



Solutions30

Solutions for New Technologies

FRIDAY
26
JUNE
2020

**ANNUAL GENERAL MEETING
AND
EXTRAORDINARY GENERAL MEETING**
Supplementary information and brochure

Shareholders are urged to consult all relevant documents, including the official convening notice, on the company's website under www.solutions30.com/investor-relations/general-meeting/

Annual General Meeting 2020
26 June 2020
9.00 a.m.

Extraordinary General Meeting
26 June 2020
11.00 a.m.

Shareholder contact:

Investor.relations@solutions30.com
+33 (0)6 85 82 41 95

Voting by proxy only – COVID 19

Considering the outbreak of the COVID-19 pandemic and the restrictions on travels and gatherings imposed by the Luxembourg government since mid-March 2020, the Company has taken precautionary measures to protect and limit the exposure for its employees, customers and service providers.

The same principle shall apply to the Company's shareholders and other stakeholders.

In this context, the Management Board of the Company has decided to hold this year's General Meetings without a physical presence, as permitted by Luxembourg law. In view thereof, arrangements are made to provide for the opportunity for shareholders to vote exclusively by proxy voting.

The proxy and voting form is available in English and French on the Company's website www.solutions30.com/investor-relations/general-meeting/.

The proxy and voting form duly completed, dated and signed as well as the evidence of ownership **must be received NO LATER THAN 24 June 2020 at midnight CEST, by the Company, BY EMAIL at investor.relations@solutions30.com** in order to be taken into account for the calculation of the quorum and the vote.

Disclaimer

*This document is intended to provide useful supplementary information to investors ahead of the 2020 Annual General Meeting ("AGM") and Extraordinary General Meeting ("EGM"). **It is supposed to be read in conjunction with the other relevant documentation concerning the AGM and EGM, in particular the AGM and EGM convening notice (the "Convening Notice"), which are available on the company's website.** This document does not substitute any other relevant documentation.*



CHAIRMAN'S STATEMENT

Ladies and Gentlemen, dear shareholders,

During these challenging times, I hope that you and your families are well.

I am pleased to invite you to the Company's Annual General Meeting 2020 as well as the Extraordinary General Meeting. As so many aspects of our daily lives, these events will also be affected by the Covid-19 outbreak. In the interest of everyone's health, both this year's Annual General Meeting and Extraordinary General Meeting will be held without the ability to physically attend. This should hopefully remain an exceptional occurrence. I encourage all shareholders to make use of the provided forms of communication with the Company, and to vote remotely.

Despite the exceptional circumstances, I am pleased to report to shareholders that the Company has continued on a strong growth path in 2019, while achieving improved profitability and significant cash generation at the same time. For the first time this year, the Group presents its accounts in accordance with IFRS. It is one of the more visible changes, alongside many other steps that are being taken to align the Company's structure for future growth.

At this year's Annual General Meeting, the Company for the first time will ask shareholders to cast their advisory vote on resolutions on remuneration, on a voluntary basis. This significant step is taken in anticipation of the Company's expected move to the regulated market of Euronext Paris.

For the coming years, Solutions 30 has set a course: that of crossing the billion euros in turnover while adopting best practices in terms of governance, transparency and social responsibility.

During the current turbulent times, Solutions 30 has demonstrated that its business model is resilient. I would like to take the opportunity of the coming general meetings to thank you, our shareholders, for your continued support.

Alexander Sator
Chairman of the Supervisory Board

HIGHLIGHTS OF THE FINANCIAL YEAR 2019

Adoption of IFRS accounting standards

2019 was the first year that the Solutions 30 group issued its consolidated financial statements using IFRS. The accounts for 2018 were restated in IFRS, according to the same principles as those applied for the 2019 statements.

51% Revenue growth in 2019

In 2019, the Solutions 30 group posted revenues of €682.2 million, up 51.0% compared to 2018 (28.9% organic growth). For 2018, revenue amounted to €451.8 million under IFRS, compared to €441.8 million under Luxembourg GAAP.

In France, 2019 revenue was €434.4 million, compared to €296.4 million, an increase of 46.5% (of which 24.3% organic growth). This performance is based on the solid momentum recorded in the telecom (deployment of fiber optics) and energy sectors (installation of smart electricity meters). In the Benelux region, the group broke the symbolic barrier of €100 million annual revenue, reaching €125.9 million, an increase of 111.2% (+77.3% organic). Growth over the year was driven by the ramp-up of the outsourcing contract signed with Telenet in Belgium.

In the other countries, Solutions 30's revenue stood at €121.9 million for 2019, an increase of 27.2% (+13.3% organic growth).

66% EBITDA growth in 2019

Solutions 30 has seen its profitability rise sharply, based on favorable effects from increased volumes at the group level, better margins within acquired companies, and keeping structural costs under control.

Reflecting the efficiency of the Solutions 30 group's business model, adjusted EBITDA amounted to €91.8 million, i.e. 13.5% of revenue, up by 1.3 points. Excluding IFRS 16, adjusted EBITDA amounted to €68.6 million, or 10.1% of revenue, up by 1.3 points.

The group share of net income reached €39.2 million, compared to €33.6 million in 2018.

Healthy balance sheet

The Solutions 30 group's gross cash position was €84.2 million, an increase of €14.3 million compared to the end of December 2018. Gross bank debt increased by €4.8 million compared to December 31, 2018, to €87.1 million. The Solutions 30 group had €3.0 million of net bank debt at the end of December 2019, compared to net bank debt of €12.4 million at the end of December 2018.

Total net debt, including €61.6 million in leasing liabilities and €27.2 million of potential financial debt on future call options and earnouts, amounted to €91.8 million. Despite the impact of IFRS 16, the Solutions 30 group maintains a solid financial structure, with an EBITDA to net debt ratio of 1 and a net debt-to-equity ratio of 66%.

INFORMATION ON REMUNERATION ITEMS FOR THE AGM

Shareholders and remuneration

SOLUTIONS 30 SE is a company incorporated and organized under the laws of Luxembourg and listed on the Euronext Growth compartment of the Euronext Paris exchange ("Solutions 30" or the "Company"). Being listed on a non-regulated market (within the meaning of Article 4(1) of MiFID II), the Company, at the date of this AGM, is not subject to any obligation regarding the submission of its remuneration policy and remuneration report to the AGM.

In the interest of good corporate governance, following the Afep-Medef corporate governance code guidelines, and for the benefit of its shareholders, during this AGM, Solutions 30, on a wholly voluntary basis, will submit for an advisory vote to its shareholders:

- its remuneration policy (the "Remuneration Policy");
- its remuneration report as part of the 2019 annual report ("Remuneration Report");
- its long-term incentive plan ("LTIP").

The Company's approach to remuneration is guided by the following principles:

- Talent attraction and retention in a highly demanding environment of strong growth;
- Provision to shareholders and other stakeholders of a transparent, simple, comprehensive, balanced and consistent framework for the determination of remuneration components for Executive and Non-Executive Officers;
- Alignment of shareholders, stakeholders and the Company's senior management's interests in order to maximise value creation.

Solutions 30 has a dual management structure. Further information regarding the governance structure is available in the Corporate Governance section of the 2019 annual report as well as on the Company's website. For the purposes of the discussion of remuneration items, and according to the AFEP-MEDEF code of corporate governance, the Executive Officers of the Company consist of the members of the Group Management Board ("GMB"), the Non-Executive Officers consist of the members of the Supervisory Board.

Remuneration policy

The Supervisory Board adopted the Remuneration Policy prepared by its Nominations and Remunerations Committee, at its meeting of 27 April 2020. Shareholders should read the below comments in conjunction with the full text of the Remuneration Policy as well as additional information provided in the Convening Notice, all of which are available on the Company's website at: www.solutions30.com/investor-relations/general-meeting/

Principles of the Remuneration Policy

Talent attraction

The Company must attract talent to foster and develop its success. Along with being an overall attractive company, remuneration is one part of the Company's ability to do so. Consequently, the Remuneration Policy contributes to the Company's business strategy and long-term interests and sustainability.

Talent retention

Remuneration must reflect the degree of required qualifications and experience of the Company's managers, the risks that they take personally, and honour the dedication and efforts that they put into the Company. The remuneration must also be relative to the pay and employment conditions of the employees of the Company.

Alignment of interests

In particular, the remuneration policy ensures that the compensation policy for GMB members is aligned with the Solutions 30 group's medium and long-term strategic priorities and that it reflects both Solutions 30 Group financial performance and the GMB members' individual performance and responsibilities. The Company believes such alignment is in the best interest of creating long-term shareholder value.

Ensuring an independent and structured decision process

Matters concerning the remuneration of GMB members are supervised and monitored by the Nominations and Remunerations Committee of the Supervisory Board. The Nominations and Remunerations Committee oversees, advises and prepares decisions on the Company's remuneration strategy for the members of the GMB and the administration of stock-based compensation plans. All members of the Supervisory Board, and therefore all members of the Nominations and Remunerations Committee, are independent members.

The type of remuneration and the amount of the fees payable to the Supervisory Board members shall be determined by the general meeting of shareholders. The Supervisory Board may submit proposals to the general meeting of shareholders concerning the remuneration of the Supervisory Board members. The remuneration of Supervisory Board members may not be made dependent on the Company's results, nor are Supervisory Board members eligible for bonuses and/or share-based compensation elements.

The Remuneration Policy shall be reviewed on a regular basis, but at least every four years. Every material change to the Policy shall be subject to the vote of the general meeting of the shareholders.

Selected comments on the remuneration policy and remuneration report

The Remuneration Policy clearly identifies the three possible remuneration components for GMB members.

These are:

- an annual base fee or salary (depending on whether the GMB member has an employment or service contract);

- a short-term variable component in the form of an annual bonus;
- a long-term incentive plan.

The Remuneration Policy furthermore allows and frames the grant of certain specified benefits, such as healthcare plans, pension plans and company cars.

The aim of the Remuneration Policy is to give transparency to investors on how the Nominations and Remunerations Committee of the Supervisory Board determines its suggestions to the Supervisory Board on the specific amounts and how payment is linked to performance.

The Company believes that the Remuneration Policy provides for an adequate 'Pay-for-Performance' framework, as it establishes the mandatory use of performance criteria for both the short-term variable annual bonus payment as well as for long-term incentive plans.

The application of the Remuneration Policy and the level of annual compensation being paid to members of the GMB are detailed in the Remuneration Report, available in the Corporate Governance section of the annual report.

When determining the annual compensation, the Nominations and Remunerations Committee takes into consideration a holistic view on the gross salary, e.g. from both the perspective of the receiving party, and the perspective of the total cost to the company. Significant differences can arise due to differences in non-salary components such as social security contributions by the employer. The gross salaries for GMB members therefore should be compared keeping such differences in mind.

LTIP

The Supervisory Board resolved at its meeting on 24 September 2019 on a maximum size, performance criteria, performance targets, as well as several restrictive provisions for a 2019-2021 LTIP.

No awards have been issued until now, and the Company expects to issue instruments after a conclusive investigation into the most efficient structure.

Background

The implementation of a multi-year equity-based long-term incentive plan is an effective tool to offer a competitive remuneration in a global marketplace and strengthen the long-term commitment of Eligible Employees. It will furthermore serve 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.

Principles of the LTIP

The 2019-2021 LTIP was designed as a stock-option plan, keeping in mind remuneration practice principles that guarantee pay under the LTIP is bound to stringent long-term performance criteria and protect shareholders from pay-for-failure. The guiding long-term view of the plan is the Company's mid-term target to reach EUR 1bn of revenue, while continuing to grow profitably.

The beneficiaries of the LTIP may include members of the GMB as well as members of the Executive Committee. Members of the Supervisory Board are not eligible to any equity-based remuneration.

The number of Shares available with respect to all Options granted under the LTIP shall not exceed six million five hundred thousand (6,500,000) in the aggregate. This is equivalent to a gross maximum dilution of 6.1% of the outstanding share capital. The effective net dilution, while ultimately a function of the share price, is expected to be significantly less under today's assumptions. No individual shall be entitled to a grant of more than 15% of the aggregate size of the LTIP.

For the members of the GMB, Options shall be granted after the three (3) year performance program setting objectives upon satisfaction of those and shall vest one (1) year after the respective Grant Date.

The Option Exercise Price shall be the average stock price at the closing of the 60 trading days preceding the date of the Supervisory Board meeting of 24 September 2019, equivalent to 8.99€. It must remain fixed under the whole duration of the LTIP.

The Supervisory Board, and by delegation the GMB, retain a right to claw back awards under this LTIP in case of behavior detrimental to the Company.

Members of the GMB will have options granted only provisionally, and a final award will depend on the percentage of performance achieved during the three-year performance period. The performance criteria are, equally weighted: revenue, EBITDA, free cash flow, relative (peer-group based) TSR. These performance criteria, together with a definition of the terms, are described in detail in the LTIP documentation. The targets set for the performance criteria that would lead to a 100% achievement are demanding, and the Company believes that the achievement of the targets would result in sustainable shareholder value creation.

COVID-19 SITUATION

In the light of the Covid-19 pandemic and the impact of reduced activity on the Company's staff and contractors, the Supervisory Board and the GMB have agreed voluntary actions to preserve cash in the Company and show solidarity with the Company's workforce. It has been agreed that:

- the fixed remuneration of all members of the GMB is reduced by 25% for the months of April and May 2020;
- payments of remuneration due to Supervisory Board members for 2019 have been postponed to H2 2020.

On 27 April 2020, the Supervisory Board, following the recommendation of the Nominations and Remunerations Committee, resolved that, due to impact of the COVID-19 pandemic, the 2020 and 2021 LTIP objectives will be reviewed and potentially adjusted after summer 2020.

INFORMATION ON THE PROPOSED CHANGE TO THE ARTICLES OF ASSOCIATION FOR THE EGM

1. Introduction

Please note that this is a **NON BINDING** and **NON EXHAUSTIVE EXPLANATORY DOCUMENT** made available by the Company to its investors with the view to briefly explain the rationale of the amendments made to the articles of association of the Company (the "Articles") thereof.

2. Context

The Company's shares are currently listed and traded on Euronext Growth, the non-regulated market operated by Euronext Paris; however, the Company's intention is to proceed with the transfer of its shares from Euronext Growth market to the Euronext® regulated market of Euronext in Paris (the "Transfer").

Given this Transfer, the Company will have to comply with other regulations and consequently the Company must partially amend and restate its Articles in order to comply with those regulatory changes. This being said, the amendments will be limited considering that the Company anticipated this situation in 2018 when amending its Articles and deciding to comply voluntarily in advance with more stringent rules than legally applicable at the time.

The current amendments are limited to provisions that could not be implemented in the past due to other existing legal applicable rules.

3. Applicable regime

Considering the situation described above, the Company shall comply with various laws and regulations:

1. The Company, having its registered office in Luxembourg, is regulated by the law of 10 August 1915 on commercial companies, as amended (the "Law 1915");
2. Once the Transfer will be finalized, the Company will have to comply with the rules applicable for companies listed on regulated markets and, more specifically with:
 - 2.1. the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (the "Market Abuse Regulation");
 - 2.2. the law of 11 January 2008 on transparency requirements on issuers of securities, as amended (the "Transparency Law");
 - 2.3. the provisions of 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 (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 (“Shareholders Right Directive I”) (“the Shareholders Rights Law”);

2.4. the law of 19 May 2006 transposing Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on takeovers bids (the “Takeover Law”).

4. Conclusion

The Company wishing to comply with the regulatory changes necessary to proceed with the Transfer decided to partially amend and restate its Articles in order to lay these rules in its Articles.

Please note that we have taken advantage of these amendments to the Articles to improve them and correct certain inconsistencies, typos, numbering, etc. so as to propose more uniform and consistent Articles. For such amendments we will comment below in the following manner: “change for consistency purposes only”.

| | |
|---|--|
| 1. FORM AND NAME | Change for consistency purposes only. |
| 2. REGISTERED OFFICE | No amendments. |
| 3. DURATION | No amendments. |
| 4. CORPORATE OBJECT | No amendments. |
| 5. SHARE CAPITAL | Change for consistency purposes only, deletion of the term “directoire” and correction of a cross reference. |
| 6. SHARES AND SHARES CERTIFICATE | Change for consistency purposes only, capitalisation of the term “Shares” which is a defined term. |
| 7. TRANSFER OF SHARES | Change for consistency purposes only. |
| 8. RIGHTS AND OBLIGATIONS ATTACHED TO SHARES | No amendments. |
| 9. NOTIFICATION OF THE ACQUISITION OR DISPOSAL OF MAJOR HOLDINGS 9.1. The provisions of articles 8 to 15 inclusive of the law of 11 January 2008 on transparency requirements on issuers of securities as amended from time to time (the Transparency Law) as well as the implementing provisions under the related Grand Ducal and Commission du Surveillance du Secteur Financier (CSSF) regulations (as the same may be amended, supplemented or replaced) and the sanction of suspension of voting rights set out therein shall apply. This means that any shareholders who acquires or disposes of Shares, including depository receipts representing Shares, of the Company and to which voting rights are attached, shall notify the Company of the proportion of voting rights of the Company held by such a shareholder as a result of the acquisition or disposal where that proportion reaches, exceeds or falls below the thresholds of five (5) percent, ten (10) percent, fifteen (15) percent, twenty (20) percent, twenty-five (25) percent, thirty three one third (33 1/3) percent, fifty (50) percent and sixty-six two third (66 2/3) percent. [...] | As explained hereabove, since the Company wishes to intend implementing the Transfer, it must comply with additional rules such as those contained in the Transparency Law. Nevertheless, the pertinent applicable rules of the Transparency Law had been anticipated in the previous amendments of the Articles in 2018 and were therefore already included in the Articles and already applied by the Company. It must be noted that no change has been made to the different thresholds triggering the shareholder’s obligation to notify the Company of the proportion of voting rights of the Company held by such shareholder as a result of the acquisition or disposal of Shares, so that the Company strictly complies with legal rules from Transparency Law. Therefore, the only relevant amendment to this article is the specific reference to the Transparency Law. |
| 10. ACQUISITION OR DISPOSAL OF MAJOR PROPORTIONS OF VOTING RIGHTS | Change for consistency purposes only. |

| | |
|---|--|
| <p>11. PROCEDURES ON THE NOTIFICATION AND DISCLOSURE OF MAJOR HOLDINGS</p> <p>11.1. The CSSF defines the content and the form of the notification required pursuant to articles 9 and 10 of these Articles, which shall include the following information: [...]</p> <p>11.2. The notification to the Company shall be effected promptly, but not later than four (4) trading days after the date on which the shareholder, or the natural person or legal entity referred to in article 10 of these Articles: (i) learns of the acquisition or disposal or of the possibility of exercising voting rights, or on which, having regard to the circumstances, should have learned of it, regardless of the date on which the acquisition, disposal or possibility of exercising voting rights takes effect; or (ii) is informed about a crossing of one of the thresholds mentioned above in article 9.1, as a result of events changing the breakdown of voting rights, and on the basis of the information disclosed pursuant to article 14 of the Transparency Law.</p> <p>11.3. Upon receipt of the notification of article 11.2 above, but no later than three (3) trading days thereafter, the Company shall make public all the information contained in the notification.</p> <p>11.4. In case the notification requirements provided in the Transparency Law and expressed in articles 9 and 10 of these Articles have not been complied with, the voting rights will be automatically suspended without any action from the Company and until the default has been duly and validly remedied.</p> | <p>Since the Transfer is subject to the Company complying with new rules such as the Transparency Law, technical rules on the procedures on the notification and disclosure of major holdings have been introduced in the Articles and in particular in article 11.</p> <p>These additional rules are in line with the Transparency Law and with the CSSF regulations.</p> <p>Any other change in the article are for consistency purposes only.</p> |
| <p>12. NOTIFICATION OF INTENTION</p> | <p>Change for consistency purposes only, correction of a cross reference.</p> |
| <p>13. PROTECTION OF MINORITY SHAREHOLDERS AND MANDATORY OFFER</p> <p>13.1. Holders of Shares of the Company must always be treated equally; additionally, if a third person would acquire control of the Company, the other holders of Shares must be protected.</p> <p>13.2. Takeover offers in Luxembourg are regulated by the law of 19 May 2006 transposing Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on takeover bids (the Takeover Law).</p> <p>13.3. The Takeover Law applies to takeover bids for the securities of companies governed by the laws of a Member State of the European Union or the European Economic Area (Member State) where all or some of those securities are admitted to trading on a regulated market in one or more Member States.</p> <p>13.4. In compliance with the Takeover Law, the CSSF, which exercises its functions impartially and independently of all parties to an offer, is the competent authority to supervise bids with regard to the rules adopted or introduced pursuant to the Takeover Law.</p> <p>13.5. In this respect, pursuant to the Takeover Law, considering the Company's shares are not admitted to trading on a regulated market in Luxembourg where the Company has its registered office, the authority competent to supervise a potential bid shall be that of the Member State on the regulated market of which the company's securities are admitted to trading (the Competent Authority).</p> <p>13.6. However, in compliance with the Takeover Law, matters relating to the consideration offered in the case of a bid, in particular the price, and matters relating to the bid procedure, in particular the information on the offeror's decision to make a bid, the contents of the offer document and the disclosure of the bid, shall be dealt with in accordance with the rules of the Member State of the Competent Authority.</p> <p>In matters relating to the information to be provided to the employee of the Company and in matters relating to company law, in particular the percentage of voting rights which confers control and any derogation from the obligation to launch a bid, as well as the conditions under which the management board of the Company may undertake any action which might result in the frustration of the bid, the Takeover Law will apply and the CSSF will be the competent authority.</p> | <p>The amendments made to this article reflect once again the fact that the Company's shares will be admitted to trading on a regulated market.</p> <p>Henceforth, both Luxembourg law and French law, since the shares will be admitted to trading on a French regulated market, with respect to takeover bids will be applicable and each will apply to different aspects of the takeover bid as determined in the captioned article 13.</p> <p>This new wording strictly complies with applicable legal provisions.</p> |
| <p>14. POWERS OF THE GENERAL MEETING OF SHAREHOLDERS</p> | <p>No amendments</p> |

| | |
|---|---|
| <p>15. CONVENING OF GENERAL MEETINGS OF SHAREHOLDERS</p> <p>15.1. [...]</p> <p>15.2. The general meeting of shareholders must be convened by the management board, the supervisory board or the statutory auditor(s) upon the written request of one or several shareholders representing at least ten (10) percent of the Company's share capital.</p> <p>15.3. Any duly constituted general meeting of the Company's shareholders shall represent all the shareholders in the Company.</p> <p>15.4. The Convening Notice for every general meeting of shareholders shall contain the information required as per 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 Law 2011).</p> <p>15.5. General meetings shall be convened at least thirty (30) days before the meeting date. If the general meeting is reconvened for lack of quorum at the first convened meeting, the Convening Notice for the reconvened meeting shall be published at least seventeen (17) days before the meeting date, provided that the first complied with the requirements set by the Law 2011 and that no new item has been added to the agenda.</p> <p>15.6. Convening Notices for all general meetings shall be published on the Recueil électronique des sociétés et associations (RESA) and in a Luxembourg newspaper; as well as in a media which may reasonably be relied upon for the effective dissemination of information to the public throughout the European Economic Area, and which are accessible rapidly and on a non-discriminatory basis.</p> <p>15.7. The Convening Notices are communicated, in compliance with the notice periods referred to in article 15.5 of these Articles, to registered shareholders as well as directors, members of the management board and members of the supervisory board, as applicable, and approved statutory auditors (réviseurs d'entreprises agréés). This communication is done by letter unless the addressees have individually, expressly and in writing, accepted to receive the Convening Notice through other means of communication, but no proof need to be given that this formality has been complied with.</p> <p>15.8. [...]</p> <p>15.9. The record date for general meetings shall be the fourteenth (14th) day at midnight (24:00 hours) (Luxembourg time) before the date of the general meeting (the Record Date). Shareholders shall notify the Company of their intention to participate in the general meeting in writing by post or electronic means at the postal or electronic address indicated in the Convening Notice, no later than the day determined by the management board, which may not be earlier than the Record Date, indicated in the Convening Notice.</p> <p>15.10. The documents required to be submitted to the shareholders in connection with a general meeting shall be posted on the Company's website from the date of first publication of the general meeting in accordance with Luxembourg law.</p> | <p>The purpose of these amendments is to update the Articles and reflect the fact that the Company, as a future listed company on a regulated market, must comply with the Shareholders Rights Law.</p> <p>The main change introduced by the Shareholders Rights Law is that it does not require shareholders to prove their shareholding on the date of the general meeting.</p> <p>As a matter of fact, like in many other countries, in order to validly participate in the general meeting, it will no longer be required to block the shares a certain period of time prior the general meeting and until the closing of the general meeting. Instead, in the future, as per the Shareholders Rights law, the Company will apply the record date mechanism so that it will be sufficient to evidence shareholding on the fourteenth (14th) day before the general meeting (the Record Date) to be granted access to the general meeting and exercise the rights attached to the Company's shares.</p> <p>The rest of the amendments are technical rules related to the convening of the shareholders, etc. all of these new amendments strictly comply with the Shareholders Rights Law.</p> |
| <p>16. CONDUCT OF GENERAL MEETINGS OF SHAREHOLDERS [...]</p> <p>16.5. When organising a general meeting, the management board may in its sole discretion decide to set up arrangements allowing shareholders to participate by electronic means in a general meeting by way inter alia of the following forms of participation: (i) real time transmission of the general meeting; (ii) real time two-way communication enabling shareholders to address the general meeting from a remote location; or (iii) a mechanism for casting votes, whether before or during the general meeting, without the need to appoint a proxyholder physically present at the meeting.</p> <p>16.6. The management board may also determine that shareholders may vote from a remote location by correspondence, by means of a form provided by the Company including the following information: (i) the name, address and any other pertinent information concerning the shareholder; (ii) the number of votes the shareholder wishes to cast, (iii) the direction of his or her vote, or his or her abstention; (iv) at the discretion of the Company, the option to vote by proxy for any new resolution or any modification of the resolutions that may be proposed during the meeting or announced by the Company after the shareholder's submission of the form provided by the Company; (v) the period within which the form and the confirmation referred to below must be received by or on behalf of the Company; (vi) and the signature of the shareholder.</p> <p>A shareholder using a voting form and who is not directly recorded in the register of shareholders must annex to the voting form a certificate of confirmation evidencing his shareholding as of the Record Date. Once the voting forms are submitted to the Company, they can neither be retrieved nor cancelled, except that in case a shareholder has included a proxy to vote in the circumstances envisaged above, the shareholder may cancel such proxy or give new voting instructions with regard to the relevant items by written notice as described in the Convening Notice, before the date specified in the voting form.</p> <p>The shareholders may only use voting forms provided by the Company. [...]</p> | <p>These amendments reflect the possibility left by the Shareholders Rights Law to introduce in the articles of association a procedure to enable shareholders to participate to a general meeting by electronic means. These amendments are technical formalities strictly in line with the Shareholders Rights Law.</p> |

| | |
|---|---|
| 17. QUORUM, MAJORITY AND VOTE | No amendments. |
| 18. AMENDEMENTS OF THE ARTICLES | Change for consistency purposes only. |
| 19. CHANGE OF NATIONALITY | No amendments. |
| 20. ADJOURNMENT OF GENERAL MEETING OF SHAREHOLDERS | No amendments. |
| 21. MINUTES OF GENERAL MEETINGS OF SHAREHOLDERS | Change for consistency purposes only, we added the term "bureau" for sake of clarification. |
| 22. SUPERVISORY BOARD | No amendments. |
| 23. MEETINGS OF THE SUPERVISORY BOARD | No amendments. |
| 24. RESOLUTIONS OF THE SUPERVISORY BOARD | No amendments. |
| 25. DELEGATIONS BY THE SUPERVISORY BOARD | No amendments. |
| 26. POWERS OF THE SUPERVISORY BOARD | No amendments. |
| 27. MANAGEMENT BOARD | No amendments. |
| 28. POWERS OF THE MANAGEMENT BOARD | No amendments. |
| 29. CONVENING MEETINGS OF THE MANAGEMENT BOARD | No amendments. |
| 30. CONDUCT OF MEETINGS OF THE MANAGEMENT BOARD | No amendments. |
| 31. MINUTES OF THE MEETING OF THE MANAGEMENT BOARD | No amendments. |
| 32. DELEGATION OF POWERS, REPRESENTATION OF THE COMPANY | No amendments. |
| 33. DUTY OF CONFIDENTIALITY | No amendments. |
| 34. CONFLICT OF INTERESTS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD | No amendments. |
| 35. STATUTORY AUDITOR | No amendments. |
| 36. ACCOUNTING YEAR | No amendments. |
| 37. ALLOCATION OF PROFITS | No amendments. |
| 38. DISSOLUTION AND LIQUIDATION | No amendments. |
| 39. CHANGE OF CORPORATE FORM | No amendments. |
| 40. INVOLVMENT OF EMPLOYEES | No amendments. |
| 41. APPLICABLE LAW | No amendments. |

INFORMATION ON THE RESOLUTIONS FOR THE AGM AND EGM

Shareholders should read the below comments in conjunction with the full text of the Convening Notice, as well as the other relevant documents, all of which are available on the Company's website at: www.solutions30.com/investor-relations/general-meeting/

AGM Resolution information

| | |
|--|---|
| 1st & 2nd Resolution | Approval of the Company's financial statements for 2019 |
| Overview <p>The purpose of the 1st and 2nd resolution is to approve respectively the Company's financial statements and the consolidated financial statements for the year ended 31 December 2019.</p> | |
| 3rd Resolution | Allocation of Results |
| Overview <p>The purpose of the 3rd resolution is to approve the allocation of the net profit for the year 2019 to the items listed in the resolution.</p> | |

| | |
|---|--|
| 4th Resolution | Discharge to the members of the Management Board and Supervisory Board |
| <p>Overview</p> <p>The purpose of the 4th resolution is 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 2019.</p> | |
| 5th Resolution | Appointment of an independent auditor |
| <p>Overview</p> <p>The purpose of the 5th resolution is to appoint an independent auditor until the annual general meeting resolving on the approval of the annual accounts for the financial year ending on 31 December 2020. The proposal is to renew the mandate of Ernst & Young, group auditor since 27 May 2019, with registered address situated at 35E avenue John F. Kennedy, L-155 Luxembourg.</p> | |
| 6th Resolution | Approval of Remuneration Policy (advisory vote) |
| <p>Overview</p> <p>The purpose of the 6th resolution is to approve the Remuneration Policy of the Company, adopted by the Supervisory Board at its meeting of 27 April 2020. The Remuneration Policy is available on the Company's website at www.solutions30.com/investor-relations/general-meeting/. Additional information is presented in this document, and in the Convening Notice.</p> | |
| 7th Resolution | Approval of Remuneration Report (advisory vote) |
| <p>Overview</p> <p>The purpose of the 7th resolution is to submit to the approval of shareholders the information about the compensation of members of the GMB. This information is provided in detail in section 2.4 of the 2019 Annual Report. Additional information on remuneration can be found in this document.</p> | |
| 8th Resolution | Remuneration of Supervisory Board members |
| <p>Overview</p> <p>The purpose of the 8th resolution is to resolve on the remuneration of the members of the Supervisory Board for the year 2019. Based on the 3rd resolution, this resolution allocates a total amount of remuneration for the Supervisory Board in relation to the financial year 2019 of EUR 92,000.</p> | |
| 9th Resolution | Approval of LTIP (advisory vote) |
| <p>Overview</p> <p>The purpose of the 9th resolution is to approve the 3-year long-term incentive plan of the Company approved by the Supervisory Board in 2019 as included in the Company's annual report 2019 and the consequences of COVID-19 on said LTIP. Information on the LTIP is available on the Company's website at www.solutions30.com/investor-relations/general-meeting/. Additional information is presented in this document, and in the Convening Notice for the AGM.</p> | |

| | |
|--|---------------------------------------|
| Sole resolution | Amendment and restatement of articles |
| <p>Overview</p> <p>The purpose of the sole resolution is to resolve on the amendment and restatement of the Company's articles of association, to comply with regulatory changes necessary with respect to the planned transfer to the regulated market of Euronext. Additional information on the proposed changes can be found on the Company's website at www.solutions30.com/investor-relations/general-meeting/, in this document, and in the Convening Notice.</p> | |

For any further request, please contact the Investor relations team: investor.relations@solutions30.com

The proxy and voting form, available on www.solutions30.com/investor-relations/general-meeting/, duly completed, dated and signed as well as the evidence of ownership must be received no later than 24 June 2020 at midnight CEST, by the Company, by e-mail at: investor.relations@solutions30.com in order to be taken into account for the calculation of the quorum and the vote.

*Solutions***30**

Solutions for New Technologies