

ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING

BROCHURE & ADDITIONAL INFORMATION

17 JUNE
2024

*Solutions***30**

Solutions for New Technologies

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 2:30 p.m. Central European Summer Time (**CEST**) to deliberate and will be directly followed by the Extraordinary General Meeting which will take place at 4:30 p.m. CEST.

MESSAGE FROM GIANBEPPI FORTIS

Dear Shareholder,

I am pleased to invite you to the General Meetings of Solutions30 shareholders which will be held on Monday, June 17th at 02:30 p.m. at the Sofitel, 6 rue du Fort Niedergruenewald, L-2226 Kirchberg, Luxembourg.

These General Meetings will be held in person. For shareholders who cannot join us in Luxembourg, the meetings will be broadcast live in two languages (French and English).

These General Meetings are an important opportunity for Solutions30 shareholders to get information, meet with management, and exchange views, especially when it comes to our Company's earnings, outlook, and achievements.

This brochure presents the resolutions you will be called upon to vote and explains how you can participate and vote. You can obtain additional information by consulting the pages dedicated to the General Meetings on our website where the documents relating to these General Meetings are posted.

Every vote counts, so I invite you to cast yours. I thank you for your trust.

Yours sincerely,

Gianbeppi Fortis



Gianbeppi Fortis

Cofounder and Chief Executive Officer
Chairman of the Management Board

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HOW TO PARTICIPATE IN THE GENERAL MEETINGS?

1.1. The conditions to be met to participate

1.1.1. 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 Meeting by the shareholder who has not received his/her admission card.

1.2. Possible ways to participate in the General Meetings

Shareholders may participate in the General Meetings by:

- Attending it
- Voting by post, by mail, or by Internet via the VOTACCESS platform
- Being represented (proxy vote)

1.3. To attend the General Meetings in person

1.3.1. 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 a.m.) Luxembourg time before the date of the General Meetings, i.e. on 3 June 2024 at midnight (00:00 a.m.) Luxembourg time (the record date).

1.3.2. 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.

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

1.4.1. 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 11:59 p.m. (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 Meetings 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 Meetings, i.e. no later than on 12 June 2024 at 11:59 p.m. (Luxembourg and Paris time).

1.4.2. 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 11:59 p.m. (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 Meeting, but may nevertheless sell all or part of his/her shares.

However, if the transfer of ownership occurs before midnight (00:00 a.m.) Luxembourg time on the fourteenth day prior to the date of the General Meetings, on 3 June 2024 at midnight (00:00 a.m.) 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 a.m.) Luxembourg time, i.e. on 3 June 2024 at midnight (00:00 a.m.) 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.

1.5. How do I ask questions?

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 by 11 June 2024 at 6:00 p.m. (Luxembourg time) at the 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 a.m.) (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 Meeting.

1.6. Adding items to the agenda or tabling 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 6:00 p.m. (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 a.m.) (the record date) and the aggregate amount of the shareholding entitling such request.

HOW TO GET INFORMATION?

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

For any information concerning the exercise of your shareholder rights for these General Meetings which will not be open to the public, please ask your bank for advice or call +33186860063 or send an e-mail to actionnaires@solutions30.com.

QUORUM AND MAJORITY AT GENERAL MEETINGS

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.

RESOLUTIONS SUBMITTED FOR APPROVAL AT THE ANNUAL GENERAL MEETING

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).

These resolutions concerning the approval of the Company statutory and consolidated financial statements are standard resolutions on the agenda of an annual general meeting and are intended to submit the Company's financial statements to shareholders for a vote. The consolidated financial statements and the Company statutory accounts are available on the Company's website.

2. Approval of the annual accounts of the Company for the financial year ended on 31 December 2023.

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.

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.



Comment from the Management Board:

In 2023, for our twentieth anniversary, we reached our symbolic target of one billion euros of revenue, as planned. All our business indicators have shown clear improvement. After a difficult and decisive period that has only made it stronger, the Group returned to a sustained growth trajectory with improved margins in 2023. In the fourth quarter, the Benelux became our top geographic area in terms of revenue and margins, establishing itself as a powerful driver of value creation. In France, the situation has remained mixed, with a mature fiber market and an energy market that is still growing, especially in the solar sector. We will continue to adapt our business model there to prioritize resource flexibility, process optimization, and cost reduction. As for other countries, we have begun to expand in Germany and have had major commercial successes in the fiber segment, which should become an important growth driver for the Group

in 2024. While margins were under pressure in the first half of the year from costs related to the ramp-up of certain contracts, the second half of the year confirmed our increased profitability. We returned to double-digit EBITDA margins in the Benelux and saw significant improvements in France, where our operational optimization efforts are paying off. As Solutions30 enters a new phase of profitable growth, we are confident that the Group has the capacity to reach our target of a double-digit EBITDA margin and to seize the many opportunities presented by the digital transformation and the energy transition.

Learn more:

- [2023 Annual Financial Report](#)
- [2023 Annual Earnings Press Release](#)
- [2023 Annual Earnings Presentation](#)

4. Allocation of results.

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 and allocation of result (D-G-H-E)	Euro 133,846,265.89
Basic fixed remuneration of the Supervisory Board members	Euro 468,000.00

This resolution concerns the allocation of the Company's earnings. In accordance with applicable Luxembourg company law, Solutions30 asks its shareholders to vote on the allocation of earnings after approval of the annual statutory and consolidated financial statements.

Comment from the Management Board:

Solutions30 pursues a prudent financial policy that has resulted in a solid balance sheet with low debt levels while interest rates are high. Solutions30 plans to funnel its cash flow to financing its business and growth. The Company's earnings are thus reinvested to support growth and to finance ramp-ups which are underway throughout Europe.

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

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.

Luxembourg company law stipulates that after the vote on the Company's annual financial statements, shareholders must be asked to vote on discharging members of the Supervisory Board and the Management Board for the performance of their duties during the past financial year.

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.

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 & 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.

The purpose of this resolution is to renew the mandate of Solutions30's approved statutory auditor. In accordance with the laws applicable in Luxembourg, the approved statutory auditor may be appointed for a period of one year. When appointed for one year, as is the case at Solutions30, the renewal of the auditor's mandate is subject to an annual vote by the shareholders.

7. Appointment of an approved 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.

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.

The purpose of this resolution is to ensure the compliance of the Company with the CSRD directive 2022/2464 of 14 December 2022 in anticipation of its transposition in Luxembourg which is foreseen on or around September 2024.

In accordance with the CSRD Directive, the general meeting of shareholders of the Company should appoint 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 **CSRD Auditor**). Should the Luxembourg's legislator require the shareholders of the Company to appoint the CSRD Auditor and in order to avoid convening another general meeting in 2024 just for this purpose, in consultation with the Audit, Risk and Compliance Committee of the Company, the decision to appoint the CSRD Auditor has been added to the agenda of the Annual General Meeting even though as of today the Company is not legally required to have the CSRD Auditor appointed.

8. Submission of the remuneration report for advisory

The Company has prepared a remuneration report for the financial year 2023 as required by applicable law (the **Remuneration Report**). The Remuneration Report and certain additional information are set out in chapter 4.4 of Company's annual report 2023 available on the Company's website www.solutions30.com under Investor Relations – General Meeting.

The remuneration of the Management Board members is set in accordance with the remuneration policy for members of the Supervisory Board and the Management Board adopted by the Supervisory Board on 10 May 2022, as proposed by the Nominations and Remunerations Committee, and approved by advisory vote by the shareholders on 16 June 2022.

In 2023, salaries in Luxembourg were subject to an automatic indexation of 7,7%. The mentioned indexation indicates a significant adjustment to wages to reflect the rise in the cost of living or inflation rate during that period.

In this context, in the course of 2023, the fixed part of the remuneration of the members of the Management Board has been increased in line with an automatic legal indexation applicable in Luxembourg (by 7,7%). The variable remuneration of the Management Board remains unchanged and is tied to the achievement of formal and demanding objectives defined by the Supervisory Board in accordance with the recommendations of the Nominations and Remunerations Committee. Indexing Management's Board remuneration to inflation and adjusting compensation to reflect economic changes is common practice.

As the Group continues to grow and navigate increasingly complex challenges, the responsibilities of the Management Board members have expanded accordingly. In addition to the automatic indexation, the increased fees reflect also the additional time, expertise, and commitment required to effectively fulfil these duties.

The variable part of the remuneration is linked to the performance metrics such as revenue growth or profitability which are directly connected to the long-term success of the Group. This ensures that our Management Board members are incentivized to act in the best interests of shareholders and drive sustainable value creation over time.

The principles for calculating variable remuneration for 2023 remained unchanged compared to 2022. In particular, the variable portion remains capped at 50% of the fixed remuneration.

The 2023 annual objectives were achieved at 98,5% with the qualitative targets related to CSR indicators and quantitative targets (revenue and gross cash position) met and the qualitative targets related to the GRC and the other quantitative targets relating to operating

profitability (adjusted EBITDA) only partially met. In comparison, the 2022 annual objectives were met only 29,2% with the qualitative targets related to internal control and CSR indicators and quantitative targets (revenue, operating profitability (adjusted EBITDA), and free cash flow) partially met and the other quantitative targets relating to operating profitability (adjusted EBITDA, net income) not met.

Given the above, the level of achievement of the 2023 annual objectives, substantially increased in comparison to 2022 objectives' achievement results, is reflected in the amount of the 2023 annual bonus of the Management Board members as indicated in the 2023 Annual Report.

The decision to increase the Management Board fees was made in accordance with our commitment to fairness, transparency, and accountability in all aspects of our operations.

For the future Long Term Incentive Plan, the Company will raise the weight of the quantitative KPIs related to margins and cash generation in order to comply with the commitment already taken towards shareholders, to increase management's focus on value creation. As required by the applicable law, the Remuneration Report is submitted to an advisory vote at the Annual General Meeting.

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

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 Board	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	Euro 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.

The 2023 remuneration of Supervisory Board, as submitted to shareholders for a vote, is set in accordance with the remuneration policy for members of the Supervisory Board adopted by the Supervisory Board on 10 May 2022, as proposed by the Nominations and Remunerations Committee and approved by the General Meeting of June 16, 2022.

It should be noted that the remuneration of Mr. Francesco Serafini (former Supervisory Board member whose mandate terminated in June 2023) and Mrs. Paola Bruno (appointed to the Supervisory Board in June 2023) are calculated on a pro rata basis for the duration of their respective mandates held in 2023. The information related to the Supervisory Board's remuneration is available in chapter 4.4 of the Company's annual report 2023 available on the Company's website www.solutions30.com under Investor Relations – General Meeting.

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 plan (the **LTIP**) composed of:

- a. Share Certificate Subscription Plan to the benefit of its Management Board and Executive Committee members; and
- b. Country Award Plan to the benefit of its Country / Business Unit local Managers

This LTIP aims (i) to offer competitive remuneration packages in a global marketplace and to incentivize long-term participation by participants in the Company's success.; (ii) to attract, motivate and retain highly qualified executive officers whose skills, experience and commitment are crucial for the effective management of the Company's business for the benefit of its shareholders and (iii) to align the long-term interests of the Company's executive officers with those of its shareholders by providing them with the opportunity to participate in the Company's long-term growth, while enduring a financial commitment and respective underlying associated risks. This objective also promotes a stronger sense of involvement with the Company and the broader employee group.

Supervisory Board members are explicitly excluded as beneficiaries.

As indicated in the Company's Remuneration Policy, there are certain restrictions related to the shareholding of the Company shares by the Management Board members in case of being awarded shares or equity instruments convertible into shares. Namely, if, before the end of a period of four years after his first nomination, the Management Board member still does not hold in total the equivalent of one time his annual base fee/salary (the **ABS**) in the year of the award, and the CEO two times his ABS in the year of the award, then the Company's shares awarded by the Company to that Management Board member must be retained to a minimum of 1/3 of the shares awarded, for the time of employment, or until the Management Board member satisfies the condition to hold the equivalent of one time his ABS in year four and the CEO two times his ABS in year four (based on the share purchase price, or in the case of equity instruments, the market closing share price at the date of exercise).

The above-mentioned provision aims at assuring that Management Board members become shareholders of the Company, feel a sense of ownership, and focus on creating shareholder value.

Given the intention of the Company to abide by the best corporate governance principle, the Supervisory Board, following the recommendation of the Nominations and Remunerations Committee, reviewed and approved the principles of the LTIP and 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.

Further details of the LTIP are outlined in the LTIP Summary available on the Company's website www.solutions30.com under Investor Relations – General Meetings 2024.

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

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

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 EUR 28.00 (twenty-eight Euro), and no less than EUR 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.

On 27 May 2019, an annual general meeting of shareholders has authorised the Management Board, as provided by applicable Luxembourg corporate law, for a maximum period of five (5) years, to purchase shares of the Company at any time and as many times as it deems appropriate. This resolution aims at renewing this authorization granted to the Management Board for another 5 years.

RESOLUTIONS SUBMITTED FOR APPROVAL AT THE EXTRAORDINARY GENERAL MEETING

1. 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.

It is expected that the Regrouping will reduce the share price volatility, which tends to be higher for stocks with very low market prices. A reduced volatility should make the Company's stock more attractive to stable, long-term shareholders.

The other expected effect 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. The Regrouping will not create fractional shares for the transparency and ease of the shareholders.⁵

The Regrouping means that 1 new share with a par value of EUR 1.02 will be allocated in exchange for 8 existing shares with a par value of EUR 0.1275. In practice, the Regrouping takes place automatically for the portion of shares forming an exact multiple of 8. In this case, shareholders do not need to take any action, as the old shares forming an exact multiple of 8 are automatically consolidated by their financial intermediary. The remaining old shares after division by 8, which are not exact multiple of 8, are referred to as «fractional shares».

In case a shareholder holds fractional shares (old shares remaining after deducting the portion of the total number of shares held that is a multiple of 8), he or she shall have two options to choose from: (i) either to buy the remainder in order to hold an exact next multiple of 8 shares, or (ii) to sell the remainder. If the shareholder has not sold the fractional shares

by certain date (to be communicated in due course), or has not purchased within the same period the additional shares which, added to the fractional shares, would make up an exact multiple of 8, the fractional shares will be automatically sold on the market by his/her financial intermediary and the shareholder will receive the corresponding compensation from his intermediary. Further information and instructions will be available after the EGM once the Regrouping is approved.

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.

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 (EUR 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.

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 and ninety-six cents (EUR 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 (EUR 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."

On 27 July 2021, an extraordinary general meeting of shareholders of the Company has resolved to grant the Management Board the right to use the mechanism of the authorised share capital, to increase, from time to time, the share capital of the Company, under certain terms and conditions.

Given the contemplated increase of the nominal value of the shares (from EUR 0,1275 to EUR 1,02) in the context of the Regrouping (as defined in the first resolution of the EGM further below), the above proposal is only a clerical amendment to the initial authorisation granted by the above said extraordinary general meeting of shareholders of the Company dated 27 July 2021. It is, thus, explained and justified by the need to reflect the proposed increase of the Company's nominal share value and consequently avoid fractional shares.

None of the other paragraphs of article 5 of the Articles shall be amended and consequently the authorised share capital mechanism in place shall remain unchanged until the end of the initial period as explained above, i.e. 27 July 2026.



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