



**Younited Financial S.A.**

*Société Anonyme*

Registered office: 17, Boulevard Friedrich Wilhelm Raiffeisen, L-2411 Luxembourg

R.C.S. Luxembourg: B292237

(the "**Company**")

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY TO  
BE HELD ON 22 MAY 2025 AT 16.45 CEST**

**IMPORTANT INFORMATION FOR PARTICIPATING AT THE EGM**

Dear Shareholders,

This document has been prepared by the Company in connection with the upcoming Extraordinary General Meeting of the Company's shareholders (the "**EGM**") to be held on Thursday, 22 May 2025 in Luxembourg at 17, Boulevard Friedrich Wilhelm Raiffeisen, L-2411 Luxembourg, Grand Duchy of Luxembourg, at 16.45 Central European Summer Time ("**CEST**") (or such subsequent date to which the EGM may be postponed).

The purpose of this document is to indicate and explain (i) the steps that should be taken by the shareholders in order to participate at the EGM, (ii) the rights of shareholders and applicable delays to respect and (iii) the voting procedures available to shareholders.

This document should be read in conjunction with the Company's articles of association (the "**Articles of Association**") and applicable provisions of Luxembourg law, such as the law of 24 May 2011 of shareholders' rights in listed companies, as amended (the "**Shareholders' Rights Act**") and the law of 10 August 1915 on commercial companies, as amended (the "**Companies' Act**").

The present document is valid for the EGM to be held on Thursday, 22 May 2025, at 16.45 CEST, as well as for any rescheduled subsequent EGM having the same agenda, in the case the quorum would not be achieved at the first meeting, or for such other reasons.

## ***1 Confirmation of attendance and record date***

The EGM is properly convened 30 (thirty) days before the meeting date by (i) the publication of the convening notice in a Luxembourg nationwide newspaper and the *Recueil Électronique des Sociétés et Associations* and (ii) the dissemination of the notice on a EU-wide basis through appropriate media in accordance with the applicable Luxembourg legal provisions.

Each shareholder wishing to exercise its rights to attend and vote at the EGM should send to the Company a form of participation to confirm its participation to the EGM (the "**EGM Form of Participation**"), no later than Thursday, 8 May 2025, 18.00 CEST.

The rights to vote at the EGM are determined in accordance with and at the record date (the "**Record Date**"), which is set on Thursday, 8 May 2025, at 24.00 (midnight) CEST. Only shareholders who confirmed their participation to the Company on due time will be authorized to participate and vote at the EGM (the "**Authorized Shareholder(s)**").

The EGM Form of Participation can be downloaded from the Company's website at <https://younited.com/en/investor-relations/> and shall be returned in **original** by the shareholder to the Company at the Notice Address (as defined hereafter) and following the instructions provided herein.

In addition to the EGM Form of Participation, each shareholder who is not registered in the Company's shareholder register but who holds its shares in the Company through the facilities of the Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V. ("**Euroclear**") shall request an **original** certificate (the "**Shareholder's Certificate**") from the broker or custodian bank who maintains the securities account for such shareholder evidencing its amount of shares held at the Record Date.

A shareholder intending to participate at the EGM (in person, by correspondence, or by use of a proxy) shall provide the Company with a Shareholder's Certificate.

The Shareholder's Certificate shall be delivered in English. In the contrary, the shareholder shall provide at its own expense and within the same deadlines as the ones applicable to the delivery of the Shareholder's Certificate, a certified true translation by an officially agreed translator.

The Shareholder's Certificate should be issued by the shareholder's broker or custodian bank at such time as to enable the shareholder to deliver the Shareholder's Certificate (**original or copy**) to the Company no later than on Thursday, 15 May 2025, 18.00 CEST. In case of translation of the Shareholder's Certificate, the shareholder shall ensure the certified true translation (**original or copy**) is delivered to the Company together with the Shareholder's Certificate and no later than Thursday, 15 May 2025, 18.00 CEST.

To receive information on formal requirements of, and documents to be submitted to the broker or the custodian bank for the purpose of the issuance of Shareholders' Certificates, all shareholders are advised to contact their brokers or custodian banks.

The shareholders who are not registered in the Company's shareholder register but are holding their shares through the facilities of Euroclear shall deliver the **original** Shareholder's Certificate either (i) in person, (ii) by hand-delivery or, (iii) by mail (ordinary or registered), at the address for notices to the Company as provided in item 6 ("*Notices and further questions to the Company*") (the "**Notice Address**"), no later than Tuesday, 20 May 2025, 18.00 CEST. Already prior to such date, a **copy** of the Shareholder's Certificate shall be delivered by e-mail to <mailto:investorrelations@younited.com>, but no later than Thursday, 15 May 2025, 18.00 CEST.

Only Authorized Shareholders who were holders of the Company's shares at the Record Date will be allowed to attend and vote at the EGM subject to (i) the confirmation of their participation to the Company (through the EGM form of participation available on the Company's website at <https://younited.com/en/investor-relations/>), no later than Thursday, 8 May 2025, 18.00 CEST and (ii) for shareholders who are not registered in the Company's shareholder register but are holding their shares through the facilities of Euroclear, the delivery to the Company of the **original** Shareholder's Certificate, within the forms and delays prescribed herein.

## **2**      *Participation at the EGM*

- *How can a participant take part at the EGM?*

Any Authorized Shareholder who holds one or more shares of the Company at the Record Date is entitled to attend and vote at the EGM, if it fulfilled all formalities to confirm its participation within the applicable forms and delays. One share entitles to one vote on each resolution to be voted. Each Authorized Shareholder may participate:

- 1) In person (in the case of a natural person) or by means of its duly authorized representatives (in the case of a legal person).
- 2) By correspondence, using the EGM proxy voting form and instructions (the "**EGM Proxy Voting Form and Instructions**") as available on the Company's website (<https://younited.com/en/investor-relations/>). Only voting instructions expressed by the use of the provided EGM Proxy Voting Form and Instructions (duly filled) are considered as valid and recorded.

The EGM Proxy Voting Form and Instructions shall be delivered by the Shareholder to the Company, either (i) by hand-delivery (with acknowledgement of receipt), (ii) by a registered mail, or (iii) by special courier, to the Notice Address.

In any case, the Company shall receive no later than Tuesday, 20 May 2025, 18.00 CEST or it will not be recorded as valid:

- the EGM Proxy Voting Form and Instructions **in original**;
  - for shareholders who are not registered in the Company's shareholder register but are holding their shares through the facilities of Euroclear, the **original** of the Shareholder's Certificate (if not delivered before);
  - and,
    - where such shareholder is a natural person, a **certified true copy** of its international valid ID card, passport or other official document in English confirming its identity, or
    - where such shareholder is a legal entity, (i) an extract in English, German or French language from its respective trade register or similar authority confirming the due incorporation of such entity, (ii) other documents in English evidencing the right of a natural person to represent such Shareholder at the EGM (e.g., an unbroken chain of powers of attorney), and (iii) a **certified true copy** of its international valid ID card, passport or other official document in English evidencing the proxyholder's identity.
- 3) By proxy (both in the case of a natural person or a legal person) through the appointment of a natural or legal person (the "**Proxy Holder**") to attend and vote at the EGM in the Authorized Shareholder's name and upon written instructions of the Authorized Shareholder. The Proxy Holder may not be a shareholder.

The Proxy Holder must be designated in writing (the "**Proxy**") and the Proxy must be delivered in **original** by mail (ordinary or registered) to the Notice Address.

In any case, the Company must receive the Proxy before Tuesday, 20 May 2025, 18.00 CEST, or it will not be recorded as a valid Proxy and the Proxy Holder will not be authorized to attend and vote at the EGM on behalf of the Authorized Shareholder.

The Proxy Holder is entitled to act in the Authorized Shareholder's name and exercise the same rights the Authorized Shareholder benefits (please refer to item 3 "*Rights of the Shareholder*").

The Proxy Holder is only entitled to vote at the relevant general meeting for which the proxy is provided (or such subsequent meeting having the same agenda) and an Authorized Shareholder can only appoint one proxy to represent it.

Each Authorized Shareholder may act as a Proxy Holder for another Authorized Shareholder taking into account potential conflicts of interests and the obligation to act following written instructions of the proxy provider given in the EGM Proxy Voting Form and Instructions (except the case where the Authorized Shareholder gave proxy to its Proxy Holder under the "Option A" of the EGM Proxy Voting Form and Instructions).

- *What documents should a participant bring at the EGM?*
  - (i) A natural person is required to bring at the EGM an international valid ID card, passport or other official document in English confirming his/her identity;
  - (ii) A legal person is required to bring:
    - a) an extract in English, German or French language from its respective trade register; and/or
    - b) other documents in English evidencing the right of a natural person to represent the Authorized Shareholder at the EGM (e.g., an unbroken chain of powers of attorney); and
    - c) an international valid ID card, passport or other official document in English confirming the identity of the Authorized Shareholder's representative.
  - (iii) A Proxy Holder appointed by an Authorized Shareholder is required to bring:
    - a) an ID card, passport or other official document in English confirming the identity of the Proxy Holder;
    - b) the Proxy in English (or a copy); and
    - c) the duly filled EGM Proxy Voting Form and Instructions, signed by the Authorized Shareholder and any other written instructions given by the Authorized Shareholder to its Proxy Holder as the case may be (e.g. questions to ask during the EGM).

Please note that in all cases the Proxy to represent an Authorized Shareholder at the EGM can only be provided directly by the Authorized Shareholder himself (and not by a proxy of the Authorised Shareholder).

In case of any doubts relating to the EGM Proxy Voting Form and Instructions or the Proxy presented by a Proxy Holder to participate at the EGM and admission thereto, the decision of the chairman of the EGM will be decisive regarding the admission of the considered Proxy Holder to attend and vote at the EGM.

For the convenience of its Authorized Shareholders, the Company proposes to appoint any employee of JTC corporate Services (Luxembourg) SARL, each individually and with full power of substitution,

as proxy for the Authorized Shareholders (the "**Proposed Shareholders' Proxy**") to attend the EGM and vote in accordance with the voting instructions of the Authorized Shareholder as provided in the duly filled EGM Proxy Voting Form and Instructions, signed by the relevant Authorized Shareholder.

Please note, however, it is permitted to nominate a proxy other than the Proposed Shareholders' Proxy. One person may represent more than one Authorized Shareholder.

If the designated Proxy Holder is the Proposed Shareholders' Proxy, the following steps will be applicable:

- 1) Download and complete the EGM Proxy Voting Form and Instructions available on the Company's website at (<https://younited.com/en/investor-relations/>) and indicate the Proposed Shareholders' Proxy as proxy;
  - 2) Duly fill and sign the EGM Proxy Voting Form and Instructions and the voting instructions herein (*please be aware that voting instructions must be specifically provided for each resolution if the chosen proxy is the Proposed Shareholders' Proxy, otherwise the Proposed Shareholders' Proxy will abstain from voting for each resolution where no voting instructions were properly provided*);
  - 3) Attach thereto all documents specified in the EGM Proxy Voting Form and Instructions (i.e. if required, the **original** Shareholders' Certificate, if not already deposited with the Company, evidencing the rights of the Authorized Shareholder at the Record Date); and
  - 4) Send the duly completed EGM Proxy Voting Form and Instructions together with all required documents to the Company, no later than Tuesday, 20 May 2025, 18.00 CEST, within the forms and delays required for the participation by proxy as indicated in the EGM Proxy Voting Form and Instructions.
- *Important information:*
    - (i) In any case, the **original** EGM Proxy Voting Form and Instructions shall be delivered by the shareholder to the Company together with the **original** Shareholder's Certificate (only shareholders who are not registered in the Company's shareholder register but are holding their shares through the facilities of Euroclear and only if not yet delivered prior to such date) and all required documents before Tuesday, 20 May 2025, 18.00 CEST, or the voting instructions will not be recorded as valid.
    - (ii) The EGM Proxy Voting Form and Instructions together with all required documents must be duly completed and signed to be recorded as valid voting instructions.
    - (iii) Only an Authorized Shareholder who provided the Company with its Shareholder's Certificate (to the extent such certificate is required) within the forms and delays required and who have not collected such Shareholder's Certificate before the EGM

date, may appoint a proxy designated by the Company. In all other cases, the Proxy given by the shareholder will be or becomes ineffective.

- (iv) If, for any item on the agenda of the EGM (the "**Agenda**") requiring a vote, the voting instruction is not properly completed in the EGM Proxy Voting Form and Instructions (except the case where the Authorized Shareholder gave proxy to its Proxy Holder under the "Option A" of the EGM Proxy Voting Form and Instructions), the Proposed Shareholders' Proxy will abstain from voting.
- (v) Voting through a Proposed Shareholders' Proxy is an option proposed by the Company for the sake of convenience. Naturally, each Authorized Shareholder may attend the EGM and vote its shares in person or through its own proxy.
- (vi) The name, address and other information on the Authorized Shareholder shall be consistent in all documents. Admission to the EGM of persons other than those representing the Authorized Shareholders shall be decided solely by the Chairman of the EGM.

- *How to revoke the Proxy granted to a Proxy Holder?*

Each Authorized Shareholder may revoke a Proxy given to the Proxy Holder by sending a document expressly revoking the granted Proxy to the Company within the forms and delays indicated below.

The Proxy Holder must be revoked in writing (the "**Revocation**") and the Revocation must be delivered in **original** and in English by mail (ordinary or registered) to the Notice Address. Such Revocation will be effective and the Proxy will be revoked if it is delivered to the Company not later than Tuesday, 20 May 2025, 18.00 CEST. The Revocation needs to comply with the formalities of the original Proxy.

Each Authorized Shareholder may revoke the granted Proxy at the EGM itself.

### **3** *Rights of the Authorized Shareholder*

- *The right to table draft resolutions and/or add items to the agenda*

Any Authorized Shareholder acting solely or with other Authorized Shareholders, together holding at least 5% of the share capital, may:

- (i) add items to the Agenda; and
- (ii) table draft resolutions regarding items of or to be added to the Agenda.

Such request (the "**Request**") must be made in writing in English and contain a justification regarding the proposal.

The Request must be delivered at the latest on Friday, 2 May 2025, 18.00 CEST (i) by mail (ordinary or registered) to the Notice Address, or (ii) by e-mail by email (<mailto:investorrelations@younited.com>) (quoting "2025 Younited Financial EGM"), and indicate an address (postal or electronic) where the Company may send the acknowledgement of receipt of the Request. The Company will acknowledge the receipt of such requests within forty-eight (48) hours upon receipt.

The Company will then add the proposed items to the Agenda and publish an amended version of the Agenda at the latest on Wednesday, 7 May 2025.

- *The right to ask questions*

Each Authorized Shareholder, acting in person or through its Proxy Holder, may ask questions regarding one or several items of the Agenda, during the EGM. If acting through its Proxy Holder, the Authorized Shareholder must give written instructions to the Proxy Holder for the questions to raise, or at least, a general right to ask all questions (regarding one or several items of the Agenda) the Proxy Holder may deem appropriate.

The Company will then answer the questions raised, on a best-effort basis during the questions and answers session of the EGM, on an individual or global basis (if the question was raised several times).

The Company will however not have to answer the question if the answer can be found in the Investor relations / EGM section of the Company's website, at the following address: <https://younited.com/en/investor-relations/>.

#### **4** *Language of documents*

All documents relating to the EGM (including the Shareholders' Certificate) must be delivered to the Company in English (unless otherwise specified herein). If any document has been prepared in any other language, the Authorized Shareholder must translate such document into English prior to the EGM and provide the Company with the translation together with the translated document, within the forms and delays as applicable to the translated document itself.

#### **5** *Language of EGM*

The EGM will be conducted in English. Please note that the English language version of all resolutions is binding as the resolutions will be adopted in English.

**6**      *Notices and further questions to the Company*

Shareholders should address all notices and queries with respect to the EGM to the following Notice Address:

Younited Financial S.A.  
17, Boulevard Friedrich Wilhelm Raiffeisen  
L-2411 Luxembourg  
Grand Duchy of Luxembourg

Or by email to the following e-mail address: <mailto:investorrelations@younited.com>

On all related correspondence (e.g., such as the object of the mail or the e-mail), kindly indicate the following notice: *"2025 Younited Financial EGM"*

Please note that the Company's website is at the following address: <https://younited.com/en/investor-relations/>