

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 the second extraordinary general meeting of shareholders of the Company (the **Extraordinary General Meeting**) to be held on 27 July 2021.

This Extraordinary General Meeting is being reconvened following a first extraordinary general meeting held on 30 June 2021, at which the necessary quorum of half of the share capital was not represented, so that this extraordinary general meeting of 30 June 2021 could not be held effectively and deliberate on the agenda reproduced below.

In accordance with the laws of 10 August 1915 and 24 May 2011, this second Extraordinary General Meeting is convened with the same agenda as the extraordinary general meeting held on 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 the Extraordinary General Meeting 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.

It will not be possible to ask questions during the Extraordinary General Meeting. Therefore, please send your questions in advance by 20 July 2021 at the latest, as indicated below.

The Extraordinary General Meeting shall take place at 11:00 a.m. Central European Summer Time (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 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.”

QUORUM AND MAJORITY

As the extraordinary general meeting of 30 June 2021 did not meet the required quorum of at least half (1/2) of the share capital represented, a new Extraordinary General Meeting is hereby convened which will validly deliberate regardless of the proportion of share capital represented. At this second Extraordinary General Meeting, the resolutions on the agenda thereof 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.

CONDITIONS FOR PARTICIPATING IN THE EXTRAORDINARY GENERAL MEETING

Extraordinary General Meeting – voting exclusively by proxy - no physical attendance possible due to exceptional COVID-19 pandemic situation and in compliance with the Luxembourg law of 30 June 2021 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 Extraordinary General Meeting **WITHOUT A PHYSICAL PRESENCE**, as permitted by Luxembourg law.

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

It will not be possible to ask questions during the Extraordinary General Meeting, thus shareholders are kindly invited to send their questions in advance by 20 July 2021 at the latest as indicated below.

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

**ACTS AND FORMALITIES TO BE ACCOMPLISHED
BEFORE THE EXTRAORDINARY GENERAL MEETING**

The right to participate in the Extraordinary General Meeting 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 Extraordinary General Meeting (the **Record Date**). The Record Date is set at 13 July 2021. All shareholders holding shares on the Record Date have the right to participate at the Extraordinary General Meeting regardless of the number of shares held.

Shareholders shall notify the Company of their intention to participate in the Extraordinary General Meeting 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 Extraordinary General Meeting will do so by proxy and voting form and are invited to announce their intention to participate at the Extraordinary General Meeting 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 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 20 July 2021 at 18:00 (Luxembourg time)**.

- **In case of holders whose ownership is indirectly recorded through a securities settlement system:** shareholders who wish to participate at the Extraordinary General Meeting will do so by proxy and voting form in writing and are invited to announce their intention to participate at the Extraordinary General Meeting 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 – Extraordinary General Meeting 27 July 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 20 July 2021 at 18:00 (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 Extraordinary General Meeting as described here above will be entitled to participate in the said Extraordinary General Meeting.

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 **NO LATER THAN 22 July 2021** at 18:00 (Luxembourg time), in order to be taken into account for the vote.

ACCESSIBILITY OF THE DOCUMENTS

A copy of the documentation relating to the Extraordinary General Meeting is available from the date of publication of this convening notice on the Company's website www.solutions30.com under Investor Relations – General Meeting – Extraordinary General Meeting 27 July 2021 and may be downloaded.

In addition, all documents required by law (this includes the report of the management board of the Company dated 25 May 2021 prepared in accordance with Article 420-26 (5) of the law of 10 August 1915 on commercial companies, as amended) have been made available at the Company's registered office; however, given the current situation related to COVID-19, the Company's registered office is not accessible to third parties; therefore, as mentioned above, all documents can be consulted on the Company's website www.solutions30.com under Investor Relations - General Meeting - Extraordinary General Meeting 27 July 2021 and can be downloaded. They can also be obtained on request by writing an e-mail to the following address: investor.relations@solutions30.com

POSSIBILITY TO ASK QUESTIONS AHEAD OF THE EXTRAORDINARY GENERAL MEETING

Shareholders have the right to ask questions regarding items on the agenda of the Extraordinary General Meeting before the Extraordinary General Meeting. 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). Questions must be received by the Company **NO LATER THAN 20 July 2021** at 18:00 (Luxembourg time).

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 the Record Date (13 July 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 Extraordinary General Meeting.

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 Extraordinary General Meeting.

However, if the sale takes place before 13 July 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 13 July 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; or
- send us an email to the following address: investor.relations@solutions30.com.

Luxembourg, 8 July July 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).