

SOLUTIONS 30 SE

Société européenne

3, rue de la Reine, L-2418 Luxembourg

R.C.S. Luxembourg: B 179.097

(the **Company**)

Report of the management board of the Company dated 25 May 2021

to be presented to the EGM (as defined below)

drawn up in accordance with article 420-26 (5) of the law of August 10th 1915

on commercial companies, as amended

(the Report)

1. Introduction

This Report is drawn up in accordance with article 420-26 (5) of the law of August 10th 1915 on commercial companies, as amended (the **1915 Law**), to support the Proposal (as defined below).

In the present report, the management board of the Company (the **Management Board**) explains the circumstances upon which the Management Board shall be able to exercise its competence in relation to the use of the authorised share capital of the Company and the purposes for which the Management Board shall be authorised to use these powers.

2. Proposal

On 30 June 2021 or at any other suitable date thereafter, the extraordinary general meeting of shareholders of the Company (**EGM**) shall resolve upon the amendment of the articles of association of the Company (the **Articles**). Such amendment includes a proposal (the **Proposal**) to amend article 5 of the Articles "Share Capital" and in particular articles 5.2 and 5.7 regarding the authorised share capital, which shall be read as follows:

"5. SHARE CAPITAL

5.1. The subscribed share capital is set up at thirteen million six hundred fifty-eight thousand eight hundred seventeen Euro and ninety-six cents (EUR 13,658,817.96) divided into one hundred and seven million one hundred twenty-seven thousand nine hundred eighty-four (107,127,984) shares with a nominal value of zero point one thousand two hundred seventy five cents Euro (EUR 0.1275) each (the Shares).

5.2. The authorised share capital of the Company, excluding the subscribed share capital, is set at two million forty eight thousand eight hundred twenty-two Euro and sixty-eight Cents (EUR 2,048,822.68) divided into sixteen million sixty-nine thousand one hundred ninety-seven (16,069,197) shares with a nominal value of zero point one thousand two hundred seventy five cents Euro (EUR 0.1275) each.

5.3. *The subscribed share capital and the authorised share capital of the Company may be increased or reduced by a resolution of the general meeting of shareholder(s) of the Company adopted in the manner required for the amendment of the Articles, in accordance with article 18 of these Articles.*

5.4. *Subject to the Law, each shareholder have a preferential subscription right in the event of the issue of new shares in return for contributions in cash; such preferential subscription right shall be proportional to the fraction of the share capital represented by the shares held by each individual shareholder. The right to subscribe the shares may be exercised within a period determined by the management board which, unless applicable law provides otherwise, may not be less than fourteen (14) days from the publication of the offer in accordance with applicable law. The management board may decide (i) that shares corresponding to the preferential subscription rights which remain unexercised at the end of the subscription period may be subscribed to by or placed with such person or persons as determined by the management board, or (ii) that such unexercised preferential subscription rights may be exercised in priority in proportion to the share capital represented by their shares, by the existing shareholders who already exercised their rights in full during the preferential subscription period. In each case, the terms of the subscription by or placement with such person or the subscription terms of the existing shareholders shall be determined by the management board.*

5.5. *The preferential subscription right may be limited or cancelled by a resolution of the general meeting of shareholder(s) of the Company adopted in the manner required for the amendment of the Articles, in accordance with article 18 of these Articles.*

5.6. *The preferential subscription right may also be limited or cancelled by the management board (i) in the event that the general meeting of shareholders delegates, under the conditions required for the amendment of the Articles, in accordance with article 18 of these Articles, to the management board the power to issue shares and to limit or cancel the preferential subscription right for a period of no more than five (5) years set by the general meeting of shareholders, as well as (ii) pursuant to the authorisation conferred by article 5.7 of the present Articles.*

5.7. *The management board is authorised, during a period starting on the day of the general meeting of shareholders held on June 30th 2021 and ending on the fifth anniversary of the date of publication in the Luxembourg legal gazette (Recueil Electronique des Sociétés et Association) (**RESA**) of the minutes of such general meeting, without prejudice to any renewals, to increase the issued share capital on one or more occasions within the limits of the authorised share capital as per article 5.2.*

5.8. *The management board is authorised to determine the conditions of any authorised share capital increase including through contributions in cash or in kind, by the incorporation of reserves, issue premiums or retained earnings, with or without the issue of new shares, or following the issue and the exercise of subordinated or nonsubordinated bonds, convertible into or repayable by or exchangeable for shares (whether provided in the terms at issue or subsequently provided), or following, the issue of bonds with warrants or other rights to subscribe for shares attached, or through the issue of stand-alone warrants or any other instrument carrying an entitlement to, or the right to subscribe for, shares.*

5.9. *The management board is authorised to set the subscription price, with or without issue premium, the date from which the shares or other financial instruments will carry beneficial rights and, if applicable, the duration, amortisation, other rights (including early repayment),*

interest rates, conversion rates and exchanges rates of the aforesaid financial instruments as well as all the other terms and conditions of such financial instruments, including as to their subscription, issue and payment, for which the management board may make use of article 420-23 paragraph 3 of the Law.

5.10. *The management board is allowed to limit or cancel the preferential subscription rights of existing shareholders.*

5.11. *The management board is authorised, subject to performance criteria, to allocate existing shares or new shares issued under the authorised share capital free of charge, to employees and corporate officers (including management board members) of the Company and of companies of which at least ten (10) percent of the share capital or voting rights is directly or indirectly held by the Company.*

5.12. *The terms and conditions of such allocations are to be determined by the management board.*

5.13. *Upon implementation of a complete or partial authorised share capital increase as per the foregoing provisions, article 5 of the present Articles shall be amended accordingly to reflect such increase.*

5.14. *The management board is expressly authorised to delegate to any natural or legal person to organise the market in subscription rights, accept subscriptions, conversions or exchanges, receive payment for the price of shares, bonds, subscription rights or other financial instruments, to have registered increases of share capital carried out as well as the corresponding amendments to article 5 of the present Articles, the amount of which the authorisation to increase the share capital has actually been used and, where appropriate, the amounts of any such increase that are reserved for financial instruments which may carry an entitlement to shares.”*

The above Proposal gives the Management Board the power to limit or cancel the existing shareholders' preferential subscription rights within the framework of the authorised share capital.

The Management Board acknowledges that it is its legal duty as managing organ of the Company to inform the shareholders of the rationale motivating such limitation or cancellation of their preferential subscription rights and to draw their attention to possible consequences deriving therefrom.

Therefore, the Management Board presents this Report on the limitation and cancellation of preferential subscription rights to the shareholders at the EGM.

3. Rationale

The potential limitation and cancellation of preferential subscription rights are, in the Management Board's opinion, in the best interests of the Company, which are served by enabling the Company to finance itself through the issuance of new shares and therefore by enabling the Company to perform its corporate objectives in compliance with its corporate object.

The technique of the authorised share capital grants the Management Board a degree of flexibility and necessary rapidness in performance, which may prove necessary to ensure an optimal management of the Company. The rather elaborated and time consuming procedure to convene an extraordinary

general meeting of shareholders to effect a share capital increase may in certain circumstance be incompatible with fluctuations of capital markets or certain opportunities that would be presented to the Company.

The Management Board intends to use its power under the authorised share capital in circumstances where, in the interest of the Company, the convening of a general meeting of shareholders would be undesirable, not appropriate or simply too time consuming when urgent and flexible reaction would be required. Such situation could for instance arise when:

- it appears necessary to be able to respond quickly to certain market opportunities, in particular (but not exclusively) in order to finance (in whole or in part) strategic alliances, takeovers or acquisition of companies and/or assets;
- there is a financing need or financing opportunity, whereby the relevant market circumstances require the Company to quickly respond (without the prior notification of the transaction which results from the convening of a general meeting of shareholders);
- a prior convening of a general meeting of shareholders would lead to an untimely announcement of the possible transaction, which could be in the disadvantage of the Company; or more simply detrimental to the Company taking into consideration existing competitors;
- the cost related to the convening of a general meeting of shareholders are not in balance with the amount of the proposed share capital increase; or
- due to the urgency or other characteristics of the situation it appears that a share capital increase within the framework of the authorised share capital is necessary in the interests of the Company.

While the circumstances and objectives set out below may not be restrictively interpreted, or considered exhaustive, insofar as it would not be possible to provide a limitative list, *a priori*, of all circumstances with which it may be confronted, the Management Board plans to use the authorised share capital with a view to achieving the following objectives taken individually or together:

- to bring in fresh capital to the Company or to one or more of its subsidiaries, either from all investors or on a specific market (issue in favor of unspecified persons), or from one or more specified persons;
- to fund investment opportunities that are in line with the strategy of the Company and of the group of companies to which the Company belongs;
- to remunerate one or more contributions in kind;
- to reorganize the equity structure, amongst other things by incorporating reserves into the share capital, with or without the free allocation of shares or by incorporating the share premium account;
- to take an initiative by implementing any kind of incentive plans aiming at motivating employees and corporate officers (including Management Board members) of the Company;
- to cover commitments to be made by the Management Board in the context of any issue of financial instruments.

Moreover, the authorised share capital must enable the Management Board to respect the commitments taken in the context of a bond issuance with or without warrants attached thereto issued from time to time by the Company and any other instruments that could be issued in the future.

In any case, the authorised share capital must enable the Management Board to determine the conditions of any capital increase including through contributions in cash or in kind, by the incorporation of reserves, issue premiums or retained earnings, with or without the issue of new shares, or following the issue and the exercise of subordinated or non-subordinated bonds, convertible into or repayable by or exchangeable for shares (whether provided in the terms at issue or subsequently provided), or following the issue of bonds with warrants or other rights to subscribe for shares attached, or through the issue of stand-alone warrants or any other instrument carrying an entitlement to, or the right to subscribe for shares.

4. Conclusion

We, the Management Board, believe that such reasons are legitimate and in the best interest of the Company and indirectly in the best interest of the shareholders.

In that respect, we commit to act in good faith and in consideration of the best interests of the Company while deciding and proceeding to increase the share capital of the Company within the limits of the authorised share capital, in compliance with the powers granted by the shareholders in the Articles.

Furthermore, we commit to act in good faith and in consideration of the best interests of the Company while deciding and proceeding to the limitation or cancellation of the preferential rights of the shareholders within the new authorized share capital clause, in compliance with the powers granted by the shareholders in the Articles.

For sake of clarity and information, we, the Management Board, would like to inform the shareholders that the power they intend to give us in respect of the mechanism of the authorised share capital and the limitation or cancellation of their preferential subscription rights thereto may result in a change of the current shareholding participations and of the voting rights of each of the shareholders.

This report is presented to the shareholders during the EGM.

For and on behalf of the Management Board



Name: Gianbeppi Fortis

Title: Chairman of the Management Board