

Younited Financial S.A.

Société anonyme

Siège social: 17, Boulevard F. W. Raiffeisen, L-2411 Luxembourg

R.C.S. Luxembourg: B292237

ASSEMBLEE GENERALE EXTRAORDINAIRE

DU [6] MAI 2026

NUMÉRO

In the year two thousand twenty-six, on the [sixth] day of May.

Before me, Maître **Marc ELVINGER**, notary residing in Ettelbruck, Grand Duchy of Luxembourg,

was held an extraordinary general meeting (the "**General Meeting**") of the shareholders of **Younited Financial S.A.**, a public limited company (*société anonyme*) existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 17, Boulevard F. W. Raiffeisen, L-2411 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B292237, which transferred its registered office, central administration and effective seat of management to the Grand Duchy of Luxembourg by a deed of the undersigned notary, on 12 December 2024, and published in the *Recueil électronique des sociétés et associations* under number RESA_2025_010.154 dated 14 January 2025 (the "**Company**"). The articles of association of the Company have been amended for the last time by a deed of the undersigned notary, on 7 January 2026, and published in the *Recueil électronique des sociétés et associations* under number RESA_2026_016.643 dated 20 January 2026 (the "**Articles**").

The General Meeting was opened and chaired by Ludovic Trogliero (the "**Chair**"), which was approved by the General Meeting.

The Chair requested Isabelle Pairon, professionally residing in Luxembourg, to act as secretary (the "**Secretary**") and as scrutineer of the General Meeting (the "**Scrutineer**"), which was approved by the General Meeting .

The bureau of the General Meeting has been approved by the General Meeting.

The Chair further declared and requested the undersigned notary state the following:

- I. The General Meeting was convened by way of an announcement filed with the Luxembourg Trade and Company Register (*Registre de commerce et des sociétés, Luxembourg*) and published on 26 March 2026 in the electronic gazette RESA (*Recueil Electronique*

des Sociétés et Associations), on 26 March 2026 by way of a publication on the website of the Company, and on 28 March in the Tageblatt, newspaper in Luxembourg;

- II. The Board (as defined below) set the record date in accordance with article 12.12 of the articles of association at 22 April 2026
- III. Each shareholder of record entitled to notice of and to vote at the General Meeting was notified of and is represented at the General Meeting;
- IV. The proposed amendments to the Articles and the draft of the resulting consolidated Articles were made available for inspection by the shareholders at the Company's registered office on 26 March 2026;
- V. The shareholders represented and the number of shares held by them are shown on an attendance list and a voting tabulation report has been issued for this General Meeting, all of which have been signed *ne varietur* by the shareholders present, the proxyholders, the Chairman, the Secretary, the Scrutineers and the undersigned notary. Said list and voting tabulation report will be filed with the registration authorities;
- VI. As it appears from the attendance list, out of a total of seventy-one million six hundred seventeen thousand two hundred forty-four (71,617,244) Ordinary Shares issued by the Company, [X] ([X]) Ordinary Shares were held in treasury (which shares are not taken into account for the determination of the quorum and the two-thirds majority);
- VII. As it appears from the attendance list, out of the total number of voting shares in the Company's capital, i.e. sixty-seven million four hundred seventy-five thousand one hundred thirty-seven (67,475,137) Ordinary Shares, three million six hundred fifty-five thousand two hundred forty-eight (3,655,248) Class B Shares and four hundred eighty-six thousand eight hundred fifty-nine (486,859) Class C Shares, shareholders holding [X] ([X]) Ordinary Shares, [X] ([X]) Class B Shares and [X] ([X]) Class C Shares are present or represented at the General Meeting, representing [X] percent ([X]%) of all shares taken into account in the determination of the quorum and the two-thirds majority, such that the General Meeting was consequently regularly constituted and could validly deliberate on the items of the agenda as set forth in the convening notice;
- VIII. [X] shareholders informed the Company and notary of their intent to exercise their right to withdrawal and claim the cash compensation as set by the Company;
- IX. The agenda of the General Meeting was as follows:

AGENDA

1. To approve the contemplated cross-border transformation of the

Company within the meaning of article 1061-1 of the Luxembourg Act of 10 August 1915 on commercial companies, as amended (the “**Luxembourg Companies Act**”) into a *société anonyme* governed by the laws of France, without being dissolved or liquidated or put into liquidation and without interruption of its legal personality (the “**Transformation**”).

2. To approve the terms and conditions of the transformation plan drawn up by the board of directors of the Company (the “**Board**”) dated 19 March 2026 in accordance with Article 1062-4 of the Luxembourg Companies Act, published in the RESA under reference RESA_2026_070.633 on 25 March 2026 (the “**Transformation Plan**”) and to approve the Transformation Plan;

To acknowledge withdrawal rights (if any) exercised by shareholders who have voted against the Transformation, in accordance with article 1062-9 of the Luxembourg Companies Act;

3. To acknowledge that the notice informing the shareholders, holders of warrants, creditors and employee representatives or, the absence of such representatives, the employees themselves of the Company, that they may submit observations to the Company regarding the Transformation no later than (5) business days before the date of this meeting (the “**Notice**”) was published in the RESA under reference RESA_2026_070.633 on 25 March 2026 and to acknowledge the relevant observations (if any);
4. To acknowledge the accounting statements of the Company dated 31/12/2025 and made available at the registered office of the Company;
5. To acknowledge the report to shareholders and employees drawn up by the Board dated 19 March 2026 in accordance with article 1062-6 of the Luxembourg Companies Act and explaining and justifying the legal and economic aspects of the Transformation, explaining the consequences of the Transformation for employees and the implications of the Transformation for the future activities of the Company (the “**Board Report**”) and to acknowledge that the Board Report was made available to shareholders and employees at least six (6) weeks before the date of this General Meeting;
6. To acknowledge the report to shareholders drawn up by KPMG Luxembourg S. à r. l. appointed as expert of the Company dated 19 March 2026 and concluding on the adequacy of the cash balance offered to the shareholders (the “**Expert Report**”) and to acknowledge that the Expert Report was made available to shareholders at one (1) month before the date of this General Meeting;
7. To approve the Transformation and to transfer the registered office, central administration and effective seat of management of the Company from the Grand Duchy of Luxembourg to France, and

hence to convert from a Luxembourg *société anonyme* into a French *société anonyme* governed by the laws of France, without the Company being dissolved but to the contrary with full corporate and legal continuance, subject to such Transformation and transfer being approved by the French Trade and Companies Register (the “**French RCS**” – the “**French RCS Approval**”) in accordance with the laws of France and effective as of the date of registration of the Company in the French RCS (the “**Transformation Effective Date**”);

8. To acknowledge, subject to the French RCS Approval and effective as of the Transformation Effective Date, the loss of the Luxembourgish nationality of the Company arising from the transfer of the registered office, central administration and effective seat of management of the Company in France, and that the Company be subject to the laws of the France, subject to the French RCS Approval and effective as of the Transformation Effective Date;
9. To adopt, subject to the French RCS Approval and effective as of the Transformation Effective Date, the legal form of a public limited liability company (*société anonyme*) only subject to the laws of France;
10. To change, subject to the French RCS Approval and effective as of the Transformation Effective Date, the corporate name of the Company from Younited Financial S.A. to YOUNITED FINANCIAL;
11. To establish, subject to the French RCS Approval and effective as of the Transformation Effective Date, the registered office, central administration and effective seat of management of the Company at 21, rue de Châteaudun, 75009 Paris, France;
12. To amend and restate the articles of association of the Company, subject to the French RCS Approval and effective as of the Transformation Effective Date, so as to conform them to the laws of France further to the Company’s adoption of the French nationality;
13. To acknowledge the terms and conditions of the Warrants (as defined in the articles of association of the Company) as amended and restated so as to conform them to the laws of France and with such amended and restated terms and conditions of the Warrants being in force subject to the French RCS Approval and effective as of the Transformation Effective Date;
14. To confirm the mandate of the members of the board of directors of the Company and to grant them full discharge for the exercise of their mandate until the Transformation Effective Date;
15. Delegation of powers; and
16. Miscellaneous.

Then, after deliberation, the General Meeting passed the following sole resolution:

FIRST RESOLUTION

The General Meeting resolved to approve the contemplated Transformation.

The vote count was as follows:

| | Ordinary Shares | Class B Shares | Class C Shares |
|-------------|-----------------|----------------|----------------|
| For | | | |
| Against | | | |
| Abstentions | | | |

The resolution was thus adopted.

SECOND RESOLUTION

The General Meeting resolved to approve the terms and conditions of the Transformation Plan and to approve the Transformation Plan.

The vote count was as follows:

| | Ordinary Shares | Class B Shares | Class C Shares |
|-------------|-----------------|----------------|----------------|
| For | | | |
| Against | | | |
| Abstentions | | | |

The resolution was thus adopted.

The General Meeting resolved to acknowledge that [no withdrawal rights have been exercised by shareholders who have voted against the Transformation such that the Condition Precedent (as defined in the Transformation Plan) was satisfied / the following shareholders who have voted against the Transformation have exercised their withdrawal right in accordance with article 1062-9 of the Luxembourg Companies Act and have filed a request for cash compensation (the “**Withdrawing Shareholders**”) : [*]. Such Withdrawing Shareholders represent in aggregate [*]% of the share capital of the Company, which does not exceed 1% of the share capital of the Company. Therefore, the delegate of the Board resolved to waive the Condition Precedent (as defined in Transformation Plan) so that the Transformation was considered as approved.

The General Meeting further resolved to acknowledge that either (i) the Company and/or (ii) one or more existing shareholders or (iii) a designated third party will acquire the ordinary shares, and the Board shall resolve hereon immediately or shortly after this Meeting. However, class B shares and class C shares subject to withdrawal will be acquired by the Company. For the avoidance of doubt, the General Meeting authorised and approved the acquisition of shares resulting from the exercise of the withdrawal right.]

THIRD RESOLUTION

The General Meeting resolved to acknowledge the publication of the Notice and to acknowledge that no observations were submitted.

The vote count was as follows:

| | Ordinary Shares | Class B Shares | Class C Shares |
|-------------|-----------------|----------------|----------------|
| For | | | |
| Against | | | |
| Abstentions | | | |

The resolution was thus adopted.

FOURTH RESOLUTION

The General Meeting resolved to acknowledge the accounting statements of the Company dated 31 December 2025 and made available at the registered office of the Company.

The vote count was as follows:

| | Ordinary Shares | Class B Shares | Class C Shares |
|-------------|-----------------|----------------|----------------|
| For | | | |
| Against | | | |
| Abstentions | | | |

The resolution was thus adopted.

FIFTH RESOLUTION

The General Meeting resolved to acknowledge the Board Report and to acknowledge that the Board Report was made available to shareholders and employees at least six (6) weeks before the date of this General Meeting.

The vote count was as follows:

| | Ordinary Shares | Class B Shares | Class C Shares |
|-------------|-----------------|----------------|----------------|
| For | | | |
| Against | | | |
| Abstentions | | | |

The resolution was thus adopted.

SIXTH RESOLUTION

The General Meeting resolved to acknowledge the Expert Report and to acknowledge that the Expert Report was made available to shareholders and employees at least one (1) month before the date of this General

Meeting.

The vote count was as follows:

| | Ordinary Shares | Class B Shares | Class C Shares |
|-------------|-----------------|----------------|----------------|
| For | | | |
| Against | | | |
| Abstentions | | | |

The resolution was thus adopted.

SEVENTH RESOLUTION

The General Meeting resolved to approve the Transformation and the transfer of the registered office, central administration and effective seat of management of the Company from the Grand Duchy of Luxembourg to France, and hence to convert from a Luxembourg *société anonyme* into a French *société anonyme* governed by the laws of France as from the Transformation Effective Date, without the Company being dissolved but to the contrary with full corporate and legal continuance, subject to the French RCS Approval and effective as of the Transformation Effective Date.

However, the deregistration of the Company in Luxembourg by the Luxembourg Trade and Companies' Register will be made upon receipt of the certificate providing the registration of the Company in the French RCS.

The vote count was as follows:

| | Ordinary Shares | Class B Shares | Class C Shares |
|-------------|-----------------|----------------|----------------|
| For | | | |
| Against | | | |
| Abstentions | | | |

The resolution was thus adopted.

EIGHTH RESOLUTION

The General Meeting resolved to acknowledge, subject to the French RCS Approval and effective as of the Transformation Effective Date, the loss of the Luxembourgish nationality of the Company arising from the transfer of the registered office, central administration and effective seat of management of the Company to France, and resolved to approve that the Company be subject to the laws of France, subject to the French RCS Approval and effective as of the Transformation Effective Date.

The vote count was as follows:

| | Ordinary Shares | Class B Shares | Class C Shares |
|-----|-----------------|----------------|----------------|
| For | | | |

| | | | |
|-------------|--|--|--|
| Against | | | |
| Abstentions | | | |

The resolution was thus adopted.

NINETH RESOLUTION

The General Meeting resolved to adopt, subject to the French RCS Approval and effective as of the Transformation Effective Date, the legal form of a public limited liability company (*société anonyme*) only subject to the laws of France.

The vote count was as follows:

| | Ordinary Shares | Class B Shares | Class C Shares |
|-------------|-----------------|----------------|----------------|
| For | | | |
| Against | | | |
| Abstentions | | | |

The resolution was thus adopted.

TENTH RESOLUTION

The General Meeting resolved to change, subject to the French RCS Approval and effective as of the Transformation Effective Date, the corporate name of the Company from Younited Financial S.A. to YOUNITED FINANCIAL.

The vote count was as follows:

| | Ordinary Shares | Class B Shares | Class C Shares |
|-------------|-----------------|----------------|----------------|
| For | | | |
| Against | | | |
| Abstentions | | | |

The resolution was thus adopted.

ELEVENTH RESOLUTION

The General Meeting resolved to establish, subject to the French RCS Approval and effective as of the Transformation Effective Date, the registered office, central administration and effective seat of management of the Company at 21, rue de Châteaudun, 75009 Paris, France.

The vote count was as follows:

| | Ordinary Shares | Class B Shares | Class C Shares |
|-----|-----------------|----------------|----------------|
| For | | | |

| | | | |
|-------------|--|--|--|
| Against | | | |
| Abstentions | | | |

The resolution was thus adopted.

TWELFTH RESOLUTION

The General Meeting resolved, to fully amend and completely restate the articles of association of the Company, which notably appoint the new Board members at the Transformation Effective Date, subject to the French RCS Approval and effective as of the Transformation Effective Date, so as to conform them to the laws of France, which shall henceforth be in the form set out in the schedule to these resolutions, and resolved that the board of directors of the Company (as composed post Transformation) shall have all powers to carry out all necessary actions or formalities (including to update the amount of the share capital).

The vote count was as follows:

| | Ordinary Shares | Class B Shares | Class C Shares |
|-------------|-----------------|----------------|----------------|
| For | | | |
| Against | | | |
| Abstentions | | | |

The resolution was thus adopted.

THIRTEENTH RESOLUTION

The General Meeting resolved to acknowledge the terms and conditions of the Warrants (as defined in the articles of association of the Company) as amended and restated so as to conform them to the laws of France and with such amended and restated terms and conditions of the Warrants, substantially in the form as shall remain attached to these present minutes (i.e., which document, after having been signed *ne varietur* by the members of the bureau and by the undersigned notary, shall remain annexed to this deed for registration purposes) being in force subject to the French RCS Approval and effective as of the Transformation Effective Date.

The vote count was as follows:

| | Ordinary Shares | Class B Shares | Class C Shares |
|-------------|-----------------|----------------|----------------|
| For | | | |
| Against | | | |
| Abstentions | | | |

The resolution was thus adopted.

FOURTEENTH RESOLUTION

The General Meeting resolved to confirm the mandate of the current members of the board of directors of the Company (i.e. Elizabeth CRITCHLEY, Timothy Clark COLLINS, Thomas William David ISAAC, Eurazeo Global Investors, director, represented by its permanent representative Luca CASSINA, BPIFRANCE INVESTMENT, director, represented by its permanent representative Arnaud André Robert Maurice CAUDOUX, Gilles Paul Francis Dominique GRAPINET, Delphine BOURRILLY, Sally Jennifer TENNANT, Ismaël Antoine EMELIEN, and Maelle GAVET), as directors of the Company and acknowledge that the mandate of these directors is renewed in the amended and restated articles approved under the twelfth resolution for a new 4-year term effective as of the Transformation Effective Date.

The vote count was as follows:

| | Ordinary Shares | Class B Shares | Class C Shares |
|-------------|-----------------|----------------|----------------|
| For | | | |
| Against | | | |
| Abstentions | | | |

The resolution was thus adopted.

FIFTEENTH RESOLUTION

The General Meeting resolved to authorise and empower any lawyer of NautaDutilh Avocats Luxembourg S.à r.l., any clerk of the undersigned notary, each acting individually on behalf of the Company, and with full power of substitution, to perform and take any actions necessary in the Grand-Duchy of Luxembourg in connection with the Transformation, including, for the avoidance of doubt, any and all filing and publication requirements with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés, Luxembourg*).

The vote count was as follows:

| | Ordinary Shares | Class B Shares | Class C Shares |
|-------------|-----------------|----------------|----------------|
| For | | | |
| Against | | | |
| Abstentions | | | |

The resolution was thus adopted.

There being no further matter on the agenda, the General Meeting was adjourned.

ESTIMATE OF COSTS

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of the present deed were estimated at EUR ****.

DECLARATION

The undersigned notary, who understands English, stated that on request of the appearing parties, the present deed was worded in English, followed by a French version, and in case of discrepancies between the English and the French text, the English version will prevail.

Whereof, the present notarial deed was drawn up in Ettelbruck, on the day indicated at the beginning of this deed.

The document having been read to the appearing parties' proxyholder and to the members of the bureau known to the notary by name, first name, civil status and residence, the appearing parties' proxyholder and the members of the bureau signed together with us, the notary, the present original deed.