# ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING BROCHURE & ADDITIONAL INFORMATION

30 JUNE 2021

10:00 A.M. CEST



### **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 for 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 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 in the convening notice available on the Company's website.

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, to investor.relations@solutions30.com

### **NOTICE**

This document is intended to provide additional useful information to shareholders prior to the 2021 annual general meeting (the "Annual General Meeting") and the extraordinary general meeting (the "Extraordinary General Meeting") of Solutions 30 SE (the "Company") (the Annual General Meeting and the Extraordinary General Meeting together referred to as the General Meetings).

This document must be read in conjunction with other documents made available to shareholders for General Meetings, in particular the notices convening General Meetings (the "notice of meeting"), which are available on the company's website. This document does not replace any other relevant documentation.

As mentioned, this document is for informational purposes only and therefore does not constitute a legal document and is not intended to give any opinion or legal advice to readers on how to participate in General Meetings or more generally concerning the Company.

## **CONTENTS**

1.	How to participate in General Meetings?	P. 4
2.	How to inform yourself?	P. 5
3.	Message from Alexander Sator & Gianbeppi Fortis	P. 6
4.	Key figures	P. 7
5.	Resolutions submitted for approval at the Annual General Meeting on 30 June 2021	P. 8
6.	Resolutions submitted for approval at the Extraordinary General Meeting on 30 June	
	2021	P. 12

### 1.1. The conditions to be met to participate

The right to participate in the General Meetings is determined on the basis of share ownership on the fourteenth (14th) 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

- 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 <a href="mailto:investor.relations@solutions30.com">investor.relations@solutions30.com</a>, 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, 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 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, to be received by the Company no later than on 21 June 2021 at midnight (Luxembourg time).

### 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.

### 1.2. How to exercise your right to vote?

As the General Meeting will not be open to the public, you are invited to vote remotely before the General Meeting by using the voting form available on the Solutions 30 website: <a href="https://www.solutions30.com/investor-relations/general-meeting/">https://www.solutions30.com/investor-relations/general-meeting/</a>

- You are voting by post: on page 3, select option 2 and tick the boxes corresponding to your precise voting instructions.
- You are giving proxy to the chairman of the General Meetings: on page 3, select option 1.
- You are giving proxy to a representative: on page 3, select option 1 and specify the first name, last name and address of the representative in the space provided.

Voting forms must be duly signed and completed and must be received no later than 21 June 2021, by e-mail at <u>investor.relations@solutions30.com</u>.

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).

The Company will record for each shareholder, who has returned the completed, dated and signed proxy and voting form, their 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.

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 e-mail address <u>investor</u>. 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.

### 1.3. How do I ask questions?

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 (<a href="www.solutions30.com">www.solutions30.com</a>). 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 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.

### 2. HOW TO INFORM YOURSELF?

- You will find on our website www.solutions30.com the notice of these General Meetings, the number of voting rights existing on the date of its publication, all the documents to be presented at the General Meetings, the 2020 Annual Report, the single form for voting by post or by proxy, and, if applicable, the items whose inclusion in the agenda is requested by shareholders and the text of the draft resolutions submitted by shareholders.
- For any information concerning the exercise of your shareholder rights for these General Meetings which will not be open to the public, please ask your bank for advice or call +33(0)1 86 86 00 63 or send an e-mail to the following address: actionnaires@solutions30.com

### 3. MESSAGE FROM ALEXANDER SATOR & GIANBEPPI FORTIS

Dear Shareholder,

Our annual general meeting will be held on June 30th. As you know, given the health situation, it will not be open to the public, but we are doing our utmost to foster a transparent and constructive dialogue with you.

The context surrounding this general meeting is quite unusual: the publication of unfounded and false allegations in an anonymous report and repeated attacks by short-seller activists; the disclaimer of opinion we received from our auditor EY; and finally, the extreme volatility of our stock market price for some time now.

Despite this situation, we are in fighting shape. Solutions 30 is a company with strong fundamentals that employs 15,700 people in 10 countries across Europe and is positioned in the fast-growing energy transition and digital transformation markets. Our customers include the largest companies and groups in Europe in the telecoms, energy and IT sectors. Our work is extremely tangible: deploying optical fibre, connecting homes to the Internet, installing smart electricity meters, or providing IT assistance to individuals and companies.

We have repeatedly expressed our profound disagreement with EY's position, but in view of this situation, we have put in place an action plan in the best interests of the group and its stakeholders:

- We have requested the President of the Tribunal of Commerce of Bobigny and he opening of a conciliation procedure to oversee the discussions with its various partners. The conciliator was appointed to assist us and provide solutions to ensure the continuous dialog and support of our partners.
- We maintain a constant dialogue with our customers, who have been loyal for many years, to explain this situation to them even if it does not impact our ability to deliver the quality of service they have come to expect from us.
- We are looking for a new auditor, whose appointment will be subject to a vote during our general meeting. In order to do so, one of the first decisions of the conciliator was to mandate Mr. Didier Kling, President of the National Chamber of Financial Advisors and Experts, to assit the conciliator in the conciliation procedure, support the search for a new auditor and facilitate the transition with EY and a new auditor.
- We have embarked on a transformation plan that builds on steps already taken since 2019 to strengthen our organisation's governance, risk management and compliance.
- Finally, we have initiated an investment banker selection process to help us find reference shareholders that will stabilise our capital.

Your vote – before the June 21st deadline – for our General Meetings on June 30th is important. It is important because it will show your support. It is important because the approval of our accounts, for which EY has not expressed any reservations or negative opinions, would be a strong signal for all our stakeholders.

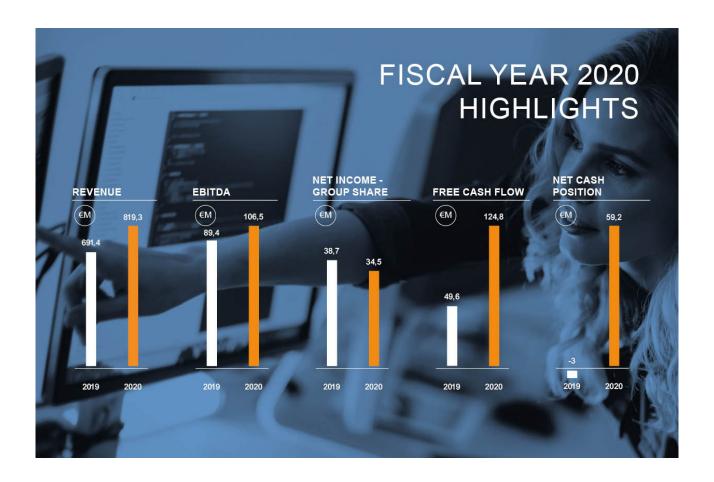
Dear Shareholder, we are counting on your support and we assure you of our total commitment, along with all the group's employees who every day make Solutions 30 a success.



Alexander SATOR
Chairman of the Supervisory Board



Gianbeppi FORTIS
Chief Executive Officer



The Supervisory Board of 20 May 2021 has reviewed and confirmed the 2020 financial statements, as approved by the Management Board:

- Solutions 30's business model is simple: all of the group's call-outs are managed centrally, with traceability throughout the entire chain, from the work order to the invoicing of "key account" customers.
- The group has a surplus cash position amounting to €159 million in its bank accounts, which it carries as an asset on its balance sheet at 31 December 2020.
- All the comments made by EY during its 15,000-hour audit were incorporated into Solution 30's consolidated and Company financial statements.

- The teams worked diligently to respond to the auditor's requests.
- EY did not express any reservations or negative opinions.

Therefore, even though EY declared that it was unable to express an opinion, these elements enabled the governance bodies to rule on the accounts and to be sufficiently confident in these accounts to submit them for a vote by Solutions 30 shareholders.

# 5. RESOLUTIONS SUBMITTED FOR APPROVAL AT THE ANNUAL GENERAL MEETING ON 30 JUNE 2021

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 EUR 21,240,366.23.

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 EUR 35,844,373.

The law on commercial companies requires the accounts to be submitted for the approval of the shareholders within 6 months after the end of the financial year, and the approved accounts to be filed with the Luxembourg Trade and Companies Register within 7 months after the end of the financial year.

These resolutions concerning the approval of the staturory and consolidated financial statements are standard resolutions on the agenda of an annual general meeting and are intended to submit the company's financial statements to shareholders for a vote. The consolidated accounts and the staturory accounts are available on the Company's website.

Solutions 30 is the target of a stock market destabilisation campaign led by short-seller activists who are spreading false and defamatory information to fuel a fabricated scenario. The allegations against Solutions 30 come from anonymous reports. They were relayed and publicised by short sellers who have not proven these allegations.

In the interests of transparency in light of this slanderous campaign, these allegations have been the subject of investigations mandated by the Group Supervisory Board. After 3,000 hours of work, at a cost of €1.5 million, Deloitte and Didier Kling Expertise & Conseil, two independent firms with recognised experience and proven methods, concluded that the allegations were unfounded. In the wake of these investigations' results, short sellers have continued to attack Solutions 30, repeating the same fake news, putting the Company and its partners under pressure.

We have filed a complaint for dissemination of false and misleading information, market manipulation and defamation. These complaints are currently being investigated by the Parquet National Financier and the Paris judicial court respectively.

The Group's situation remains strong and Solutions 30's 2020 accounts were thoroughly audited, costing the Company €2.4 million, representing an increase of more than 30% compared to 2019. Accordingly:

- Cash does not lie.100% of the Group's cash position, i.e €159 million asset on its balance sheet as at December 31, 2020, has been confirmed present in its bank accounts.
- The comments on the accounts made by EY during its 15,000-hour audit were incorporated into Solution 30's consolidated and statutory financial statements.
- Teams responded diligently to the auditor's requests for documents and information and have provided all the information that the Group has at its disposal.
- EY was free to perform any additional verifications that it deemed necessary to express its opinion. EY also carried out additional and very thorough work that went beyond the usual work of audit the accounts, as illustrated by the increase of more than 30% in its audit fees over the year.

On the basis of these factors, during its meeting on May 20th, the Supervisory Board confirmed the accounts as approved by the Management Board.

Solutions 30 is focused on restoring the serene context preceding the repeated attacks against which the Company continues to defend itself, in order to pursue its development and growth.

The current context and EY's position do not impact our Group's ability to operate on a daily bases. However, if this situation continues, Solutions 30's growth will be slowed at a crucial time in its development.

This is why we propose that you approve the statutory and the consolidated financial statements for 2020.

Approval of the accounts does not discharge the management of its responsibilities, but gives a strong signal of support from shareholders to all stakeholders, thus preserving the value of our Group and, above all, its ability to rebound.

The approval of the accounts would then enable us to:

- File the 2020 accounts with the Luxembourg Trade and Companies Register in order to meet the legal requirements.
- Ask the next approved statutory auditor for an enhanced audit of the accounts for the opening balance sheet based on the figures as at 31 December 2020, from the start of his mandate.

<sup>1</sup> See the Muddy Waters video dated 28 May 2021 in which Carson Block states: "It is my opinion that it is a fraud. It has not been proven that it is a fraud."

See also the Dow Jones report date 28 January 2021 which states: "We are moving heaven and earth to gather overwhelming evidence [to prove our case]," Muddy Waters added.

This pragmatic approach is the only one that will preserve the value of the Company, in the interest of all its stakeholders.

Third Resolution The Annual General Meeting notes a net profit of EUR 21,240,366.23.

Profit for the year (A)	EUR 21,240,366.23
Results brought forward (B)	EUR 64,951,739.87
Other available reserves (C)	-
Available distributable reserves (D=A+B+C)	EUR 86,192,106.10
Results to be allocated and	EUR 21,240,366.23
distributed (A)	
Transfer to reserve for treasury shares (G)	-
Allocation to the legal reserve (H)	-
Distribution of a dividend (E)	-
Profit carried forward (F=A-E)	EUR 21,240,366.23
Available distributable reserve after distri-	EUR 86,192,106.10
bution and allocation of result (D-G-H-E)	
Basic fixed remuneration of the Supervisory	EUR 92,000
Board members	,_,

This resolution concerns the allocation of the Company's earnings. In accordance with corporate law, Solutions 30 asks its shareholders to vote on the allocation of earnings after the annual and consolidated financial statements have been approved.

Solutions 30 proposes to its shareholders to allocate its profit to its reserves. In a context of strong growth, the profit generated by the Group is reinvested in its development. Considering the stock market crisis that the Group is currently facing, it needs to preserve this cash and allocate it primarily to financing its growth as it is on track to achieve its historic objective of replicating its French success in all the European countries where it operates.

**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.

Corporate laws stipulate that after the vote on the Company's annual financial statements, shareholders must be asked to vote on discharging members of the Supervisory Board and the Management Board for the performance of their duties during the past financial year.

Fifth resolution The Annual General Meeting decides to re-elect Mr Jean-Paul COTTET, as a 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.

Sixth resolution The Annual General Meeting decides to re-elect Ms Caroline TISSOT, as a 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.

Seventh resolution The Annual General Meeting decides to re-elect Mr Paul RAGUIN, as a 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.

**Eighth resolution** The Annual General Meeting decides to re-elect Mr Francesco SERAFINI, as a 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.

The terms of office of Jean-Paul Cottet, Caroline Tissot, Paul Raguin and Francesco Serafini will expire at the Annual General Meeting on June 30th. In view of the stock market crisis that the Group is facing, it is proposed that the terms of these members be renewed in order to pursue their action and fight to restore confidence in the Solutions 30 Group. The current context does not allow for the appointment of new members to be put to a vote by shareholders. The term of these mandates is statutorily fixed at four years. However, once the situation has normalised, shareholders will be asked to strengthen the Supervisory Board in terms of skills (audit, compliance and ESG) and diversity (balanced representation of women and men).

A return to a stabilised situation is an essential prerequisite for the arrival of new members.

### Independence of members:

Caroline Tissot	Francesco Serafini	Paul Raguin	Jean Paul Cottet
<b>~</b>	<b>~</b>	<b>~</b>	<b>~</b>
✓	✓	✓	✓
<b>✓</b>	~	~	~
✓	✓	✓	✓
✓	✓	✓	✓
~	<b>✓</b>	~	<b>✓</b>
<b>✓</b>	~	~	~
<b>✓</b>	<b>✓</b>	~	<b>~</b>



JEAN-PAUL COTTET
Member of the Supervisory Board
Independent Member Chairman of
the Strategy Committee
Age: 66 years old
Nationality: French
First appointed: 18 May 2018
Number of shares held: Attendance rate: 100%

Co-opted as a member of the Supervisory Board at the Supervisory Board meeting on 18 April 2018, and confirmed by a resolution of the ordinary general meeting on 18 May 2018

A graduate of the École Polytechnique, Mines ParisTech and Télécom ParisTech, Jean-Paul Cottet began his career in the nuclear sector, then worked for France Télécom/Orange as director of network operations in Marseilles. He has held various management positions, including head of the Paris division after serving as director of sales for France and oversaw the company going public. He was also director of networks for France. He then held various positions within the group's executive committee, serving as secretary general, chief information officer, chief international officer and director of innovation and content marketing. He is currently a consultant in new technology management.



CAROLINE TISSOT

Member of the Supervisory Board
Independent member
Member of the Strategy Committee
Age: 50 years old
Nationality: French
First appointed: 19 May 2017
Number of shares held: Attendance rate: 100%

Appointed as a member of the Supervisory Board by resolution of the ordinary general meeting on 19 May 2017.

Caroline Tissot is a graduate of the Institut d'études politiques in Paris and holds a master's degree from the University of Paris Dauphine. She began her career in 1995 as a consultant at Deloitte France, before joining General Electric's European headquarters in Brussels in 2003, where she spent nearly ten years working in procurement. She gained particular expertise in this field, as well as extensive international experience. In 2012, she was named purchasing director for Bouygues Telecom. In September 2016, she joined AccorHotels to handle the group's purchasing.



PAUL RAGUIN
Member of the Supervisory Board
Independent member
Member of the Audit Committee
Age: 80 years old
Nationality: French
First appointed: 18 May 2018
Number of shares held: Attendance rate: 89%

Co-opted as a member of the Supervisory Board at the Supervisory Board meeting on 18 April 2018, and confirmed by a resolution of the ordinary general meeting on 18 May 2018.

Paul Raguin is a graduate of the Institut des Hautes Finances in Paris and holds an MBA from Laval University in Quebec. He is a CNAM engineering economist, winner of the Sully Olivier de Serres prize, expert topographical surveyor and ITM/ICM urban planner. In 1986, he founded the EOLANE group, a leader in industrial electronics services and connected solutions for the IoT and M2M fields, as well as video security, where he was director until 2017. He is currently chairman of their supervisory board. Previously, he held various positions in the commercial, operational and financial departments of the Vilmorin group, worked with Lepage business incubators and at the French Management Institute. He was also a director of the La Mondiale AG2R insurance group for fourteen years. Paul Raguin is a Knight of the Legion of Honor.



### FRANCESCO SERAFINI

Vice-chairman of the Supervisory Board Independent member Member of the Strategy Committee Member of the Appointments and Remuneration Committee Age: 68 years old Nationality: Italian First appointed: 15 May 2013

Number of shares held: 18,700 Attendance rate: 100% Appointed as a member of the Supervisory Board by resolution of the combined general meeting on 15 May 2013. His term of office was renewed at the ordinary general meeting on 19 May 2017.

Francesco Serafini joined Hewlett-Packard in 1981 and spent most of his career with that company. He has held various senior management positions within the group, including senior vice president of HP Services and senior vice president of HP Technology Solutions Group for Europe and the Middle East. In 2005, he became head of Hewlett-Packard's European operations and in 2009, became the group's executive vice president in charge of emerging markets.

### Supervisory Board Competence Matrix:

		Exper	ience				Expertise		
Member of the Supervisory Board	Business Sectors	International	Customers	General Management	Audit & Finance	Organization & HR	ESG	Legal & Compliance	Marketing & Sales
Alexander Sator	✓	✓	✓	✓					✓
Francesco Serafini	✓	✓	✓	✓		✓			✓
Caroline Tissot	✓	✓	✓	✓	✓	✓	✓		
Paul Raguin	✓	✓		✓	✓				✓
Jean Paul Cottet	✓	✓	✓	✓		✓		✓	✓
Yves Kerveillant	✓	✓			✓			✓	

### Definitions:

**Business Sectors:** experience with the business sectors the group operates in, i.e. energy, telecoms, IT, retail, and security.

**International:** experience with international groups or outside their country of origin.

**Customers:** experience working for or with the group's major customers.

**General Management:** experience with executive management in an international or high-growth setting, or in relation to starting and growing companies.

Audit & Finance: expertise or experience in corporate finance,

audit and oversight procedures, risk management and insurance, accounting, mergers and acquisitions, or the banking sector.

**Organization and HR:** expertise in the human resources sector, in structuring high-growth companies, or in transforming high-growth companies.

**ESG**: expertise or experience in the social, environmental and corporate governance sectors.

**Legal & Compliance:** experience or expertise in law and compliance.

Marketing & Sales: expertise or experience in marketing and sales

Following the Annual General Meeting, the Solutions 30 Supervisory Board will create two new subcommittees: (i) the Risk Committee and (ii) the Environmental, Social and Governance Committee (ESG). These two new subcommittees are in addition to the three existing subcommittees, namely (i) the Audit Committee, (ii) the Appointments and Remuneration Committee and (iii) the Strategy Committee.

**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 acknowledges that the Company has initiated a tender offer to appoint a new approved statutory auditor for a mandate to last until the annual general meeting resolving on the approval of the annual accounts for the financial year ending on 31 December 2021.

Solutions 30 has requested the President of the Tribunal of Commerce of Bobigny, and obtained, the opening of a conciliation procedure to oversee the discussions with its various partners. The conciliator was appointed to assist us and provide solutions to ensure the continuous dialog and support of our partners.

One of the first decisions of the conciliator was to mandate Mr. Didier Kling, President of the National Chamber of Financial Advisors and Experts, to assit the conciliator in the conciliation procedure, support the search for a new auditor and facilitate the transition with EY and a new auditor.

The process of the tender offer not being yet closed at the publication date of this convening notice, the Company was not in position to publish the identity of the approved statutory auditor to be submitted to the vote of the Annual General Meeting. Therefore, this convening notice will be updated very soon and a dedicated communication will be published once the new proposed approved statutory auditor will be known.

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

The Company's remuneration report is available in section 2.4 of <u>Solutions 30's 2020 Annual Report.</u> It is put to an advisory vote by shareholders for approval.

The remuneration of Supervisory Board and Management Board members is in accordance with the policy on remuneration for members of the Supervisory Board and the Management Board adopted by the Supervisory Board on 27 April 2020, as proposed by the Appointments and Remuneration Committee. This policy had been put to an advisory shareholder vote at the General Meeting on 26 June 2020. 85.7% of shareholders said they were in favour of this policy, which is submitted to the General Meeting every four years, unless there is some other major change. No major changes are foreseen for the 2021 financial year.

**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 EUR 92,000 the Annual General Meeting approves the following annual fees per function that Supervisory Board members hold:

Remuneration (annual fees)	
	EUR
Supervisory Board member	9.000
Chairman of the Supervisory Board	30.000
Member of the Audit Committee	2.000
Member of the Appointments and	1.000
Remuneration Committee	
Member of the Strategy Committee	1.000

The 2020 remuneration of Supervisory Board and Management Board members, as submitted to Shareholders for a vote, is in accordance with the policy on remuneration for members of the Supervisory Board and the Management Board adopted by the Supervisory Board on 27 April 2020, as proposed by the Appointments and Remuneration Committee. It is unchanged from 2019. This policy had been put to an advisory shareholder vote at the General Meeting on 26 June 2020. 85.7% of shareholders said they were in favour of this policy.

# 6. RESOLUTIONS SUBMITTED FOR APPROVAL AT THE EXTRAORDINARY GENERAL MEETING ON 30 JUNE 2021

Regarding the authorized share capital, this technique aims to provide the Company with the means to carry out a capital increase, if, and only if, this proves necessary, in particular in the case of acquisitions paid in shares. This resolution is put to the vote of the shareholders as a precautionary measure, knowing that such transactions are not on the table.

In addition, this technique already exists in the articles of association of the Company and comes to an end. These two resolutions aim at setting a new framework with a new envelope which is greatly reduced compared to what already existed. It is also important to remember that, although it offers flexibility to the Company, this technique is strictly governed and must always be carried out in the social interest of the Company.

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."

The purpose of this resolution is to modify the overall authorised share capital. This authorisation has been significantly reduced compared to the previous authorisation. The share capital of Solutions 30 currently consists of 107,127,984 shares. This resolution is analysed from the standpoint of the second resolution. It gives the Management Board the possibility to react quickly in the event of (i) a new stock market crisis that would require rapid financing or (ii) the entry into the capital of a reference shareholder through a capital increase.

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 30 June 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."

This resolution gives the Management Board the power to limit or cancel the preferential subscription rights of existing shareholders within the framework of the authorised share capital. As a result, this resolution is the subject of a report from the Company Management Board dated 25 May 2021, available on the Company's website.

### This report states:

"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 purpose.

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 circumstances 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 favour 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 reorganise 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.

