate of participation, to the following address: investor.relations@solutions30.com. The proxy thus given may be revoked in the same way.

In order for electronically expressed appointments or revocations of mandate to be validly taken into account, confirmations must be received on 12 June 2024 at 23:59 (Luxembourg and Paris time) at the latest.

Any shareholder who has already cast a postal vote, sent a proxy or requested an admission card may no longer choose another method of participation in the General Meetings, but may nevertheless sell all or part of his/her shares.

However, if the transfer of ownership occurs before midnight (00:00) Luxembourg time on the fourteenth day prior to the date of the General Meetings, on 3 June 2024 at midnight (00:00) Luxembourg time (the **Record Date**), the Company will invalidate or amend, as the case may be, the vote expressed by correspondence, the proxy, the admission card or the certificate of participation. No transfer of ownership made after the fourteenth day at midnight (00:00) Luxembourg time, i.e. on 3 June 2024 at midnight (00:00) Luxembourg time (the **Record Date**), regardless of the means used, will be notified by the intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code or taken into consideration by the Company, notwithstanding any agreement to the contrary.

ACCESSIBILITY OF THE DOCUMENTS

A copy of the documentation relating to the General Meetings is available from the date of publication of this convening notice on the Company's website www.solutions30.com under Investor Relations – General Meetings - General Meetings 17 June 2024 and may be downloaded.

In addition, all documents required by law, this includes the management report and the annual report for the financial year 2023 as well as the Remuneration Report, have been made available at the registered office of the Company, however, as mentioned above, all documents may be consulted on the Company's website www.solutions30.com under Investor Relations — General Meetings —



General Meetings 17 June 2024 and may be downloaded. Alternatively, they may be obtained upon request by writing an e-mail at: investor.relations@solutions30.com.

ADDITION OF AGENDA ITEMS OR TABLING OF ALTERNATIVE RESOLUTIONS

One or more shareholders holding together at least five (5) percent of the issued share capital of the Company have the right to request that one or more additional items be put on the agenda of the General Meetings and/or table draft resolutions regarding existing or new agenda items. Any such request must be received by the Company no later than the twenty-second (22) day preceding the date of the General Meetings i.e. on 24 May 2024 before 18:00 (Luxembourg time). The request must be made in writing by e-mail (to investor.relations@solutions30.com) and must include either (a) the text of the new agenda item and a draft corresponding resolution, as well as 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. The request must include the name of a contact person and a contact address (e-mail) to enable the Company to confirm receipt within 48 hours. Finally, evidence must be provided in the form of a clear and precise official confirmation certificate issued by a financial intermediary that the requestor(s), that must be fully identified with full name and address, is/are (a) shareholder(s) of the Company on 3 June 2024 at midnight (00:00) (the Record Date) and the aggregate amount of the shareholding entitling such request.

POSSIBILITY TO ASK QUESTIONS AHEAD OF THE GENERAL MEETING

Shareholders have the right to ask questions regarding items on the agenda of the General Meetings before the General Meetings. To this end, the Company undertakes, as far as possible, on a best efforts basis, to answer these questions on the Company's website (www.solutions30.com). Questions must be received by the Company on 11 June 2024 at 18:00 (Luxembourg time) at latest. Questions must be sent in writing by e-mail to investor.relations@solutions30.com with evidence in the form of a clear and precise official confirmation certificate issued by a financial intermediary that the requestor, that must be fully identified with full name and address, is a shareholder of the Company on 3 June 2024 at midnight (00:00) (the Record Date) and the aggregate amount of the shareholding entitling such request. As mentioned above, it will not be possible to ask questions live during the General Meetings.

For more information, please:

- visit our website www.solutions30.com; or
- send us an email to the following address: investor.relations@solutions30.com.

Luxembourg, 17 May 2024

Chairman of the Management Board

(This English version of the convening notice has been translated into French for courtesy purposes only. For the avoidance of doubt, in case of discrepancies between the English and the French text of the convening notice, the English version shall always prevail).