

Approval of transfer of shares to Euronext Growth® Paris

Strasbourg (France), 2 September 2022 - 2CRSi (ISIN: FR0013341781), a designer and manufacturer of high-performance energy-efficient IT solutions (“the Company”), announces its shareholders have approved the planned transfer of its shares to Euronext Growth® Paris.

2CRSi announces that the General Shareholders' Meeting held on 31 August 2022 at the Company's headquarters, approved the proposed transfer of the listing of 2CRSi's shares, pursuant to which 2CRSi's shares will be delisted from the Euronext Paris regulated market and admitted to Euronext Growth® Paris. The transfer will be implemented by the Board of Directors.

Following the approval by shareholders, the transfer will be effective at the earliest on 31 October 2022 and at the latest on 25 November 2022. This direct listing will be carried out by means of an accelerated procedure for the admission to trading of the Company's existing shares, without the issue of new shares.

- **Reasons for the transfer**

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 Gilbert Dupont as a listing sponsor.

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)

2 September 2022	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
At the latest 25 November 2022	Transfer: delisting of shares from Euronext Paris and listing of 2CRSi shares on Euronext Growth

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Next event: First-half revenue on 20 October 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.

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