

Younited Financial S.A.

Société Anonyme

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

R.C.S. Luxembourg: B292237

(the "Company")

**MINUTES OF THE GENERAL MEETING OF THE WARRANT HOLDERS OF THE COMPANY
HELD IN LUXEMBOURG ON 6 MAY 2026**

1. OPENING OF THE MEETING

The general meeting (the "**Meeting**") of the holders of public warrants and sponsor warrants of the Company (the "**Warrant Holders**") was opened in [*] Luxembourg, Grand Duchy of Luxembourg, at [Time] (CET) by [Name] as chairperson (the "**Chair**") of the Meeting. [Name] is appointed as secretary (the "**Secretary**") and [Name] as scrutineer (the "**Scrutineer**").

2. NOTICE

The Chair noted that:

- The Meeting was duly convened by way of 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*) under reference RESA_2026_071.99, on 26 March 2026 by way of a publication on the website of the Company, and on 28 March 2026 in the Tageblatt, newspaper in Luxembourg;
- Each Warrant Holder entitled to notice of and to vote at the Meeting was notified of the Meeting;
- The Warrant Holders present or represented and the number of warrants held by them are shown on an attendance list attached hereto as Schedule I, signed *ne varietur* by the representatives, proxyholders, the Chair, the Secretary and the Scrutineer;
- As it appears from the attendance list, out of the total number of [*] warrants, Warrant Holders holding [*] were present or represented at the Meeting, representing [*] of all warrants and therefore more than the 50% quorum, such that the Meeting was consequently regularly constituted and could validly deliberate on the items of the agenda as set forth in the convening notice.

3. AGENDA

The Chair recalled that the agenda of the meeting was as follows:

1. To acknowledge 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 (the "**Transformed Company**"), without being dissolved or

- liquidated or put into liquidation and without interruption of its legal personality (the “**Transformation**”);
2. To acknowledge 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**”);
 3. To acknowledge that a notice informing the holders of warrants (among others) that they may submit observations to the Company regarding the Transformation no later than (5) business days before the date of the general meeting of shareholders of the Company approving the Transformation (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 that the Transformation is subject to the approval of the shareholders of the Company (the “**Shareholders Approval**”) and of the French Trade and Companies Register (the “**French RCS**” – the “**French RCS Approval**”) in accordance with the laws of France and shall be effective, subject to the Shareholders Approval and the French RCS Approval, as of the date of registration of the Company in the French RCS (the “**Transformation Effective Date**”);
 5. To approve the amendment and restatement of the terms and conditions of the Warrants (as defined in the articles of association of the Company) 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 Shareholders Approval and French RCS Approval and effective as of the Transformation Effective Date;
 6. Delegation of powers;
 7. Miscellaneous.

4. DISCUSSIONS AND DELIBERATIONS

The Chair explained that the Company wishes to proceed with the Transformation.

The Transformation is being considered for the following reasons:

(i) the Company's group of companies' and its sole subsidiary's main center of operations are located in France, (ii) the geographic footprint of the Company's business is stronger in France than it is in the Grand Duchy of Luxembourg, (iii) as a result of the Business Combination (as defined in the Company's articles of association), the Company's shareholder base consists of predominantly French investors, (iv) the Company is listed on Euronext Paris, (v) in the framework of the Business Combination (as defined in the Company's articles of association) it was always intended for the Company to be converted into a French company, and (vi) the Board and the key executives believe that the Company can be managed more efficiently and successfully as a French company.

In connection with the Transformation, the Company's registered office, the central administration and the

effective place of management shall be relocated to France, and the Company's articles of association will be amended and restated as described in the Transformation Plan.

The Transformation will result in the Company becoming the Transformed Company, without being dissolved or liquidated or put into liquidation and without interruption of its legal personality.

The Company has issued Warrants governed by the Luxembourg law governed amended and restated warrant terms and conditions dated 19 December 2024 (the “**Warrants T&C**”).

Upon the Transformation, the Warrants (if and to the extent they are still outstanding immediately prior to the Transformation) shall be enforceable against the Transformed Company which will continue assuming them and said Warrants shall be governed by an amended version of the Warrants T&C.

The Warrants T&C need to be amended and restated to comply with applicable French law. A draft of the amendment and restatement of the Warrants T&C (in the form attached hereto as Schedule II) (the “**Proposed Warrants T&C Amendment and Restatement**”) has been submitted to the Warrant Holders for their consideration together with the convening notice for this meeting.

NOW THEREFORE, after having duly considered the various items of the agenda, the Meeting adopted the following resolutions:

FIRST RESOLUTION

The Meeting **resolved** to acknowledge the contemplated Transformation.

VOTES:

In Favour

Against:

Abstention:

SECOND RESOLUTION

The Meeting **resolved** to acknowledge the terms and conditions of the Transformation Plan.

VOTES:

In Favour

Against:

Abstention:

THIRD RESOLUTION

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

VOTES:

In Favour

Against:

Abstention:

FOURTH RESOLUTION

The Meeting **resolved** to acknowledge that the Transformation is subject to the Shareholders Approval and the French RCS Approval and shall be effective, subject to the Shareholders Approval and the French RCS Approval, as of the Transformation Effective Date.

VOTES:

In Favour

Against:

Abstention:

FIFTH RESOLUTION

The Meeting **resolved** to approve the Proposed Warrants T&C Amendment and Restatement subject to the Shareholders Approval and French RCS Approval and effective as of the Transformation Effective Date.

VOTES:

In Favour

Against:

Abstention:

SIXTH RESOLUTION

The Meeting **resolved** to appoint [Name] as representative of the Warrant Holders duly entitled to sign any documents requested, needed or advisable in connection with the present resolutions.

VOTES:

In Favour

Against:

Abstention:

5. CLOSE OF THE MEETING

As there were no further items on the agenda, the Meeting closed.

[Remainder of this page left blank intentionally – Signature page follows]

[Signature page to the general meeting of the warrant holders of Younited Financial S.A. held in Luxembourg on 6 May 2026.]

By: **[Name/**
Title: Chair

By: **[Name/**
Title: Secretary

By: **[Name/**
Title: Scrutineer

Schedule I

Attendance List

Schedule II

Proposed Warrants T&C Amendment and Restatement