



## Wavestone

Text and summary of proposed resolutions for the  
Combined General Meeting of December 5, 2023

## Competence of the Extraordinary General Meeting

### Resolution 1: Approval of the capital contribution in kind of 1,128,195 shares in Q\_PERIOR Holding AG to the Company, its valuation and its compensation

#### Summary of resolution 1:

##### Purpose:

*Approve the contribution in kind by the shareholders of Q\_PERIOR Holding AG to the Company of 1,128,195 shares of Q\_PERIOR Holding AG, its valuation at €254,331,360 and its compensation, representing the allocation of 4,709,840 new ordinary shares.*

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, subject to adoption of resolutions 2 and 3, having reviewed:

- i) the Board of Directors' report;
- ii) the exemption document filed with the French Financial Markets Authority (Autorité des marchés financiers - AMF) in accordance with Article 212-34 of the AMF General Regulations;
- iii) the reports issued by FINEXSI, acting as shares auditor on the value of contributions in accordance with Article L. 225-147 of the French Commercial Code ("Code de commerce") and on the compensation of the contribution, pursuant to AMF's Position-Recommendation No. 2020-06;
- iv) the Company's existing Articles of Association and said Articles upon completion of the capital contribution in kind as provided for by this resolution and amended accordingly in resolution 3;
- v) the contribution agreement drawn up under private signature and concluded on October 26, 2023 between the contributing shareholders of Q\_PERIOR Holding AG (the "**Contributors**") and the Company (the "**Contribution Agreement**") under which the Contributors have undertaken to contribute absolute ownership of one million one hundred and twenty-eight thousand one hundred and ninety five (1,128,195) shares in Q\_PERIOR Holding AG, representing 77.90% of the share capital of Q\_PERIOR Holding AG (the "**Contribution**"), subject to specific conditions precedent which, to date, are all fulfilled or waived;
- vi) that 299,831 shares representing 20.70% of the share capital of Q\_PERIOR Holding AG be sold in conjunction with the Contribution, and that the remaining shares be held as treasury stock;

approves all the terms and conditions of the Contribution Agreement and the resulting Contribution in the featured breakdown, in accordance with Article L. 225-147 of the French Commercial Code;

approves the valuation of the one million one hundred and twenty-eight thousand one hundred and ninety-five (1,128,195) Q\_PERIOR Holding AG shares contributed to the Company, totaling two hundred and fifty-four million three hundred and thirty-one thousand three hundred and sixty euros (€254,331,360), and representing a unit value of approximately two hundred and twenty-five euros and forty-three cents (€225.43) per share contributed;

approves the terms and conditions of the Contribution compensation, awarding Contributors four million seven hundred and nine thousand eight hundred and forty (4,709,840) new

ordinary shares (the "New Shares") automatically from issue under the terms of the Contribution Agreement and the featured breakdown; and

accordingly approves the Contribution granted to the Company unconditionally.

Resolution 2: Approval and acknowledgment of the completed capital increase subsequent to the contribution to the Company of 1,128,195 shares in Q\_PERIOR Holding AG, totaling 117,746 euros and validation of the provisions on the contribution premium and its allocation – Resulting issue of 4,709,840 ordinary shares

Summary of resolution 2:

**Purpose:**

*Note the fulfilment or waiver of the conditions precedent referred to in Article 5 of the Contribution Agreement.*

*Note the final completion of the contribution in kind by the shareholders of Q\_PERIOR Holding AG to the Company of 1,128,195 shares of Q\_PERIOR Holding AG.*

*Resolve to increase the Company's capital following the contribution in kind, by a nominal amount of €117,746, by issuing 4,709,840 new ordinary shares and creating a contribution premium of €254,213,614.*

*Decide on the allocation of the contribution premium.*

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, subject to adoption of resolutions 1 and 3, having reviewed:

- i) the Board of Directors' report;
- ii) the reports issued by FINEXSI, acting as shares auditor on the value of the Contribution in accordance with Article L. 225-147 of the French Commercial Code and on the compensation of the Contribution, pursuant to AMF's Position-Recommendation No. 2020-06;

in accordance with Article L. 225-147 of the French Commercial Code;

notes that all conditions precedent referred to in Article 5 of the Contribution Agreement were fulfilled or waived;

notes the approval of resolution 1 and the final completion of the Contribution accordingly;

resolves to increase the Company's share capital and notes the final completion of this capital increase for a total nominal amount of one hundred and seventeen thousand seven hundred and forty-six euros (€117,746) by issuing four million seven hundred and nine thousand eight hundred and forty (4,709,840) New Shares, issued as a Contribution compensation and awarded to the Contributors;

resolves that the difference between the value of the Contribution – two hundred and fifty-four million three hundred and thirty-one thousand three hundred and sixty euros (€254,331,360) – and the nominal amount of the capital increase – one hundred and seventeen thousand seven hundred and forty-six euros (€117,746) – represents a contribution premium of two hundred and fifty-four million two hundred and thirteen thousand six hundred and fourteen euros (€254,213,614), which will be placed in a special "contribution

premium" account, recognized as a liability on the Company's balance sheet to which all shareholders will be entitled;

resolves that the Board of Directors will have full powers, including that of sub-delegation in accordance with applicable laws and regulations, so that at its sole discretion and where deemed appropriate, expenses, duties, fees and taxes related to the Contribution and resulting capital increase can be charged to the contribution premium amount with deductions of the sums needed to increase the legal reserve to the new legally required threshold as a result of the change in share capital;

delegates all necessary powers to the Board of Directors, including that of sub-delegation in order to carry out all required and relevant formalities in connection with the acknowledgment or completion of the Contribution and resulting capital increase to be effected, and particularly, to request that the new shares created from the negotiations be listed on the Euronext Paris regulated market.

**Resolution 3: Amendment to Article 6 "Share capital" in the Company's Articles of Association as a result of the completed capital increase, subsequent to the contribution**

Summary of resolution 3:

**Purpose:**

*Amendment to Article 6 "Share capital" in the Company's Articles of Association following the contribution in kind by the shareholders of Q\_PERIOR Holding AG to the Company of 1,128,195 shares of Q\_PERIOR Holding AG and the resulting increase in the Company's share capital by a nominal amount of €117,746 through the issuance of 4,709,840 new shares.*

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, subject to adoption of resolutions 1 and 2,

resolves to amend Article 6 "Share capital" of the Company's Articles of Association:

Former text	New text
ARTICLE 6: SHARE CAPITAL The Company's capital totals €504,912.30 and is divided into 20,196,492 shares of the same class.	ARTICLE 6: SHARE CAPITAL The Company's capital totals €622,658.30 and is divided into 24,906,332 shares of the same class.

resolves that the Board of Directors will have full powers, including that of sub-delegation under the conditions set out by French law and the Company's Articles of Association in order to carry out all required and relevant formalities that will amend said Articles as approved in this resolution.

## Competence of the Ordinary General Meeting

### Resolution 4: Appointment of Mr. Karsten Höppner as Director

#### Summary of resolution 4:

**Purpose:**

*Appointment of Mr Karsten Höppner as Director.*

*Term of office: 4 years, i.e. until the close of the Ordinary General Meeting called to approve the financial statements for the year ending March 31, 2027.*

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, subject to adoption of resolutions 1, 2 and 3,

resolves to appoint Mr. Karsten Höppner for a term of four years, i.e. until the Annual Ordinary General Meeting called to approve the financial statements for the fiscal year ending on March 31, 2027.

Mr. Karsten Höppner has declared that he accepts this appointment, that he does not hold any office and that he is not subject to any measure likely to prohibit him from doing so.

### Resolution 5: Appointment of Ms. Astrid Blechschmidt as Director

#### Summary of resolution 5:

**Purpose:**

*Appointment of Mrs Astrid Blechschmidt as Director.*

*Term of office: 4 years, i.e. until the close of the Ordinary General Meeting called to approve the financial statements for the year ending March 31, 2027.*

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, subject to adoption of resolutions 1, 2 and 3,

resolves to appoint Ms. Astrid Blechschmidt for a term of four years, i.e. until the Annual Ordinary General Meeting called to approve the financial statements for the fiscal year ending on March 31, 2027.

Ms. Astrid Blechschmidt has declared that she accepts this appointment, that she does not hold any office and that she is not subject to any measure likely to prohibit her from doing so.

### Resolution 6: Approval of the compensation policy for Mr. Karsten Höppner in respect of the fiscal year starting on April 1, 2023

#### Summary of resolution 6:

**Purpose:**

*Approval of the components of the compensation policy for Mr Karsten Höppner in respect of the fiscal year starting on April 1, 2023.*

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, subject to adoption of resolution 4 and the condition precedent of the Board of Directors appointing Mr. Karsten Höppner as the Company's Chief Operating Officer,

approves the compensation policy for Mr. Karsten Höppner, in respect of the fiscal year starting on April 1, 2023, as presented in the above-mentioned report.

**Resolution 7: Powers to carry out formalities**

Summary of resolution 7:

**Purpose:**

*This resolution is proposed to grant the powers to carry out the formalities required following the General Meeting.*

The Shareholders' Meeting, deliberating under the quorum and majority conditions required for Ordinary Shareholders' Meetings, grants full powers to the bearer of the original or copy of the minutes of this meeting to carry out all filings and other formalities as required.