

## SCHEDULE 1 TO THE CONVENING NOTICE – EGM 3 NOVEMBER 2022

### 5. SHARE CAPITAL

#### 5.1 Outstanding share capital

The share capital of the Company is set at two million five hundred sixty-four thousand five hundred thirty-five Euro and ninety-seven cents (EUR 2,564,535.97) represented by thirty-four million one hundred ninety-three thousand eight hundred eight (34,193,808) shares without nominal value (each a Share and together the Shares).

#### 5.2 Share capital increase and share capital reduction

The share capital of the Company may be increased or reduced (with or without a change in the number of issued shares) by a resolution adopted by the General Meeting in the manner required for amendment of the Articles, as provided for in Article 10.

#### 5.3 Pre-emptive rights

In the case of an issuance of shares in consideration for a payment in cash or an issuance in consideration for a payment in cash of those instruments covered in article 420-27 of the law dated 10 August 1915 on commercial companies, as amended (the **Companies Act**), including, without limitation, convertible bonds that entitle their holders to subscribe for or to be allocated with shares, the shareholders shall have pro rata pre-emptive rights with respect to any such issuance in accordance with the Companies Act.

#### 5.4 Contributions to a "capital surplus" account

The General Meeting is authorised to approve capital contributions without the issuance of new shares by way of a payment in cash or a payment in kind or otherwise, on the terms and conditions set by the General Meeting, within the limit prescribed by Luxembourg law. A capital contribution without the issuance of new shares shall be booked in a "capital surplus" account in accordance with Luxembourg law.

#### 5.5 Authorisation for the Management Board to increase the share capital

##### (a) Size of the authorisation

The authorised capital of the Company is set at ~~two million two hundred forty-seven thousand nine hundred sixteen Euro and twenty-seven cents (EUR 2,247,916.27)~~ fifteen million Euro (EUR 15,000,000) represented by up to ~~twenty-nine million nine hundred seventy-two thousand two hundred seventeen (29,972,217)~~ million (200,000,000) shares, each without nominal value.

##### (b) Terms of the authorisation

The Management Board is authorised, during a period starting on ~~28 June 2021 (i.e., the date of the last extraordinary general shareholders' meeting of the Company having modified the authorised capital)~~ and expiring on the fifth anniversary of such date (the **Period**) ~~(i.e., 28 June 2026)~~, to increase the current share capital by an additional ~~amount corresponding to the authorised capital (thus resulting in a maximum issued share capital of EUR 4,812,452.24)~~ share capital of fifteen million Euro (EUR 15,000,000), represented by a maximum of two hundred million (200,000,000) shares, in whole or in part from time to time, (i) by way of issuance of shares in consideration for a payment in cash, (ii) by way of issuance of shares in consideration for a payment in kind and (iii) by way of capitalisation of distributable profits and reserves, including share premium and capital surplus, with or without an issuance of new shares.

Subject to the prior consent matters as set out under Article 15 below, the Management Board is authorised to determine the terms and conditions attaching to any subscription and issuance of shares pursuant to the authority granted under this Article 5.5, including by setting the time and place of the issue or the successive issues of shares, the issue price, with or without a share premium, and the terms and conditions of payment for the shares under any documents and agreements including, without limitation, convertible loans, option agreements or stock option plans.

The Management Board is authorised to (i) during the Period, (a) issue convertible bonds, or any other convertible debt instruments, bonds carrying subscription rights or any other instruments entitling their holders to subscribe for or be allocated with shares, such as, without limitation, warrants (the **Instruments**), and (b) issue shares subject to and effective as of the exercise of the rights attached to the Instruments, until, with respect to both items (a) and (b), the amount of increased share capital that would be reached as a result of the exercise of the rights attached to the Instruments is equal to the authorised share capital, and (ii) issue shares pursuant to the exercise of the rights attached to the Instruments until the amount of increased share capital resulting from such issuance of shares is equal to the authorised share capital, at any time, whether or not during the Period; provided that the Instruments are issued during the Period. The shares to be issued following the exercise of the rights attached to the Instruments may be carried out by a payment in cash, a payment in kind or a capitalisation of distributable profits and reserves, including share premium and capital surplus.

The Management Board is authorised to determine the terms and conditions of the Instruments, including the price, the interest rate, the exercise rate, conversion rate or the exchange rate, and the repayment conditions, and to issue such Instruments.

#### **(c) Authorisation to cancel or limit the pre-emptive rights**

The Management Board may, during the Period, cancel or limit the pre-emptive rights of the shareholders set out in the Companies Act, as reflected in Article 5.3, in connection with an issue of new shares and Instruments under the authorisation set out in this Article 5.5.

#### **(d) Free Shares**

The Management Board is authorised to carry out (i) a free allocation of new Shares, within the limits of the Company's authorised share capital as detailed at Articles 5.5(a) and (b) above, such shares being paid up by way of capitalisation of distributable profits and reserves, including share premium and capital surplus and (ii) an allocation of existing Shares for no consideration, in each case to those persons to whom such free allocation or issuance is permitted in the Company Law. The Board is further authorised to set the terms and conditions of such allocation or issuance.

#### **(de) Recording of capital increases in the Articles**

Article 5 of the Articles shall be amended so as to reflect each increase in share capital pursuant to the use of the authorisation granted to the Management Board under this Article 5 and the Management Board shall take or authorise any person to take any necessary steps for the purpose of the recording of such increase and the consequential amendments to the Articles before a notary.