



Solutions pour les Nouvelles Technologies

CONVENING NOTICE
EXTRAORDINARY GENERAL MEETING
31 OCTOBER 2018

The Shareholders of the Company are called to attend the Extraordinary General Meeting of SOLUTIONS 30 SE to be held in the office of Maître Léonie GRETHEN, Notary residing at 10, avenue Guillaume, L-1650 Luxembourg, on 31 October 2018 at 11.30 am, to deliberate on the following agenda :

AGENDA OF THE EXTRAORDINARY GENERAL MEETING:

1. Modification of the nominal value of the shares of the Company from fifty one cents Euro (EUR 0.51) to zero point one thousand two hundred seventy five cents Euro (EUR 0.1275) each and consequential increase of the number of shares from twenty four million one hundred seventy nine thousand eight hundred twelve (24,179,812) shares to ninety six million seven hundred nineteen thousand two hundred forty eight (96,719,248) shares, all allocated to the current and existing shareholders in their proportion to their shareholding into the share capital of the Company.
2. Consequential modification of article 6.- of the articles of association of the Company to reflect the changes made and which should be read as follows: "The subscribed share capital is set up at twelve million three hundred thirty one thousand seven hundred four Euro and twelve cents (EUR 12,331,704.12). It is divided into ninety six million seven hundred nineteen thousand two hundred forty eight (96,719,248) shares with a nominal value of zero point one thousand two hundred seventy five cents Euro (EUR 0.1275) each."
3. Consequential modification of article 7.1. paragraph 6 of the articles of association which should be read as follows: "In addition to the subscribed share capital, the authorized share capital is, during the period as hereinafter provided, eight million five hundred seventeen thousand six hundred twenty two Euro and twenty cents (EUR 8,517,622.20) which will be represented by sixty six million eight hundred four thousand eight hundred eighty (66,804,880) shares with a nominal value of zero point one thousand two hundred seventy five cents Euro (EUR 0.1275) each."
4. Overhaul of the articles of association of the Company in accordance with the law on commercial company of August 10th, 1915 as amended and particularly by the law of August 10th, 2016, without modification neither of the social form nor the purpose of the Company.
5. Insertion of an English version of the articles of association.

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Holders of registered shares are entitled to attend the extraordinary general meeting, as well as its deliberations, regardless of the number of the shares they hold, on simple proof of their identity, provided that their shares are fully paid-up and have been registered in their name for at least three (3) days prior to the date of the meeting.

Holders of bearer shares are also entitled to attend the extraordinary general meeting and its deliberations, regardless of the number of the shares they hold, of simple proof of their status of shareholders, providing their shares are fully paid-up and have been registered in the name of the intermediary regularly registered on their behalf for at least three (3) days prior to the date of the meeting in the bearer share accounts held by an authorized intermediary. Proof of the status of shareholder shall be provided by the authorized intermediaries who hold the bearer share accounts by producing a certificate of participation that they attach to the postal voting form or by a power of attorney or by requesting an admission card issued in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. However, if a bearer shareholder wishes to physically attend the meeting and has not received his admission card by the third working day before the extraordinary general meeting, he will have to ask his financial intermediary to issue a certificate of participation that will enable him to prove his shareholder's status no later than the third working day before the extraordinary general meeting in order to be admitted.

Any shareholder entitled to attend the extraordinary general meeting may be represented by another shareholder or his / her spouse. The power of attorney must contain the instructions and information required by law. In the absence of the appointment of the proxy by the principal, a vote in favor of the adoption of the draft resolutions submitted to the meeting shall be recorded on behalf of said principal.

Any shareholder may vote by post, using a form that will be sent to him on simple written request, which must contain proof of his shareholder's status and the number of shares held, addressed to the Company.

During the extraordinary general meeting, the presence in person of the shareholder cancels any power of attorney or postal vote.

The extraordinary general meeting may validly deliberate only if the shareholders present, represented or having sent postal votes, own at least, on first convening notice, half and, on second convening notice, one-fifth of the shares having the right to vote. In the absence of the latter quorum, the second meeting may be extended at a date no later than two (2) months after the date on which it was convened.

The extraordinary general meeting adopts resolutions by a two-thirds majority of the votes of the shareholders present or represented, including the shareholders who have sent postal voting form.

In the case of postal voting form, only the forms duly completed and received by the Company at least three (3) days before the date of the extraordinary general meeting will be taken into account for the calculation of the quorum and the vote.

Any shareholder may consult the documents provided for by law at the registered office of the Company. He may obtain a copy of them free of charge upon written request to the Company.

The Management Board