

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 attend the annual general meeting of shareholders of the Company (the **General Meeting**) to be held on Friday 16 June 2023 at 10:00 a.m. (Luxembourg time) at Sofitel Luxembourg Europe, 6 rue du Fort Niedergruenewald, L-2226 Kirchberg, Luxembourg.

Disclaimer:

Despite the fact the COVID-19 pandemic is not definitively over, there are no longer any restrictions on travels and gatherings imposed by the Luxembourg government, therefore, like in 2022, the Management Board of the Company has decided it was the right time to meet again with shareholders and thus decided to hold this year's General Meeting in physical presence.

In addition thereto, for those shareholders who would not have the opportunity to come in person, the Management Board as decided that the General Meeting will be video-broadcasted live, accessible to all shareholders registered as such on the record date (i.e. 2 June 2023).

Only shareholders attending in person will have the opportunity to ask questions live; all other shareholders are requested to send their questions in advance as soon as possible but at the latest by 12 June 2023, as indicated below.

The General Meeting shall 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 approved statutory auditor on the annual accounts and on the consolidated financial statements of the Company for the financial year ended on 31 December 2022, (iii) and 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 2022**

Draft proposed resolution (first resolution)

The General Meeting, after having reviewed the management report of the Management Board, the 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 2022, in their entirety, showing a net profit of EURO 17,237,985.00.

3. Approval of the consolidated financial statements for the financial year ended on 31 December 2022

Draft proposed resolution (second resolution)

The General Meeting, after having reviewed the management report of the Management Board, the 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 2022, in their entirety, showing a consolidated net loss of EURO 49,136,742.00.

4. Allocation of results

Draft proposed resolution (third resolution)

The General Meeting acknowledges the net profit of EURO 17,237,985.00.

Profit for the year (A)	EURO 17,237,985.00
Results brought forward (B)	EURO 97,667,258.00
Other available reserves (C)	-
Available distributable reserves (D=A+B+C)	EURO 114,905,243.00
Results to be allocated and distributed (A)	EURO 17,237,985.00
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 17,237,985.00
Available distributable reserve after distribution and allocation of result (D-G-H-E)	EURO 114,905,243.00
Basic fixed remuneration of the Supervisory Board members	EURO 385,958.00

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

Draft proposed resolution (fourth resolution)

The 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 2022.

6. Acknowledgment of a resignation and election of members to the Supervisory Board

Draft proposed resolution (fifth resolution)

The General Meeting decides to re-appoint Mr. Alexander SATOR, as member of the Supervisory Board of the Company for a mandate 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 2026.

Draft proposed resolution (sixth resolution)

The General Meeting decides to re-appoint Mr. Yves KERVEILLANT, as member of the Supervisory Board of the Company for a mandate 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 2026.

Draft proposed resolution (seventh resolution)

The General Meeting acknowledges the resignation of Mr. Francesco SERAFINI of his mandate as member of the Supervisory Board of the Company, normally coming to an end at the annual general meeting to be held in 2025, with effect as of this General Meeting. Henceforth, considering the captioned resignation, the mandate of Mr. Francesco SERAFINI, further to his resignation, is terminated.

The General meeting decides to appoint Mrs. Paola BRUNO, as new member of the Supervisory Board of the Company for a mandate 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 2026.

7. Approval of the re-appointment of PKF Audit & Conseil S. à r.l. as approved statutory auditor until the annual general meeting resolving on the approval of the annual accounts for the financial year ending on 31 December 2023.

Draft proposed resolution (eighth resolution)

Further to the end of the term of the mandate of the current approved statutory auditor, the General Meeting decides to re-appoint PKF Audit & Conseil S. à r.l., with registered address situated at 37, rue d'Anvers, L-1130 Luxembourg and registered with the Luxembourg Register of commerce and companies under identification number B 222.994 as approved statutory 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 2023.

8. 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 2022 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 2022 available on the Company's website 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 General Meeting.

Draft proposed resolution (ninth resolution)

The General Meeting decides by an advisory vote to approve the Remuneration Report of the Company for the financial year 2022.

Draft proposed resolution (tenth resolution)

Based on the third resolution, allocating a total amount of remuneration for the Supervisory Board in relation to the financial year 2022 of EURO 385,958.00, the General Meeting approves the following annual fees per member of the Supervisory Board in relation to the financial year 2022:

Remuneration (fees in Euro)	
<i>(except for the Chairman in alphabetical order)</i>	
Alexander SATOR, Chairman of the Supervisory Board	73,000.00
Jean Paul COTTET, Member of the Supervisory Board	55,000.00
Yves KERVEILLANT, Member of the Supervisory Board	66,000.00
Thomas KREMER, Member of the Supervisory Board	30,958.00
Pascale MOURVILLIER, Member of the Supervisory Board	57,000.00
Francesco SERAFINI, Member of the Supervisory Board	53,000.00
Caroline TISSOT, Member of the Supervisory Board	51,000.00
Total	385,958.00

The details and the rationale behind this resolution are mentioned in the Brochure available on the Company's website www.solutions30.com under Investor Relations – General Meeting.

QUORUM AND MAJORITY

The 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 these agenda items will be adopted by a simple majority of the votes validly cast by shareholders present or represented. Each share carries one voting right.

ACTS AND FORMALITIES TO BE ACCOMPLISHED

BEFORE THE GENERAL MEETING

1. Proof of entitlement to participate in the General Meeting

Only shareholders who can prove that their shares are registered in their name or in the name of the intermediary registered on their behalf on the fourteenth day at midnight (00:00 a.m.) Luxembourg time before the date of the General Meeting (the **record date**) i.e. on 2 June 2023 at midnight (00:00 a.m.) Luxembourg time, shall be entitled to attend the General Meeting:

- in the registered share accounts held by the Company,
- or in the bearer share accounts held by the authorised intermediary.

The registration of bearer shares is evidenced by a certificate of participation issued by the authorized intermediary. In order to participate in the General Meeting, this certificate of participation must be sent to Société Générale - Service Assemblées - 32 rue du Champ de Tir-CS 30812 - 44308 NANTES Cedex 3 in order to obtain an admission card or be presented on the day of the General Meeting by the shareholder who has not received his/her admission card.

2. Possible ways of participating in the General Meeting

The shareholder has the following means to participate and vote at the General Meeting:

- by mail using the single (paper) postal voting form or proxy form ("voting form") that will be sent to each registered shareholder and that bearer shareholders can obtain from their account-keeping institution, or
- by Internet via the VOTACCESS platform, which will be open from 16 May 2023 at 9:00 a.m. (Luxembourg and Paris time) until 13 June 2023 at 11:59 p.m. (Luxembourg and Paris time).

2.1. To attend the General Meeting in person

2.1.1. Request for admission card with the paper form

- If **you hold registered shares**, request your admission card by returning the completed and signed voting form using the prepaid reply envelope enclosed with the convening notice received by post.

- If **you hold bearer shares**, ask your financial institution, which keeps your account to send you an admission card. However, any bearer shareholder who has not received his/her admission card two days before the General Meeting must ask his/her financial intermediary to issue him/her a certificate of participation enabling him/her to prove his status as a shareholder on the fourteenth day at midnight (00:00 a.m.) Luxembourg time before the date of the General Meeting, i.e. on 2 June 2023 at midnight (00:00 a.m.) Luxembourg time (the record date).

2.1.2. Application for admission card by Internet

- If **you hold registered shares** (pure or administered), request your admission card on VOTACCESS via the Sharinbox website: www.sharinbox.societegenerale.com. Once connected, follow the instructions on the screen to access VOTACCESS and request your admission card.
- If **your shares are bearer shares**, contact your account-holding institution to find out whether it is a VOTACCESS member and, if so, whether its access is subject to special conditions of use. If your account-holding institution is a VOTACCESS member, log on to your institution's Internet portal with your usual access codes and follow the instructions on the screen to access VOTACCESS and request your admission card.

2.2. To vote by mail, give a proxy to the Chairman of the General Meeting or be represented at the General Meeting

2.2.1. With the paper form

- If **you hold registered shares**, return the completed and signed voting form using the prepaid reply envelope enclosed with the convening received by post.
- If **you hold bearer shares**, please request the voting form from your account-keeping institution. Once completed, this voting form should be returned to your account-keeping institution, which will send it to Société Générale - Service Assemblées - 32 rue du Champ de Tir - CS 30812 - 44308 NANTES Cedex 3.

In order for your duly completed and signed voting form to be validly taken into account, it must be received by Société Générale no later than three days before the General Meeting, i.e. no later than on 13 June 2023 at 11:59 p.m. (Luxembourg and Paris time).

Bearer shareholders may request in writing that Société Générale - Service Assemblées - 32 rue du Champ de Tir-CS 30812 - 44308 NANTES Cedex 3 send them the said form. Requests received no later than six days before the date of the General Meeting will be granted.

This form must be returned, along with the certificate of participation for bearer shareholders. The postal voting form must be received by Société Générale - Service Assemblées - 32 rue du Champ de Tir-CS 30812 - 44308 NANTES Cedex 3 no later than three days before the General Meeting, i.e. no later than on 13 June 2023 at 11:59 p.m. (Luxembourg and Paris time).

2.2.2. By Internet

- If **your shares are registered** (pure or administered), access VOTACCESS directly via the Sharinbox website: www.sharinbox.societegenerale.com. Once connected, follow the instructions on the screen to access VOTACCESS. You can then vote, appoint or revoke a proxy by following the instructions on the screen.

- **If your shares are bearer shares**, contact your account-keeping institution to find out whether it is a VOTACCESS member and, if so, whether this access is subject to special conditions of use.
- If your account-keeping institution is a **VOTACCESS member**, log on to your institution's Internet portal with your usual access codes and follow the instructions on the screen to access VOTACCESS and vote or appoint or revoke a proxy.
- If your account-keeping institution is **not a VOTACCESS member**, notification of the appointment and revocation of a proxy can be made by sending the signed and scanned form electronically, together with a photocopy of both sides of the proxy's identity card and, if applicable, the proxy's certificate of participation, to the following address: investor.relations@solutions30.com. The proxy thus given may be revoked in the same way.

In order for electronically expressed appointments or revocations of mandate to be validly taken into account, confirmations must be received on 13 June 2023 at 11:59 p.m. (Luxembourg and Paris time) at the latest.

Any shareholder who has already cast a postal vote, sent a proxy or requested an admission card may no longer choose another method of participation in the General Meeting, but may nevertheless sell all or part of his/her shares.

However, if the transfer of ownership occurs before midnight (00:00 a.m.) Luxembourg time on the fourteenth day prior to the date of the General Meeting, on 2 June 2023 at midnight (00:00 a.m.) Luxembourg time (the record date), the Company will invalidate or amend, as the case may be, the vote expressed by correspondence, the proxy, the admission card or the certificate of participation. No transfer of ownership made after the fourteenth day at midnight (00:00 a.m.) Luxembourg time, i.e. on 2 June 2023 at midnight (00:00 a.m.) Luxembourg time (the record date), regardless of the means used, will be notified by the intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code or taken into consideration by the Company, notwithstanding any agreement to the contrary.

ACCESSIBILITY OF THE DOCUMENTS

A copy of the documentation relating to the 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 – Annual General Meeting 16 June 2023 and may be downloaded.

In addition, all documents required by law, this includes the management report and the annual report for the financial year 2022 as well as the Remuneration Report, have been made available at the registered office of the Company, however, as mentioned above, all documents may be consulted on the Company's website www.solutions30.com under Investor Relations – General Meeting – Annual General Meeting 16 June 2023 and may be downloaded. Alternatively, they may be obtained upon request by writing an e-mail at: investor.relations@solutions30.com.

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 Meeting 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 Meeting i.e. on 25 May 2023 before 6:00 p.m. (Luxembourg time). The request must be made in writing by e-mail (to 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 2 June 2023 at midnight (00:00 a.m.) (the record date) and the aggregate amount of the shareholding entitling such request.

POSSIBILITY TO ASK QUESTIONS AHEAD OF THE GENERAL MEETING

Shareholders have the right to ask questions regarding items on the agenda of the General Meeting before the 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 on 12 June 2023 at 6:00 p.m. (Luxembourg time) at latest. 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 2 June 2023 at midnight (00:00 a.m.) (the record date) 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 Meeting.

For more information, please:

- visit our website www.solutions30.com; or
- send us an email to the following address: investor.relations@solutions30.com.

Luxembourg, 16 May 2023

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).