

# Solutions30

Solutions for New Technologies

## SOLUTIONS 30 SE

*Société européenne*

3, rue de la Reine, L-2418 Luxembourg

R.C.S. Luxembourg: B 179.097

### CONVENING NOTICE

The shareholders of Solutions 30 SE, *Société européenne*, (the **Company**) are invited to participate to (i) the annual general meeting of shareholders of the Company (the **Annual General Meeting**) and to (ii) the extraordinary general meeting of shareholders of the Company (the **Extraordinary General Meeting**, together with the Annual General Meeting, the **General Meetings**) to be held on Friday 26 June 2020.

#### ***Disclaimer:***

*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 for the Company's shareholders and other stakeholders.*

*In this context, given the outbreak of COVID-19 and the overall situation worldwide, 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 for which you are kindly requested to refer to the practicalities described at the end of this convening notice.*

The Annual General Meeting shall take place at 9.00 a.m. Central European Summer Time (CEST) to deliberate on the following agenda:

#### **AGENDA AND PROPOSED RESOLUTIONS OF 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 independent auditor on the annual accounts and on the consolidated financial statements of the Company for the financial year ended on 31 December 2019, and (iii) the observations of the supervisory board of the Company (the Supervisory Board)**

**2. Approval of the annual accounts of the Company for the financial year ended on 31 December 2019**

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

The Annual 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 31 December 2019, in their entirety, showing a net profit of EURO 21,234,782.92.

**3. Approval of the consolidated financial statements for the financial year ended on 31 December 2019**

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

The Annual 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 31 December 2019, in their entirety, showing a consolidated net profit of EURO 39,234,708.12.

**4. Allocation of results**

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

The Annual General Meeting acknowledges the net profit of EURO 21,234,782.92.

Profit for the year (A)	EURO 21,234,782.92
Results brought forward (B)	EURO 43,756,107.00
Other available reserves (C)	-
Available distributable reserves (D=A+B+C)	EURO 64,990,889.92
Results to be allocated and distributed (A)	EURO 21,234,782.92
Transfer to reserve for treasury shares (G)	-
Allocation to the legal reserve (H)	EURO 39,150.05
Distribution of a dividend (E)	-
Profit carried forward (F=A-E)	EURO 21,234,782.92
Available distributable reserve after distribution and allocation of result (D-G-H-E)	EURO 64,951,739.87
Basic fixed remuneration of the Supervisory Board members	EURO 92,000

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

***Draft proposed resolution (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 2019.

**6. Appointment of 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**

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

The Annual General Meeting decides to appoint Ernst & Young, with registered address situated at 35E avenue John F. Kennedy, L-1855 Luxembourg and registered with the Register of commerce and companies, Luxembourg under identification 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 31 December 2020.

**7. Submission of the remuneration policy and report as well as the LTIP for advisory**

*Background remuneration policy*

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 (the so-called 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 (the so-called Shareholders Right Directive I) (the **Shareholders Rights Law**), requires from issuers falling within its scope of application, the adoption of a remuneration policy and a corresponding remuneration report.

Despite the circumstance that the Company does not fall yet within the scope of application of the Shareholders Rights Law, in its constant quest to apply the best possible governance rules, the Company, in anticipation of its future obligation to comply with the provisions of the Shareholders Rights Law, resolved to adopt a remuneration policy applicable to the members of the Management Board and the Supervisory Board (the **Remuneration Policy**).

Within the same spirit, the Company has equally prepared a remuneration report for the financial year 2019 as required by the Shareholders Rights Law (the **Remuneration Report**). The Remuneration Report and certain additional information are set out in the Company's annual report 2019.

As required by the Shareholders Rights Law (but not yet legally applicable to the Company), the Remuneration Policy as well as the Remuneration Report are submitted to an advisory vote at the Annual General Meeting. In compliance with the Shareholders Rights Law, the advisory vote on the Remuneration Policy will be valid for a period of four (4) years, except in case of a material change, in which case the Company must submit the updated and revised Remuneration Policy to the advisory vote at the next Annual General Meeting.

Both the Remuneration Policy and the Remuneration Report (as part of the annual report) are available on the Company's website [www.solutions30.com](http://www.solutions30.com) under Investor Relations – General Meeting – Annual General Meeting and Extraordinary General Meeting 26 June 2020.

*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 has implemented a long-term incentive program in the course of 2019 (**LTIP**). This LTIP aims (i) to offer a competitive remuneration in a global marketplace and strengthens the long-term commitment of eligible employees; (ii) 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; and (iii) to strengthen the involvement with the Company and the groups of employees.

The LTIP is designed as an ongoing stock option plan starting from a date decided by the Supervisory Board as proposed by the Nomination and Remuneration Committee thereof. The granting of options under the terms of this LTIP is made at the sole discretion of the Nomination and Remuneration Committee or, as the case may be, by the Management Board and does not entitle a participant to receive future options. Supervisory Board members are explicitly excluded as beneficiaries. The Nomination and Remuneration Committee shall be competent for the grant of options in relation to the members of the Management Board while the Management Board has been delegated competence and authority by the Supervisory Board for granting of options for all other employees of the Company's group and the general implementation of said LTIP.

Hence, given the intention of the Company to abide by the best corporate governance principle and despite that it is not legally required to submit such LTIP to any vote, the Company, in continuity with the above advisory vote on the Remuneration Policy and the Remuneration Report, has decided to submit the LTIP to the advisory vote of the Annual General Meeting.

Finally, 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.

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

The Annual General Meeting decides by an advisory vote to approve the Remuneration Policy of the Company for a period of four (4) years in compliance with the Shareholders Rights Law.

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

The Annual General Meeting decides by an advisory vote to approve the Remuneration Report of the Company for the financial year 2019.

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

Based on the third resolution, allocating a total amount of remuneration for the Supervisory Board in relation to the financial year 2019 of EURO 92,000 the Annual General Meeting approves the following annual fees per function that Supervisory Board members hold:

<b>Remuneration (annual fees)</b>	
	<b>EURO</b>
➤ Supervisory Board member:	9,000
➤ Chairman of the Supervisory Board	30,000
➤ Member of the Audit Committee	2,000
➤ Member of the Nominations and Remunerations Committee	1,000
➤ Member of the Strategy Committee	1,000

***Draft resolution (ninth resolution)***

The Annual General Meeting decides by an advisory vote 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.

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The Extraordinary General Meeting shall take place at 11.00 CEST to deliberate on the following agenda:

**AGENDA AND PROPOSED RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING**

**1. Amendment and restatement of the articles of association of the Company (the Articles)**

*Background*

The Company's shares are today admitted to listing and trading on Euronext Growth, non-regulated market operated by Euronext Paris but the Company's intend is to proceed with the transfer of its shares from Euronext Growth market to the Euronext® regulated market of Euronext in Paris (the **Transfer**). Such Transfer shall indeed, allow the Company, amongst other, to: (i) access to a regulated market and thus to a broader base of potential investors in France and abroad; (ii) increase the Company's reputation; (iii) enhance the quality of the information provided by the Company to investors by meeting stricter standards in terms of governance and transparency and (iv) promote the liquidity of its shares etc.

In connection with the Transfer, it is specified that the Company is not issuing new shares or placing existing shares; indeed, the Transfer consists in a mere technical transfer from a non-regulated to a regulated market operated by Euronext Paris.

Therefore, in light of the above, it is proposed to amend and restate partially the Articles to comply with regulatory changes necessary with respect to the above Transfer. In this respect, the Articles are updated to comply with (i) the law of 11 January 2008 on transparency requirements on issuers of securities (as amended); and (ii) the corresponding notification formalities. In addition, (iii) provisions of the Shareholders Right Directive I and II implemented in the Luxembourg law of 24 May 2011 on the exercise of certain rights of shareholders at general meetings of listed companies (as amended) have been introduced in the Articles, including the principle of record date (so that blocking of shares for attending general meetings of shareholders is no longer required) and the corresponding formalities which will have to be complied with, so that participation to general meetings shall be enhanced and facilitated for shareholders.

Copies of the fully restated Articles can be found on the website of the Company [www.solutions30.com](http://www.solutions30.com) under Investor Relations – General Meeting – Annual General Meeting and Extraordinary General Meeting 26 June 2020, where clean and mark-up versions are available.

### ***Draft proposed resolution (sole resolution)***

The Extraordinary General Meeting resolves to amend and restate the Articles as proposed in the amended articles of association of the Company (the **Amended Articles**) published on the Company's website [www.solutions30.com](http://www.solutions30.com) under Investor Relations – General Meeting – Annual General Meeting and Extraordinary General Meeting 26 June 2020.

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### **QUORUM AND MAJORITY**

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 items 2 to 7 on the agenda of the Annual General Meeting 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 sole resolution 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 sole resolution 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.

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### **ACCESSIBILITY OF THE DOCUMENTS**

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](http://www.solutions30.com) under Investor Relations – General Meeting – Annual General Meeting and Extraordinary General Meeting 26 June 2020 and may be downloaded.

In addition, all documents required by law (this includes the Management Report and the Annual Report for the financial year 2019 as well as the Amended Articles in clean and mark-up format (in French or in English) have been made available at the registered office of the Company; however, given the current situation related to COVID-19, the registered office of the Company cannot be accessed by any third parties; therefore, as mentioned above, all documents may be consulted on the Company's website [www.solutions30.com](http://www.solutions30.com) under Investor Relations – General Meeting – Annual General Meeting and Extraordinary General Meeting 26 June 2020 and may be downloaded. Alternatively, they may be obtained upon request by writing an e-mail at: [investor.relations@solutions30.com](mailto:investor.relations@solutions30.com).

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## **ADDITION OF AGENDA ITEMS OR TABLING OF ALTERNATIVE RESOLUTIONS**

One or more shareholders holding together at least ten (10) 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 **before 6:00 p.m. CEST on 19 June 2020**. The request must be made in writing by e-mail (to [investor.relations@solutions30.com](mailto: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 as of 19 June 2020 and until the close of the General Meetings and the aggregate amount of the shareholding entitling such request.

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## **POSSIBILITY TO ASK QUESTIONS AHEAD OF THE GENERAL MEETINGS**

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](http://www.solutions30.com)). Questions must be received by the Company **before 6:00 p.m. CEST on 22 June 2020**. Questions must be sent in writing by e-mail to [investor.relations@solutions30.com](mailto: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 as of 22 June 2020 and until the close of the General Meetings and the aggregate amount of the shareholding entitling such request.

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## CONDITIONS FOR PARTICIPATING IN THE GENERAL MEETINGS

**General Meetings – voting exclusively by proxy - no physical attendance possible due to exceptional COVID-19 pandemic situation and in compliance with article 1 (1) 1° of the Grand Ducal regulation of 20 March 2020 introducing measures concerning meetings in companies and other legal entities.**

1. Holders of registered shares are entitled to participate in the General Meetings, 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 Meetings.
2. Holders of bearer shares are also entitled to participate in the General Meetings, 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 Meetings 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.

Considering the outbreak of COVID-19 and the overall worldwide pandemic situation which have led to restrictions on travels and gatherings imposed by the Luxembourg government since mid-March 2020, the Management Board of the Company has decided to hold this year's General Meetings without a physical presence, as permitted by Luxembourg law.

It will thus **not be possible to attend General Meetings in person** due to the COVID-19 situation and all shareholders of the Company shall exercise their voting rights at the General Meetings **EXCLUSIVELY by proxy**.

In this context, shareholders may vote by mail by means of the proxy and voting form which is available in English and French on the Company's website [www.solutions30.com](http://www.solutions30.com) under Investor Relations – General Meeting – Annual General Meeting and Extraordinary General Meeting 26 June 2020 and may be downloaded. Alternatively, it may be obtained upon request by writing an e-mail at: [investor.relations@solutions30.com](mailto:investor.relations@solutions30.com).

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](mailto:investor.relations@solutions30.com) in order to be taken into account for the calculation of the quorum and the vote.

Original of the proxy and voting form must be send thereafter by postal mail at the registered address of the Company, 3, rue de la Reine, L-2418 Luxembourg (Luxembourg).



# Solutions30

Solutions for New Technologies

Shareholders who wish to revoke their proxy may do so by timely delivering a properly executed and later dated proxy and voting form to the Company's email address [investor.relations@solutions30.com](mailto:investor.relations@solutions30.com) **NO LATER THAN 24 June 2020** at midnight CEST, in order to be taken into account for the calculation of the quorum and the vote.

Luxembourg, 18 June 2020

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).*