



Solutions pour les Nouvelles Technologies

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**MINUTES OF THE ORDINARY GENERAL MEETING  
OF 18 MAY 2018, HELD AT 40, BOULEVARD D'AVRANCHES, L-1160 LUXEMBOURG**

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The annual Ordinary General Meeting of shareholders of the company SOLUTIONS 30 S.E. (hereinafter the "Company") commenced at 11:00 a.m. CET. at 40, boulevard d'Avranches, L-1160 Luxembourg, Grand Duchy of Luxembourg. The Ordinary General Meeting appointed Mr. Gianbeppi Fortis as Chairman.

Mr. Karim Rachedi and Mr. Stephan Geissel, the two shareholders representing the highest number of votes and accepting the duty, were called upon to act as tellers.

The Chairman and the tellers appointed Ms. Laura Léger as Secretary.

The Chairman then stated, and the Ordinary General Meeting confirmed, that:

- I. The shareholders of the Company had been convened to the Ordinary General Meeting held on this day and that the notices of meeting had been:
  - Published in the *Recueil Electronique des Sociétés et Associations* (Electronic Record of Companies and Associations), number RESA\_2018\_098.5 of 3 May 2018;
  - Published in the Luxembourg newspaper, the *Lëtzebuerger Journal*, on 3 May 2018;
  - Sent by post to shareholders in their name on 9 May 2018; and
  - Published on the Company website [www.solutions30.com](http://www.solutions30.com) on 3 May 2018.

Proof of publication was provided for the tellers.

- II. The Chairman stated that this Ordinary General Meeting had been convened in compliance with the amended law of 10 August 1915 (Luxembourgish law) concerning trading companies.
- III. The shareholders present or represented, together with the number of shares held, were listed on an attendance sheet attached to these minutes, having been signed by the attending shareholders and representatives, as well as by members of the committee. The powers of attorney of represented shareholders and postal voting forms, initialled *ne varietur* by the committee members, are also attached to these minutes.
- IV. That this attendance sheet shows that out of the twenty-four million one hundred and seventy-nine thousand eight hundred and twelve (24,179,812) shares, representing the totality of subscribed capital, fourteen million three hundred and eighty-three thousand one hundred and fifty-eight (14,383,158) shares were present or represented at this Ordinary General Meeting.

The above information was verified by the tellers.



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- V. The attending or represented shareholders declared they had been duly convened to the Ordinary General Meeting and notified of the agenda.
- VI. The Chairman then stated that as the required one-fifth of shares with voting rights had been achieved, the Ordinary General Meeting was duly constituted and could validly deliberate the items on the agenda.

### **AGENDA OF THE ORDINARY GENERAL MEETING**

1. Presentation of the report of the Board of Directors, the comments of the Supervisory Board on the Board's report, and the Statutory Auditor's report on the annual financial statements for the year ended 31 December 2017.
  2. Approval of the annual financial statements for the year ended 31 December 2017.
  3. Appropriation of profit/(loss)
  4. Presentation of the consolidated report of the Board of Directors, the comments of the Supervisory Board on the Board's consolidated report, and the Statutory Auditor's report on the consolidated financial statements for the year ended 31 December 2017.
  5. Approval of the consolidated financial statements for the year ended 31 December 2017.
  6. Discharge to be granted to members of the Board of Directors, the members of the Supervisory Board and the Statutory Auditor for the performance of their duties during the financial year ended 31 December 2017.
  7. Noting the death of Mr. Emmanuel Journe, a member of the Supervisory Board, and discharge granted for the performance of his duties until 9 November 2017.
  8. Noting the resignation of OS CONSEIL from the Supervisory Board, and discharge granted for the performance of its duties until 20 December 2017.
  9. Ratification of the appointment of Mr. Jean-Paul Cottet to the Supervisory Board for a term ending at the close of the general meeting called to approve the financial statements for the year ended 31 December 2020.
  10. Ratification of the appointment of Mr. Paul Raguin to the Supervisory Board for a term ending at the close of the general meeting called to approve the financial statements for the year ended 31 December 2020.
  11. Appointment of Ms. Laurence Vanhée as a new member of the Supervisory Board for a term ending at the close of the general meeting called to approve the financial statements for the year ended 31 December 2020.
  12. Renewal of the appointment of GRANT THORNTON LUX AUDIT SA as the Statutory Auditors for the period ending at the close of the general meeting called to approve the financial statements for the year ended 31 December 2018,
- VII. The Chairman laid the following documents upon the Table of the Ordinary General Meeting:
- The annual financial statements and consolidated financial statements for the year ended 31 December 2017;
  - The report by the Board of Directors on the annual financial statements and consolidated financial statements for the year ended 31 December 2017;
  - The observations of the Supervisory Board on the report by the Board of Directors on the annual financial statements and consolidated financial statements for the year ended 31 December 2017;
  - The report by the Statutory Auditors on the annual financial statements and consolidated financial statements for the year ended 31 December 2017.



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VIII. The general meeting, having approved the Chairman's presentation, and having acknowledged the constitution of the meeting, considered the items on the agenda and following deliberations, voted on the following resolutions:

### **RESOLUTION 1**

Having considered the report of the Board of Directors, the comments of the Supervisory Board on the Board's report, and the Statutory Auditor's report on the annual financial statements for the year ended 31 December 2017, the general meeting approved the report of the Board of Directors, the comments of the Supervisory Board on the Board's report, and the Statutory Auditor's report on the annual financial statements for the year ended 31 December 2017.

This resolution was put to the vote and unanimously approved:

- votes FOR: 14,383,158
- votes AGAINST: 0
- ABSTENTIONS: 0

### **RESOLUTION 2**

The general meeting approved the annual financial statements for the year ended 31 December 2017 showing a profit of €7,300,179.01.

This resolution was put to the vote and approved by a majority:

- votes FOR: 14,164,483
- votes AGAINST: 38,010
- ABSTENTIONS: 180,665

### **RESOLUTION 3**

The general meeting votes to allocate the profit for the 2017 financial year in the amount of €7,300,179.01 as follows:

- €190,704.09 to the legal reserve, increasing it to €1,233,170.41 from €1,042,466.32, which is equivalent to one-tenth of the current share capital;
- The balance of €7,109,474.92 is allocated to the Retained earnings account.

Updated amounts:

- Legal reserve €1,233,170.41
- Unavailable reserve €35,449.29
- Total retained earnings €22,396,360.76

This resolution was put to the vote and unanimously approved:

- votes FOR: 14,383,158
- votes AGAINST: 0
- ABSTENTIONS: 0



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#### **RESOLUTION 4**

Having considered the consolidated report of the Board of Directors, the comments of the Supervisory Board on the Board's consolidated report, and the Statutory Auditor's report on the consolidated financial statements for the year ended 31 December 2017, the general meeting approved the consolidated report of the Board of Directors, the comments of the Supervisory Board on the Board's consolidated report, and the Statutory Auditor's report on the consolidated financial statements for the year ended 31 December 2017.

This resolution was put to the vote and approved by a majority:

- votes FOR: 13,134,005
- votes AGAINST: 167,239
- ABSTENTIONS: 1,081,914

#### **RESOLUTION 5**

The general meeting approved the consolidated financial statements for the year ended 31 December 2017.

This resolution was put to the vote and unanimously approved:

- votes FOR: 14,383,158
- votes AGAINST: 0
- ABSTENTIONS: 0

#### **RESOLUTION 6**

The general meeting decided to grant full and complete discharge to the members of the Board of Directors, the members of the Supervisory Board and the Statutory Auditor for the performance of their duties during the financial year ended 31 December 2017.

This resolution was put to the vote and approved by a majority:

- votes FOR: 14,323,252
- votes AGAINST: 59,906
- ABSTENTIONS: 0

#### **RESOLUTION 7**

The general meeting officially noted the death on 9 November 2017 of Mr. Emmanuel Journe, a member of the Supervisory Board, and granted full discharge for the performance of his duties until 9 November 2017.

This resolution was put to the vote and approved by a majority:

- votes FOR: 14,373,252
- votes AGAINST: 9,906
- ABSTENTIONS: 0



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### **RESOLUTION 8**

The general meeting noted the resignation of OS CONSEIL from the Supervisory Board effective as at 20 December 2017 and granted full discharge for the performance of its duties up to that date.

This resolution was put to the vote and approved by a majority:

- votes FOR: 14,373,252
- votes AGAINST: 9,906
- ABSTENTIONS: 0

### **RESOLUTION 9:**

In accordance with Article 14.2 of the Company's articles of association, the general meeting of shareholders ratified the appointment of Mr. Jean-Paul Cottet, born on 16 June 1954 in Paris (France), residing at 36 rue Miollis, F-75015 Paris, France, to the Supervisory Board for a term ending at the close of the general meeting called to approve the financial statements for the year ended 31 December 2020.

This resolution was put to the vote and approved by a majority:

- votes FOR: 12,445,545
- votes AGAINST: 1,937,613
- ABSTENTIONS: 0

### **RESOLUTION 10**

In accordance with Article 14.2 of the Company's articles of association, the general meeting of shareholders ratified the appointment of Mr. Paul Raguin, born on 27 February 1941 in Saint-Mars-la-Jaille (France), residing at La Fresnay, F-49123 Le Fresne-sur-Loire, France, to the Supervisory Board for a term ending at the close of the general meeting called to approve the financial statements for the year ended 31 December 2020.

This resolution was put to the vote and approved by a majority:

- votes FOR: 12,206,038
- votes AGAINST: 2,177,120
- ABSTENTIONS: 0

### **RESOLUTION 11**

The general meeting of shareholders appointed Ms. Laurence Vanhée, born on 25 June 1971 in Liège (Belgium), residing at 17 avenue des Fougères, BE-1301 Bierges, Belgium, to the Supervisory Board for a term ending at the close of the general meeting called to approve the financial statements for the year ended 31 December 2020.

This resolution was put to the vote and approved by a majority:

- votes FOR: 12,440,743
- votes AGAINST: 1,942,415
- ABSTENTIONS: 0



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## **RESOLUTION 12**

The general meeting appointed GRAND THORNTON LUX AUDIT SA as the Statutory Auditors for the period ending at the close of the general meeting called to approve the financial statements for the year ended 31 December 2018,

This resolution was put to the vote and approved by a majority:

- votes FOR: 13,873,822
- votes AGAINST: 0
- ABSTENTIONS: 509,336

There being no other items on the agenda and with no one wishing to take the floor, the Chairman declared the meeting closed at 12 noon CET.

On the basis of the foregoing, these minutes were drawn up and signed after reading by the committee members.

## **THE COMMITTEE**

Gianbeppe Fortis  
Chairman

Laura Léger  
Secretary

Karim Rachedi  
and Stephan Geissel  
Tellers