

# 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**

***(this convening notice replaces the one published on 31st May 2021***

***which is to be considered as null and void)***

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 Wednesday 30 June 2021.

#### ***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 remotely, 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.*

*In addition, the General Meetings will be video-broadcasted live, accessible to all shareholders registered as such on the Record Date (i.e. 16 June 2021). It will not be possible to ask questions live during the General Meetings. Therefore, please send your questions in advance by 25 June 2021 at the latest, as indicated below.*

The Annual General Meeting shall take place at 10:00 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 disclaimer reports of the approved statutory auditor on the annual accounts and on the consolidated financial statements of the Company for the financial year ended on 31 December 2020, 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 2020**

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

The Annual General Meeting, after having reviewed the management report of the Management Board, the disclaimer report of the approved statutory auditor and the observations of the Supervisory Board, approves the annual accounts for the financial year ended on 31 December 2020, in their entirety, showing a net profit of EURO 21,240,366.23.

- 3. Approval of the consolidated financial statements for the financial year ended on 31 December 2020**

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

The Annual General Meeting, after having reviewed the management report of the Management Board, the disclaimer report of the approved statutory auditor and the observations of the Supervisory Board, approves the consolidated financial statements for the financial year ended on 31 December 2020, in their entirety, showing a consolidated net profit of EURO 35,844,373.

- 4. Allocation of results**

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

The Annual General Meeting acknowledges the net profit of EUR 21,240,366.23.

Profit for the year (A)	EURO 21,240,366.23
Results brought forward (B)	EURO 64,951,739.87
Other available reserves (C)	-
Available distributable reserves (D=A+B+C)	EURO 86,192,106.10
Results to be allocated and distributed (A)	EURO 21,240,366.23
Transfer to reserve for treasury shares (G)	-

Allocation to the legal reserve (H)	-
Distribution of a dividend (E)	-
Profit carried forward (F=A-E)	EURO 21,240,366.23
Available distributable reserve after distribution and allocation of result (D-G-H-E)	EURO 86,192,106.10
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 2020.

## **6. Re-election of Mr. Jean-Paul COTTET, Mrs. Caroline TISSOT, Mr. Paul RAGUIN and Mr. Francesco SERAFINI, as members of the Supervisory Board of the Company for a period of 4 years ending at the date of the annual general meeting called to approve the annual accounts for the financial year ending on 31 December 2024.**

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

The Annual General Meeting decides to re-elect Mr. Jean-Paul COTTET, as member of the Supervisory Board of the Company for a period of 4 years ending at the date of the annual general meeting called to approve the annual accounts for the financial year ending on 31 December 2024.

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

The Annual General Meeting decides to re-elect Mrs. Caroline TISSOT, as member of the Supervisory Board of the Company for a period of 4 years ending at the date of the annual general meeting called to approve the annual accounts for the financial year ending on 31 December 2024.

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

The Annual General Meeting decides to re-elect Mr. Paul RAGUIN, as member of the Supervisory Board of the Company for a period of 4 years ending at the date of the annual general meeting called to approve the annual accounts for the financial year ending on 31 December 2024.

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

The Annual General Meeting decides to re-elect Mr. Francesco SERAFINI, as member of the Supervisory Board of the Company for a period of 4 years ending at the date of the annual general meeting called to approve the annual accounts for the financial year ending on 31 December 2024.

**7. Creation of additional Supervisory Board sub-committees**

Furthermore, the Company would like to inform the shareholders that in addition to the existing three sub-committees from the Supervisory Board being (i) the audit committee, (ii) the nominations and remunerations committee, and (iii) the strategy committee; the Supervisory Board, following the Annual General Meeting, will create two supplementary sub-committees which will be (i) a risk committee and (ii) an environmental, social and governance (ESG) committee.

**8. Appointment of a new approved statutory auditor until the annual general meeting resolving on the approval of the annual accounts for the financial year ending on 31 December 2021.**

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

Further to the end of the term of the mandate of the previous approved statutory auditor, the Company has initiated a tender offer for the appointment of a new approved statutory auditor.

The Annual General Meeting decides to appoint PKF Audit & Conseil S.à r.l., with registered address situated at 37, rue d'Anvers, L-1130 Luxembourg and registered with the Register of commerce and companies, Luxembourg under identification number B 222994 as new 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 2021.

**9. Submission of the remuneration report for advisory**

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 report.

The Company has prepared a remuneration report for the financial year 2020 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 2020 available on the Company's website [www.solutions30.com](http://www.solutions30.com) under Investor Relations – General Meeting.

As required by the Shareholders Rights Law, the Remuneration Report is submitted to an advisory vote at the Annual General Meeting.

***Draft proposed resolution (tenth resolution)***

The Annual General Meeting decides by an advisory vote to approve the Remuneration Report of the Company for the financial year 2020.

***Draft proposed resolution (eleventh resolution)***

Based on the third resolution, allocating a total amount of remuneration for the Supervisory Board in relation to the financial year 2020 of EURO 92,000 the Annual General Meeting approves the following annual fees per function that Supervisory Board members hold:

Remuneration (annual fees)	
	EURO
➤ 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

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The Extraordinary General Meeting shall take place at 12:00 p.m. CEST to deliberate on the following agenda:

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

**1. Amendment of article 5.2 of the articles of association of the Company so as to read as follows:**

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

The Extraordinary General Meeting resolves to amend article 5.2 of the articles of association of the Company so as to read as follows:

*"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."*

## **2. Authorisation granted to the Management Board to increase the share capital of the Company within the limits of the authorised capital for a period of 5 years**

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

The Extraordinary General Meeting resolves to grant authorisation to the Management Board to increase the share capital of the Company within the limits of the authorised capital for a period of 5 years and subsequently amends article 5 of the articles of association of the Company so as to read as follows:

*"5.7. The management board is authorised, during a period starting on the day of the general meeting of shareholders held on June 30<sup>th</sup> 2021 and ending on the fifth anniversary of the date of publication in the Luxembourg legal gazette (Recueil Electronique des Sociétés et Associations) (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."*

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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 6 inclusive and 8 to 9 inclusive of 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 resolutions 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 resolutions 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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### **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 Luxembourg law of 25 November 2020 extending measures concerning meetings in companies and other legal entities.**

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 the 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.

The General Meetings will be video-broadcasted live, accessible to all shareholders registered as such on the Record Date (i.e. 16 June 2021). **It will not be possible to ask questions live** during the General Meetings, thus shareholders are kindly invited to send their questions in advance by 25 June 2021 at the latest as indicated below.

With respect to the proxy and voting form, details are set out below.

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## ACTS AND FORMALITIES TO BE ACCOMPLISHED BEFORE THE GENERAL MEETINGS

The right to participate in the General Meetings is determined on the basis of share ownership on the fourteenth (14<sup>th</sup>) day at midnight (00:00 a.m.) (Luxembourg time) before the date of the General Meetings (the **Record Date**). The Record Date is 16 June 2021. All shareholders holding shares on the Record Date have the right to participate at the General Meetings regardless of the number of shares held.

Shareholders shall notify the Company of their intention to participate in the General Meetings in writing by post or electronic means at the postal or electronic address indicated in this 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.

- **In case of holders whose ownership is directly recorded in the Company's shareholders' register:** shareholders who wish to participate at the General Meetings will do so by proxy and voting form and are invited to announce their intention to participate at the General Meetings by returning to the registered office of the Company, or by sending via e-mail to the following e-mail address [investor.relations@solutions30.com](mailto:investor.relations@solutions30.com), the duly completed, dated and signed attendance proxy and voting form (attached to the convening notice) to be received by the Company no later than on 21 June 2021 at midnight (Luxembourg time).
- **In case of holders whose ownership is indirectly recorded through a securities settlement system:** shareholders who wish to participate at the General Meetings will do so by proxy and voting form in writing and are invited to announce their intention to participate at the General Meetings by returning to the registered office of the Company, or by sending via e-mail to the following e-mail address [investor.relations@solutions30.com](mailto:investor.relations@solutions30.com), the certificate of participation obtained from their custodian establishing ownership of shares at the Record Date together with a duly completed, dated and signed proxy and voting form (to be downloaded from the Company's website [www.solutions30.com](http://www.solutions30.com) under Investor Relations – General Meeting – Annual General Meeting and Extraordinary General Meeting 30 June 2021) or to be obtained via e-mail, upon request to the following e-mail address [investor.relations@solutions30.com](mailto:investor.relations@solutions30.com), to be received by the Company no later than on 21 June 2021 at midnight (Luxembourg time).

The Company will record for each shareholder, who has returned the completed, dated and signed proxy and voting form, his name or corporate denomination, address or registered office, number of shares held on the Record Date and description of all the documents attesting the ownership of shares on the Record Date.

**Please note that only the shareholders owning shares of the Company on the Record Date (either directly or through a securities settlement system) and having announced their intention to participate to the General Meetings as described here above will be entitled to participate in the said General Meetings.**

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

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 25 June 2021** at midnight CEST, in order to be taken into account for the calculation of the quorum and the vote.

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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 30 June 2021 and may be downloaded.

In addition, all documents required by law (this includes the Management Report and the Annual Report for the financial year 2020 as well as the Remuneration Report) 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 30 June 2021 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 five (5) 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 no later than the twenty-second (22) day preceding the date of the General Meetings e.g. **before 6:00 p.m. CEST on 8 June 2021**. 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 on 16 June 2021 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 25 June 2021**. 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 on 16 June 2021 and the aggregate amount of the shareholding entitling such request. As mentioned above, it will not be possible to ask questions live during the General Meetings.

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**MISCELLANEOUS**

*It should be noted that:*

Any shareholder having returned to the Company the completed, signed and dated proxy and voting form has the possibility of selling all or some of his/her/its shares before the General Meetings.

However, if the sale takes place before 16 June 2021 at midnight, Luxembourg time, which has been set as the Record Date, the Company shall invalidate or modify accordingly (as applicable) the proxy and voting form. Accordingly, the authorised custodians notify the sale to the Company and transmit to it the necessary information. No sale and no operation carried out after 16 June 2021 at midnight, Luxembourg time, (i.e. the Record Date), whatever the means used, will be notified by the authorised custodian or taken into consideration by the Company, notwithstanding any agreement to the contrary.

For more information, please:

- visit our website [www.solutions30.com](http://www.solutions30.com); or
- send us an email to the following address: [investor.relations@solutions30.com](mailto:investor.relations@solutions30.com).

Luxembourg, 28 June 2021

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).*