

**SOLUTIONS 30 SE**  
*Société européenne*  
6 rue Dicks - L-1417 Luxembourg  
R.C.S. Luxembourg: B 179.097

## **CONVENING NOTICE**

The shareholders of Solutions 30 SE (the **Company**) are invited to attend the annual general meeting of Shareholders (the **General Meeting**) to be held on Monday May 27<sup>th</sup> 2019 at 09:00 a.m. (Luxembourg time) at the "Bubbles" lounge on the ground floor of the Sofitel Luxembourg Hotel Le Grand Ducal, 40, boulevard d'Avranches, L-1160 Luxembourg to deliberate on the following agenda:

### **AGENDA AND PROPOSED RESOLUTIONS OF THE GENERAL MEETING**

- 1. Presentation of (i) the management report and consolidated management report of the Management Board, (ii) the report of the independent auditor on the annual accounts and on the consolidated financial statements of the Company for the financial year ended on December 31<sup>st</sup> 2018, and (iii) the observations of the Supervisory Board;**
  
- 2. Presentation of the newly established governance composed by:**
  - 2.1. Working committees at the level of the Supervisory Board: (i) Strategy, (ii) Audit and (iii) Remuneration Committees;
  - 2.2. Executive committees of the Management Board: (i) the Group Executive Committee and (ii) the Country Executive Committee.
  
- 3. Approval of the annual accounts of the Company for the financial year ended on December 31<sup>st</sup> 2018;**

#### ***Draft proposed resolution (first resolution)***

The General Meeting, after having reviewed the management report of the Management Board, the report of the independent company auditor and the observations of the Supervisory Board, approves the annual accounts for the financial year ended on December 31<sup>st</sup> 2018, in their entirety, showing a net profit of EUR 21,456,783.80.

**4. Approval of the consolidated financial statements for the financial year ended on December 31<sup>st</sup> 2018;**

***Draft proposed resolution (second resolution)***

The General Meeting, after having reviewed the management report of the Management Board, the report of the independent company auditor and the observations of the Supervisory Board, approves the consolidated financial statements for the financial year ended on December 31<sup>st</sup> 2018, in their entirety.

**5. Allocation of results;**

***Draft proposed resolution (third resolution)***

The General Meeting acknowledges the net profit of EUR 21,456,783.80 and decides to allocate it as follows:

Profit for the year (A)	EUR 21,456,783.80
Results brought forward (B)	EUR 22,396,360.76
Other available reserves (C)	-
Available distributable reserves (D=A+B+C)	EUR 43,853,144.56
Results to be allocated and distributed (A)	EUR 21,456,783.80
Transfer to reserve for treasury shares (G)	-
Allocation to the legal reserve (H)	EUR 93,561.34
Distribution of a dividend (E)	-
Profit carried forward (F=A-E)	-
Available distributable reserve after distribution and allocation of result (D-G- H-E)	EUR 43,759,583.22

**6. Discharge to the members of the Management Board and Supervisory Board;**

***Draft proposed resolution (fourth resolution)***

The 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 December 31<sup>st</sup> 2018.

- 7. Acknowledgement of the resignation of three members of the Supervisory Board and appointment of one new member of the Supervisory Board for a mandate until the annual general meeting resolving on the approval of the annual accounts for the financial year ending on December 31<sup>st</sup> 2022;**

***Draft proposed resolution (fifth resolution)***

The General Meeting acknowledges the resignation of Ms Laurence VANHEE, Mr Jean MORISSON DE LA BASSETIERE, as well as of Mr Jean-Marie DESCARPENTRIES as members of the Supervisory Board.

The General Meeting resolves to appoint Mr Yves KERVEILLANT as new member of the Supervisory Board for a mandate to last until the annual general meeting resolving on the approval of the annual accounts for the financial year ending on December 31<sup>st</sup> 2022.

- 8. Re-appointment of Mr Alexander SATOR as member of the Supervisory Board until the annual general meeting resolving on the approval of the annual accounts for the financial year ending on December 31<sup>st</sup> 2022;**

***Draft proposed resolution (sixth resolution)***

The General Meeting decides to approve the re-appointment of Mr Alexander SATOR as member of the Supervisory Board until the annual general meeting resolving on the approval of the annual accounts for the financial year ending on December 31<sup>st</sup> 2022.

- 9. Authorisation to the Management Board, for a maximum period of 5 years to repurchase shares of the Company;**

***Draft proposed resolution (seventh resolution)***

The 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 General Meeting consequently authorises the Management Board of the Company, as referred to in articles 430-15 and 430-16 of the law of August 10<sup>th</sup> 1915 on commercial companies, as amended (the **Law**), for a maximum period of five (5) years as of the date of this 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 3,000,000 (three million) 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 authorisation.

**10. Appointment of an independent auditor until the annual general meeting resolving on the approval of the annual accounts for the financial year ending on December 31<sup>st</sup> 2019.**

***Draft proposed resolution (eighth resolution)***

The General Meeting decides to appoint Ernst & Young (EY), with registered address situated at 35E Avenue John F. Kennedy, 1855 Luxembourg and registered with the register of commerce and companies under the number B47.771, as independent auditor of the Company until the annual general meeting resolving on the approval of the annual accounts for the financial year ending on December 31<sup>st</sup> 2019.

\* \* \* \* \*

The 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 items 3 to 10 on the agenda will be adopted by a simple majority of the votes validly cast by shareholders present or represented. Each share carries one voting right.

A copy of the documentation relating to the General Meeting is available from the date of publication of this convening notice on the Company's website [www.solutions30.com](http://www.solutions30.com) under "Investor Relations-Annual General Meeting - Annual General Meeting May 27<sup>th</sup> 2019". Shareholders may obtain a free of charge paper copy of the 2018 Management Report (in French or in English) at the Company's registered office or by writing an e-mail at: [investor.relations@solutions30.com](mailto:investor.relations@solutions30.com).

**Possibility to ask questions ahead of the General Meeting**

Shareholders have the right to ask questions regarding items on the agenda of the General Meeting before and during the General Meeting. To this end, the Company undertakes, as far as possible, to answer these questions during the questions and answers session. Questions must be received by the Company before **06:00 p.m.** (Luxembourg time) on **May 22<sup>nd</sup> 2019**. Questions must be sent by e-mail to [investor.relations@solutions30.com](mailto:investor.relations@solutions30.com) with evidence of ownership as of May 22<sup>nd</sup> 2019 issued by a financial intermediary and must also contain the full name and address of the shareholder.

### Conditions for attending the General Meeting

- i. Holders of registered shares are entitled to participate in the General Meeting, as well as in its deliberations, regardless of the number of their shares, upon simple evidence of their identity, provided that their shares have been fully paid up and registered in their name for at least three (3) days before the date of the General Meeting.
- ii. Holders of bearer shares are also entitled to participate in the General Meeting, as well as in its deliberations, regardless of the number of their shares, upon simple evidence of their status, as long as their shares are fully paid up and registered in the name of the intermediary duly registered on their behalf for at least three (3) days before the date of the General Meeting in the bearer share accounts maintained by an authorised intermediary. Evidence of ownership is provided to the Company by the authorised intermediaries who maintain bearer share accounts by producing a certificate of participation which they attach to the single form of remote voting or proxy or request for an admission card drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. However, if a bearer shareholder wishes to participate in the General Meeting in person and has not received his admission card by the third (3<sup>rd</sup>) business day before the General Meeting, he must ask his financial intermediary to issue him a certificate of participation which will enable him to prove his ownership as shareholder by the third (3<sup>rd</sup>) business day before the said General Meeting in order to be admitted.

Any shareholder entitled to attend the General Meeting may be represented by another shareholder, his/her spouse or any other person of his choice. The power of attorney must contain the indications and information provided for by law. In the absence of the appointment of the agent by the principal, the power of attorney in question may not be taken into account.

Any shareholder may vote by mail by means of the proxy, voting and attendance form which may be equally obtained upon written email request at [investor.relations@solutions30.com](mailto:investor.relations@solutions30.com), which shall contain evidence of ownership as shareholders and the number of shares held.

At the General Meeting, the personal presence of the shareholder cancels any proxy or postal vote.

In the event of postal vote, the proxy, voting and attendance form duly completed, dated and signed must be received **NO LATER THAN MAY 22<sup>nd</sup> 2019** by the Company by email at [investor.relations@solutions30.com](mailto:investor.relations@solutions30.com) and/or by postal mail at the registered address of the Company, 6 rue Dicks, L1417 Luxembourg (Luxembourg) in order to be taken into account for the calculation of the quorum and the vote. In case of email, the original must be sent to the registered address of the Company thereafter.

All shareholders may consult the documents required by law at the Company's registered office and may obtain a copy free of charge upon simple written request to the Company at [investor.relations@solutions30.com](mailto:investor.relations@solutions30.com).

Luxembourg, May 6<sup>th</sup> 2019

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).*