

Planned transfer of shares to Euronext Growth® Paris

Strasbourg (France), 22 July 2022 - 2CRSi (ISIN: FR0013341781), a designer and manufacturer of high-performance energy-efficient IT solutions, announces the planned transfer of its shares to Euronext Growth® Paris.

At its next Ordinary General Meeting, on August 31, 2022, shareholders will be asked to approve the proposed delisting of 2CRSi's shares from the regulated market Euronext Paris and their concomitant admission to trading on Euronext Growth®, within 12 months of the General Meeting of August 31, 2022.

The realization of such a transfer would allow 2CRSi to be listed on a market more appropriate to its size, market capitalization and profile, with a simplified operation, both in terms of regulatory constraints and costs related to the listing. This transfer will nevertheless allow 2CRSi to continue to benefit from the attractions of the financial markets.

2CRSi currently meets the conditions of eligibility for the transfer procedure, i.e. a market capitalization of less than one billion euros and a minimum distribution of its shares to the public of 2.5 million euros. 2.5 million. These conditions must be met on the date of the transfer request. Moreover, the Company is up to date with its Euronext disclosure obligations and will secure the services of a listing sponsor within the time limit required by the regulations in force.

Subject to the approval of this project by the shareholders at the Ordinary General Meeting on August 31, 2022 and the agreement of Euronext, this direct listing will be carried out through an accelerated procedure of admission to trading of the existing shares of the Company, without issuance of new shares.

In accordance with the regulations in force, 2CRSi informs its shareholders of the main possible consequences of such a transfer (non-exhaustive list):

- **Periodic information**

The Company will publish, within four months of the closing date, an annual report including its annual and consolidated financial statements, a management report and the reports of the Statutory Auditors.

It will also publish, within four months of the end of the first half of the year, a half-yearly report including its consolidated half-yearly financial statements and an activity report relating to these statements. The half-yearly financial statements are no longer subject to audit by the statutory auditors.

Finally, the following information in the management report (including the corporate governance report) will no longer be required

- items relating to the compensation of corporate officers
- items having an impact in the event of a public offer.

- **Permanent information**

The Company will continue to disclose to the public any information likely to have a significant impact on the share price (insider information). Regulated information (and in particular insider information) must always be disseminated effectively and in full. The Company will continue to use a professional disseminator.

The Company will continue to maintain lists of insiders and senior managers will continue to file securities transaction reports with the AMF.

- **Board composition – Governance**

The rules on parity within the Board of Directors provided for in Article L.225-18-1 of the French Commercial Code will no longer apply. However, the Company could be subject to the application of these parity rules if it exceeds certain thresholds, but this is not the case at present.

The Company will no longer be subject to the legal provisions of Articles L.823-19 et seq. of the French Commercial Code concerning audit committees. The content of the Board's report on corporate governance will be reduced.

- **Executive remuneration**

The General Meeting will no longer be required to approve the remuneration policy for corporate officers or to approve the remuneration paid or awarded to corporate officers in respect of the previous financial year.

- **Annual General Meeting**

The press release specifying the terms of availability of the documents submitted to the meeting will no longer be required.

The preparatory documents for the meeting and other documents (including the total number of voting rights and shares existing at the date of publication of the prior notice) will no longer be required to be posted online twenty-one days before the date of the general meeting, but on the date of the notice of meeting (article 4.4 of the Euronext Growth® Market Rules).

The publication on the Company's website of the results of the votes and the minutes of the meeting will no longer be required. Similarly, the publication in the BALO of the notice relating to the approval of the accounts will no longer be required.

- **Crossing of thresholds - Public offer - Grandfather clause**

For a period of three years from the admission of the Company's shares on Euronext Growth®, the obligations to declare the crossing of thresholds and intentions incumbent on shareholders of companies listed on the regulated market of Euronext will be maintained.

At the end of this three-year period from the date of admission to Euronext Growth®, only the crossing of

the thresholds of 50 and 90% of the capital or voting rights of the Company will have to be declared by the shareholders to the AMF and to the Company, in accordance with article 223-15-1 of the AMF General Regulations.

In accordance with the provisions of article 231-1 of the AMF General Regulations, the provisions relating to takeover bids applicable to companies listed on the regulated market of Euronext, will remain applicable for a period of three years from the date of admission to Euronext Growth®.

At the end of this period, the Company will be subject to the regulations applicable to companies listed on Euronext Growth®. Thus, as regards the filing of a mandatory public offer, it will only be required in the event of an increase in the threshold of 50% of the capital or voting rights.

Provisional timetable of the operation (subject to approval of Euronext)

21 July 2022	Decision of the Board of Directors to submit to the Ordinary General Meeting the proposed transfer to Euronext Growth® and to adopt the reasoned report
22 July 2022 after close	Public information on the proposed transfer of listing on Euronext Growth® (1 st press release)
31 August 2022	Annual General Meeting - vote of the General Meeting on the proposed transfer - delegation of powers to the Board of Directors
31 August 2022	In case of a favorable vote of the General Meeting, holding of the Board of Directors called to implement the transfer of the Company's shares from Euronext to Euronext Growth® If the Board of Directors votes in favour, immediate information to the public on the final decision to transfer (2nd press release) - Application to delist the shares from Euronext Paris and application for their admission to Euronext Growth
Au plus tôt le 31 octobre 2022	Transfer: delisting of shares from Euronext Paris and listing of 2CRSi shares on Euronext Growth

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Next event: Annual General Meeting on 31 August 2022.

About 2CRSi

Founded in Strasbourg (France), 2CRSi group develops, produces and sells customised, high-performance and environment-friendly servers. In the 2021-22 financial year, the Group generated revenue of €183,6 million. The Group today has around 400 employees and markets its offer of innovative solutions (processing, storage and network) in more than 50 countries. 2CRSi has been listed since June 2018 on the regulated market of Euronext in Paris (ISIN Code: FR0013341781). For further information please visit: www.2crsi.com.



High-performance servers

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