

WAVESTONE

NOTICE OF MEETING



Combined General Meeting

Tuesday, December 5, 2023, 10 a.m. (CET)

Pavillon Gabriel - 5, Avenue Gabriel - 75008 Paris



Editorial



Pascal Imbert
CEO

Dear Shareholders,

We are delighted to invite you to Wavestone's Combined General Meeting, to be held on **December 5, 2023 at 10 a.m. (CET), at the Pavillon Gabriel, 5 avenue Gabriel, 75008 Paris.**

This General Meeting marks the final stage in the completion of the project to bring together Wavestone and Q_PERIOR, with the aim of creating a European consulting champion. As a Wavestone shareholder, it is now up to you to vote on the completion of this combination at this Meeting.

I invite you to read more about the project on page 04.

We will be holding this General Meeting in person. This means that shareholders who want to will be able to attend in person, ask questions during the meeting, and vote on-site via an electronic voting terminal.

For shareholders who do not want to or can not attend in person, the meeting will be broadcast live by webcast via a link available on the Wavestone website. They will then have the opportunity to ask questions in writing to the firm's management. They will be able to vote in advance, either by post or via the Internet on the VOTACESS secure voting platform, and also to vote live remotely.

In this document, you will find the meeting agenda, the draft resolutions and the voting procedures. We invite you to read it carefully, and to send us any questions you may have by e-mail to **assemblee-generale@wavestone.com**.

Please note that this brochure, as well as all the information and documents you need to exercise your rights as a shareholder, are available on our website, in the "Investors" section, in the "General Meeting" section. Please consult it regularly.

We look forward to seeing you soon. Please accept, Madam, Sir, dear shareholders, our sincerest regards.

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Combination between Wavestone and Q_PERIOR: the creation of a European consulting champion

Since 2019, Wavestone and Q_PERIOR have established a non-equity partnership aimed at developing business synergies by leveraging their complementarities in terms of geographical coverage, industry footprints and expertise.

Q_PERIOR, a leading business and IT consulting firm

Q_PERIOR is a German consulting firm, and one of the GSA (Germany, Switzerland, Austria) market leaders.

Q_PERIOR supports its clients' major transformations, offering first-class business and technological expertise, with distinctive capabilities such as core processes, digitalization and SAP. The firm can combine its consulting capabilities with solutions implementation know-how, while focusing on high value-added services.

With a portfolio of blue-chip clients and large regional leaders, Q_PERIOR holds a strategic position in the German market, Europe's largest consulting market, as well as in the Swiss market. Q_PERIOR's clients belong to the insurance, banking, transport, automotive, manufacturing and public sectors.

Building on the success of this collaboration, shared values, and the proximity established between the teams, the two firms have been working together on a joint project to combine their strengths.

Q_PERIOR's vision is to become the most trusted alternative to the global management & IT consultancies, by putting people and values at the center of all its ambitions.

Q_PERIOR in figures



A new consulting player to realize substantial growth opportunities

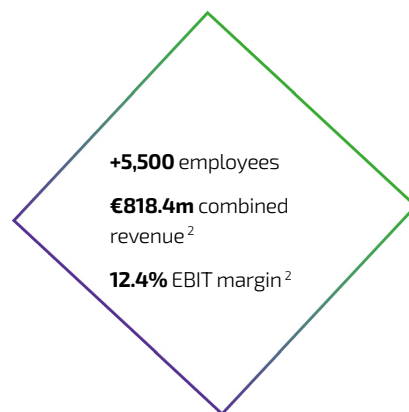
Since the successive waves of the Covid-19 pandemic and the economic and social upheavals that followed, the need for transformation within large organizations has never been so intense or so global. These strategic challenges of major companies require partners with deep expertise, critical mass and international DNA. By joining forces, Wavestone and Q_PERIOR want to offer a new response to these challenges. The joint ambition of Wavestone and Q_PERIOR is to build a new player, which would be, right from the beginning, a leader among European consulting firms.

This new player would boast a particularly rich range of capabilities, the fruit of the complementary expertise of the two firms, both technological and industry-specific. With further key cross-industry domains such as cybersecurity or sustainability, the new entity would be able to provide comprehensive solutions covering the most critical themes of future companies' transformations.

With a unique position on the European market and a key alternative to large UK- and US-based players, this new firm would be the alliance of two benchmark employers in each of their respective markets, a "best place to work" with values in line with the aspirations and expectations of high-performing talent, helping to attract new employees and strengthen their loyalty.

The union of Q_PERIOR and Wavestone would result in an ethical and civic-minded firm, at the forefront of best practices in social, societal and environmental responsibility.

The combination in figures

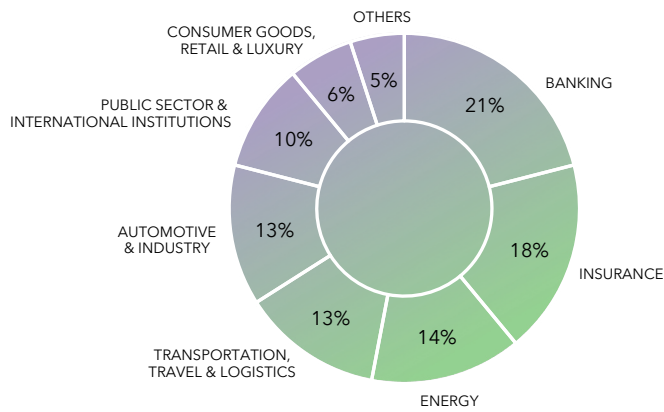


¹ Last fiscal year 2022, ended 31 December, 2022, in German HGB.

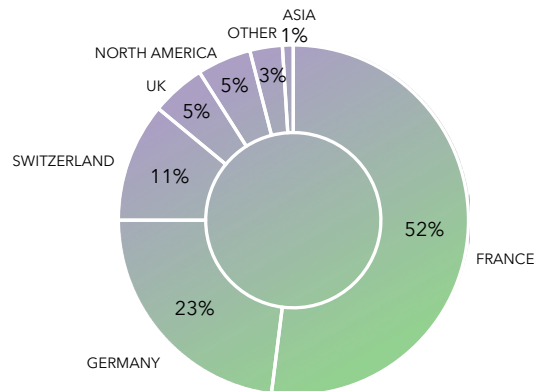
² Based on the combined 12-month IFRS figures at March 31, 2023 for Wavestone (audited) and at December 31, 2022 for Q_PERIOR (unaudited).

Sectorial and geographical complementarities with no revenue overlap

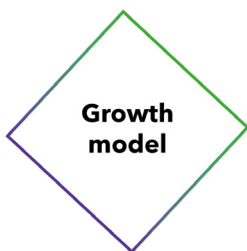
Breakdown of revenue by sector (of the combination)



Breakdown of revenue by geography (of the combination)



A development model driven by growth, combining profitability and extra-financial performance



Average annual growth of around +15%, through a combination of organic growth and acquisitions

International expansion

on two priority geographic zones: UK & USA, and consolidating positions in Asia

Ambitious platform

for new talent and future integration of new consulting firms



2025¹

Around **€1 bn** Revenue

At least **€130 m** EBIT

Longer term

Sustain a **15% pace of growth**²

Around **15% EBIT margin**

¹ excluding new acquisitions
² combined organic and inorganic



Benchmark employer, recognized Great Place to Work® in each of its major countries

At the forefront of social, societal and environmental responsibility issues: **in the top 5% of companies in terms of CSR performance**



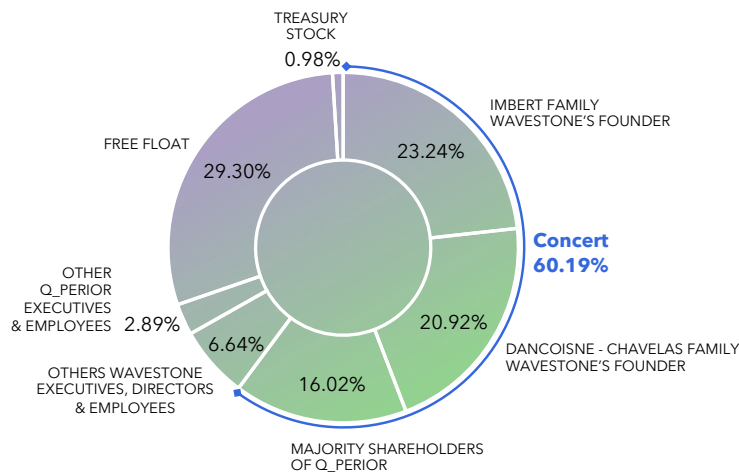
Terms of the combination

The transaction would result in Wavestone acquiring 100% of the share capital of Q_PERIOR, based on an enterprise value of €330.0m¹, including an equity value of €321.9m (the "Base price") and an adjusted net debt of €8.1m². An earn-out of up to €35.0m is conditioned by the EBIT of Q_PERIOR at March 31, 2024.

This operation would be financed as followed:

- 79.0% of the Base price by the issuance of new Wavestone shares on the basis of a reference price of €54 per new share, i.e., a total of 4,709,840 new shares;
- the remaining balance of the Base price, i.e. €67.6m, and if applicable the earn-out up to a maximum of €35.0m, in cash from Wavestone's available funds.

Following the transaction, the breakdown of Wavestone's share capital would be as follows:



The main shareholders of the new entity, comprising the Imbert family, represented by Pascal Imbert, co-founder and CEO of Wavestone, the Dancoisne – Chavelas family, represented by Michel Dancoisne, co-founder of Wavestone, and the majority shareholders of Q_PERIOR, represented by Karsten Höppner, co-founder and CEO of Q_PERIOR, would act in concert and become the new controlling shareholders of Wavestone. This action in concert would operate under a joint control governance and be underpinned by a 10-year

shareholders' agreement, which would testify to the strong and lasting alignment of all the controlling shareholders of the new entity.

The controlling shareholders' commitment to the new group's growth strategy would be further strengthened by a lock-up mechanism for their Wavestone shares. This would be implemented on a degressive basis for a period of 4 years for the shareholders acting in concert.

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¹ Excluding any potential earn-out

² Including financial net debt, debt-like items, and approximately €8 million corresponding to the value of some minority stakes owned by managers involved in the development of some Q_PERIOR's subsidiaries.



"We strongly believe that the extraordinary combination of drivers for this combination makes it a unique opportunity for all stakeholders of Wavestone and Q_PERIOR" stated Karsten Höppner, Q_PERIOR's CEO.



"Q_PERIOR is undoubtedly the best partner for us to embark on such a project. Together, we can set ourselves the ambition of becoming a world-class European consulting champion, able to guide major companies in their most global transformations" added Pascal Imbert, Wavestone's CEO.

Agenda of the Combined General Meeting of December 5, 2023

Wavestone is convening a Combined General Meeting of Shareholders on December 5, 2023 to deliberate on the following topics:

Competence of the Extraordinary General Meeting

- ◇ 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 (resolution 1);
- ◇ 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 (resolution 2);
- ◇ 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 (resolution 3).

Competence of the Ordinary General Meeting

- ◇ Appointment of Mr. Karsten Höppner as Director (resolution 4);
- ◇ Appointment of Ms. Astrid Blechschmidt as Director (resolution 5);
- ◇ Approval of the compensation policy for Mr. Karsten Höppner in respect of the fiscal year starting on April 1, 2023 (resolution 6);
- ◇ Powers to carry out formalities (resolution 7).

It is specified that with regard to the first and second resolutions concerning the approval of the Contribution and its remuneration, the voting rights of the majority shareholders, comprising Mr Pascal Imbert, Mr Michel Dancoisne and his daughter Mrs Delphine Chavelas, and their family holdings, will be neutralized so that they do not influence the direction of the vote and leave the other shareholders to express their own views on this operation, which will lead to the implementation of a new balanced governance structure between the current majority shareholders of Wavestone and those of Q_PERIOR.



Draft Resolutions submitted to 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:

<u>Former text</u>	<u>New text</u>
ARTICLE 6: SHARE CAPITAL	ARTICLE 6: SHARE CAPITAL
The Company's capital totals €504,912.30 and is divided into 20,196,492 shares of the same class.	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.

Information concerning the new members of the Board of Directors proposed for appointment at the Combined General Meeting of December 5, 2023



Karsten Höppner

German national
56 years old

Main position held at Q_PERIOR:
CEO

Other terms of office and positions held outside Q_PERIOR:
NA

Other terms of office expired over the past five years:
NA

Professional Experience:

Karsten Höppner is Partner, CEO, and co-founder of the IT and management consulting company Q_PERIOR. Since the company's founding in 1995, he has been largely responsible for developing the company to its current position. He began his career in 1992 at Andersen Consulting (today Accenture) after graduating as an engineer from the University of Applied Science in Berlin and earning his MBA from Pennsylvania State University.

Besides his general management position within Q_PERIOR, he is an experienced business consultant with a well-founded capability to manage large international transformation programs and has an in-depth expertise in Insurance. He has a passion for people and strives to give every person within Q_PERIOR the best opportunities to live up to their full potential.

Number of Wavestone shares held:

Under the 1st and 2nd resolutions of this General Meeting, Mr. Karsten Höppner is expected to receive 810,337 Wavestone shares.

Astrid Blechschmidt

German national
53 years old

Main position held at Q_PERIOR:
Partner

Other terms of office and positions held outside Q_PERIOR:
NA

Other terms of office expired over the past five years:
NA

Professional Experience:

Graduated from University of Applied Science Munich in Business Administration, Astrid Blechschmidt has more than 25 years of experience in IT Professional Service Companies.

She started her career as an IT consultant in the mobility, transport, and logistics industry. In 2010, Astrid was appointed as Director Sales Department "Travel, Transport & Logistics" of T-Systems Switzerland, a Company of Deutsche Telekom. In 2014, she became CEO of T-Systems Data Migration Consulting AG a consultancy company of Deutsche Telekom in Switzerland.

In 2016, Astrid joined Q_PERIOR AG, Munich. She is a Partner and the sector lead Travel, Transport and Logistics. She is also in charge of the Deutsche Bahn account.

Astrid's most notable competencies are in sales which she conveys to other colleagues in many places. She is active in many topics across the board: such as defining the Sales Curriculum and its execution, she has launched the Diversity Initiative, as Ambassador she accompanies the promotion process of new Associate Partners and Partners and she is host of the so-called Q_AWARD, awarding outstanding project and sales achievements.

Number of Wavestone shares held:

Under the terms of the 1st and 2nd resolutions of this General Meeting, Astrid Blechschmidt is expected to receive 12,520 Wavestone shares.



Presentation of the Board of Directors and its Committees (composition at October 31, 2023)



Pascal Imbert
Chairman & CEO



Patrick Hirigoyen
COO



Michel Dancoisne
(representing FDCH)
Director



Marie-Ange Verdickt
Lead Independent Director



Christophe Aulnette
Independent Director



Véronique Beaumont
Independent Director



Florence Didier-Noaro
Independent Director



Marlène Ribeiro
Independent Director



Rafaël Vivier
Independent Director



Pierre Allard
Director
representing shareholders employees



Benjamin Clément
Director
representing employees



Emilie Salas
Director
representing employees

2/3

Independent Directors
(excl. employee rep.)

44%

Women Directors
(excl. employee rep.)

Audit Committee



Marie-Ange Verdickt
Independent Director
Chairwoman of the Audit Committee



Véronique Beaumont
Independent Director



Florence Didier-Noaro
Independent Director



Michel Dancoisne
(representing FDCH)
Director



Emilie Salas
Director representing employees

Compensation and nomination Committee



Rafaël Vivier
Independent Director
Chairman of the Compensation
and nomination Committee



Michel Dancoisne
(representing FDCH)
Director



Benjamin Clément
Director representing
employees



Marlène Ribeiro
Independent Director

CSR Committee



Marlène Ribeiro
Independent Director
Chairwoman of the CSR
Committee



Marie-Ange Verdickt
Independent Director



Pierre Allard
Director representing
shareholders employees



Rafaël Vivier
Independent Director



How to participate and vote at the General Meeting

How to participate and vote at the General Meeting?

Who can attend the General Meeting? You are legally entitled to attend the Meeting if you own Wavestone shares, whether registered or bearer, and if these shares are registered with Wavestone or in bearer share accounts on the second business day prior to the Meeting, i.e. December 1, 2023 at 00:00 (CET). If you hold

Wavestone bearer shares, you must provide proof of ownership with a certificate of participation issued by your financial intermediary and attached to your remote voting form or voting proxy.

Option 1: You wish to attend the General Meeting in person

Shareholders wishing to attend the Meeting in person may request an admission card as follows:



By post

◆ **If you are a registered shareholder**

Send your request for an admission card to Uptevia (see address below) or go directly to the special desk on the day of the Meeting with an ID card.

◆ **If you are a holder of bearer shares**

Ask the authorized intermediary who manages your share account to send you an admission card.

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Electronically

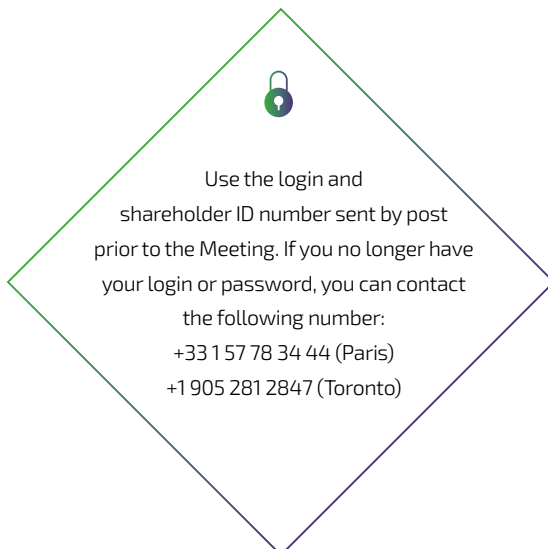
◆ **If you are a registered shareholder**

Connect to the secure VOTACCESS platform accessible via the Espace Actionnaire of Uptevia at the following address: <https://www.investor.uptevia.com>. Then follow the instructions to access VOTACCESS.

◆ **If you are a holder of bearer shares**

It is your responsibility to find out whether or not your account-holding institution is connected to the VOTACCESS website and, if so, whether this access is subject to specific conditions of use.

If the institution holding your account is connected to the VOTACCESS site, you can identify yourself on the Internet portal of your account-holding institution and follow the instructions to request an admission card.



Use the login and shareholder ID number sent by post prior to the Meeting. If you no longer have your login or password, you can contact the following number:
 +33 1 57 78 34 44 (Paris)
 +1 905 281 2847 (Toronto)

Option 2: You wish to participate remotely

Shareholders wishing to attend the General Meeting personally and remotely should proceed as follows:

◆ **For shareholders whose e-mail address and cell phone number are known to the DMI/MMA service provider:**

- Before the start of the General Meeting, the shareholder will receive an e-mail with a link to connect to the AGD™ platform. The shareholder must enter the "PIN code" (Personal Identification Number) received by text message.
- Once identified, the shareholder will be able to sign the attendance sheet electronically, and:
 - attend the General Meeting remotely;
 - ask written questions;
 - vote on the resolutions during the meeting.

◆ **For shareholders whose DMI/MMA service provider has no e-mail address or cell phone number:**

- On the date of the General Meeting, shareholders will be able to connect to the AGD™ platform from 8:00 am (CET), at the following address: <https://agd.dmiart.com/wavestone> (the link will also be available on the Wavestone website). **It is strongly recommended to connect at least 20 minutes before the start of the General Meeting, in order to proceed with the online registration.**

- There are two ways for the shareholder to register online:
 - by entering the last 7 digits of their VOTACCESS reference code, if they have used VOTACCESS to register for the General Meeting (see above for the VOTACCESS registration procedure);
 - by entering personal data (title, first name, last name and address) in all other cases.

Prior to the Annual General Meeting, shareholders are invited to consult the online voting procedures available at:

<https://www.wavestone.com/en/investors/general-assembly/how-to-participate-to-the-general-annual-meeting/>

- Once identified, the shareholder will be able to sign the attendance sheet electronically, and:
 - attend the General Meeting remotely;
 - ask written questions;
 - vote on the resolutions during the meeting.

For any connection problems, shareholders are invited to contact DMI/MMA at call center +33 1 86 47 13 99 (toll-free).

It is the shareholder's responsibility to ensure that all information required to participate in the General Meeting remotely is valid, complete and understandable.



Option 3: You wish to vote or give a proxy by internet

You have the possibility of sending your voting instructions and appointing or revoking a proxy by Internet, before the General Meeting, using the VOTACCESS site, under the following conditions:

◆ **You are a registered shareholder**

Access the VOTACCESS site using the Espace Actionnaire of Uptevia's website at the following address: <https://www.investor.uptevia.com>. Then follow the instructions to go to VOTACCESS. Use the login and the shareholder ID number provided before the General Meeting by post (in the top right-hand corner of your postal voting form, paper or electronic).

◆ **You are a holder of bearer shares**

You must find out whether or not your financial intermediary is connected to the VOTACCESS site, and, if so, whether or not their access is subject to any special conditions.

Case 1: your financial intermediary is connected to the VOTACCESS site

You must identify yourself on their Internet portal. You must then click on the icon that appears in the line corresponding to your shares and follow the instructions on the screen in order to access the VOTACCESS site.

Case 2: your financial intermediary is not connected to the VOTACCESS site

You may send notifications of appointments or revocations of proxies to the following address **ct-mandataires-assemblies@uptevia.com**, providing the following details: name of the company, date of the General Meeting, family and first names, address, and banking details of the mandator, as well as the family and first names, and if possible the address of the proxy. Any request or notification concerning other matters will not be taken into account or processed. You must ask your financial intermediary to send a written confirmation to Uptevia (see address below).

Details on voting by Internet

For electronic appointments and revocations of proxies to be valid and therefore duly processed, the confirmations must be received at latest on the day before the General Meeting by 3:00 pm (CET).

The VOTACCESS site will be open from November 14, 2023, at 10:00 am (CET). The chance to vote by Internet before the General Meeting will end on the day before the meeting, i.e. on December 4, 2023 at 3:00 pm (CET). However, in order to avoid any overloading of the VOTACCESS site, we advise you not to wait until the day before the General Meeting to vote.

Option 4: You wish to vote or give a proxy by post

To vote by post or to be represented by giving a proxy to the President of the General Meeting or a different proxy, you must proceed as follows:

◆ You are a registered shareholder

Send back the postal vote/proxy form that you have received along with the meeting notice to Uptevia (see address below).

◆ You are a holder of bearer shares

Ask your financial intermediary for a postal vote/proxy form as of the date of the meeting notice of General Meeting, and at latest six days before the General Meeting.

Once you have filled it in, send the form to the financial intermediary, who will add an ownership certificate and send them together to Uptevia (see address below).

NB: In order to be taken into account, postal voting forms and appointments or revocations of proxies must be received by the company or the General Meetings department of Uptevia, the authorized representative of Wavestone, at least three days before the General Meeting.

Uptevia contact information

Uptevia – Service Assemblées Générales - Cœur Défense, 90-110 Esplanade du Général de Gaulle
92931 Paris la Défense Cedex - Tél. : +33 1 57 78 34 44 • ct-contact@uptevia.com

Written questions and other shareholder rights

◆ How to exercise your right to ask written questions

As a shareholder, you have the right to submit written questions to Wavestone management, as described in the Meeting Notice (BALO). You can send your requests by e-mail until November 29, 2023, to the following address: assemblee-generale@wavestone.com, or by registered letter with acknowledgement of receipt addressed to the Chairman and Chief Executive Officer, at the following address: Tour Franklin 100-101 terrasse Boieldieu - 92042 Paris La Défense Cedex France.

◆ How to exercise the right to add items or draft resolutions to the agenda

One or more shareholders meeting the conditions defined in article R.225-71 of the French Commercial Code, or shareholder associations meeting the conditions defined in article L.22-10-44 of the French Commercial Code, may request that items or draft resolutions be included on the agenda. These items or draft resolutions are placed on the agenda of the Meeting and brought to the attention of shareholders in accordance with the conditions determined by the regulations in force. To find out more about how to exercise this right, and which document to enclose with the request, consult the Meeting Notice (BALO). For further details on how to take part in the General Meeting, please consult the Meeting Notice (BALO): www.wavestone.com - Investors - "General Meeting" section.



How to fill in the postal voting form

This form is available on the Wavestone website: www.wavestone.com – Investors - General Meeting section - General Meeting documents.

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this , date and sign at the bottom of the form

1 JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

WAVESTONE
Société anonyme au capital de 504 912,30 euros
Siège social : Tour Franklin – 100-101 Terrasse Boieldieu
92042 Paris la Défense Cedex
377 550 249 RCS Nanterre

Assemblée Générale Mixte
Du mardi 5 décembre 2023 à 10 heures
Au Pavillon Gabriel, 5 avenue Gabriel, 75008 Paris
(Retransmission en direct par visioconférence sur le site internet de la Société)

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account	Vote simple Single vote
Nominatif Registered	Vote double Double vote
Parteur Bearer	
Nombre d'actions Number of shares	
Nombre de voix - Number of voting rights	

<p>A <input type="checkbox"/> JE VOTE PAR CORRESPONDANCE / I VOTE BY POST Cf. au verso (2) - See reverse (2)</p> <p>Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou la Direction ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci l'une des cases "Non" ou "Abstention". / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this , for which I vote No or I abstain.</p> <table border="1"> <tr> <td>1</td><td>2</td><td>3</td><td>4</td><td>5</td><td>6</td><td>7</td><td>8</td><td>9</td><td>10</td> <td>A</td><td>B</td> </tr> <tr> <td>Non / No</td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> <td>Oui / 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correspondante. In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box.</p> <p>- Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting. <input type="checkbox"/></p> <p>- Je m'abstiens. / I abstain from voting. <input type="checkbox"/></p> <p>- Je donne procuration [cf. au verso verso (4)] à M. Mlle, Mme ou Mlle, Raison Sociale pour voter en mon nom. I appoint [see reverse (4)] M. M. Ms or Miss, Corporate Name to vote on my behalf. <input type="checkbox"/></p>	1	2	3	4	5	6	7	8	9	10	A	B	Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>											Abs.	<input type="checkbox"/>	11	12	13	14	15	16	17	18	19	20	C	D	Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>											Abs.	<input type="checkbox"/>	21	22	23	24	25	26	27	28	29	30	E	F	Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>											Abs.	<input type="checkbox"/>	31	32	33	34	35	36	37	38	39	40	G	H	Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>											Abs.	<input type="checkbox"/>	41	42	43	44	45	46	47	48	49	50	I	J	Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>											Abs.	<input type="checkbox"/>	<p>B <input type="checkbox"/> JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE Cf. au verso (3)</p> <p>I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING See reverse (3)</p> <p>C <input type="checkbox"/> JE DONNE POUVOIR À : Cf. au verso (4) I HEREBY APPOINT: See reverse (4) M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name</p> <p>Adresse / Address</p> <p>ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque. CAUTION : As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.</p> <p>Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1) Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)</p>
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Pour être pris en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than:
à la banque / to the bank **02/12/2023** sur 1^{ère} convocation / on 1st notification
à la société / to the company **02/12/2023** sur 2^{ème} convocation / on 2nd notification

- 1** Check this box if you wish to attend the General Meeting; otherwise, fill in one of the of the 3 options (A, B, C).
- 2** Do not fill in anything here but, if you are a bearer shareholder you must send this form to your financial institution and ask them to enclose a certificate of participation.
- 3** Enter your full name and contact details here or check that the information are correct.
- 4** Whatever your choice, date and sign here.

- A** Option A
To vote by post, tick this box and follow the instructions.
Please note that you are asked to tick the boxes of resolutions you do NOT wish to approve.
- B** Option B
To give proxy to the Chairman, tick here.
- C** Option C
To appoint a third party to attend the Meeting, tick here and enter his/her name and contact details.

* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale.
* If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting

How to subscribe to e-convocation



REGISTERED SHAREHOLDERS, OPT FOR E-CONVOCATION OF GENERAL MEETINGS

Wavestone offers you the option of e-convocation, meaning that you receive your meeting notice and General Meeting documents by e-mail.

TO OPT FOR THIS SERVICE, GO TO THE "ESPACE ACTIONNAIRE" WEBSITE:

<https://www.investor.uptevia.com>

Your login is shown on the enclosed postal voting form.
Your subscription will be valid for General Meetings held
after December 5, 2023.

Uptevia Investor Relations
+33 1 57 78 34 44 (Paris) / +1 905 281 2847 (Toronto) /
ct-contact@uptevia.com



Request form for documents and information

Shareholders holding **registered shares** may submit a single request for the documents and information referred to in Articles R.225-81 and R.225-83 of the French Commercial Code to be sent to them by the company for each subsequent Shareholders' Meeting. To do so, complete the following form and return it to : Uptevia - Service Assemblées Générales - Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92931 Paris la Défense Cedex.



Société anonyme with a Board of Directors and capital of €504,912.30
Registered office: Tour Franklin - 100-101, Terrasse Boieldieu - 92042 Paris La Défense Cedex
377 550 249 RCS Nanterre

REQUEST FOR DOCUMENTS AND INFORMATION

(Art. R.225-88 of the French Commercial Code)

I, the undersigned _____

NAME _____

Firstnames _____

Adress _____

E-mail address _____

Owner of _____ SHARE(S) of the company Wavestone requests that the documents and information concerning the Combined General Meeting of December 5, 2023, as referred to in Article R.225-83 of the French Commercial Code on commercial companies, be sent in the following format:

- hard copy
- electronic files to the above e-mail address

Signed in _____ on _____

Signature

Crédit photos : Wavestone, Xavier Renaud

Conception & réalisation : ACTUS



WAVESTONE
Tour Franklin
100-101, terrasse Boieldieu
92042 Paris La Défense Cedex
France

Tel.: +33 1 49 03 20 00

www.wavestone.com

 @wavestone_