

## EDIFY S.A.

Société Anonyme  
Siège social: 6, boulevard d'Avranches  
L-1160 Luxembourg  
R.C.S. Luxembourg B190500



Luxembourg, September 15<sup>th</sup>, 2020

Dear Shareholder,

The Board of Directors of EDIFY S.A. (hereinafter the "**Company**" or "**EDIFY**") is pleased to invite you to the:

### GENERAL MEETING

of the Shareholders of the Company (hereinafter the "**Meeting**") which will take place on Tuesday October 6<sup>th</sup>, 2020 at 2:00 pm, at the registered office of the Company to deliberate and vote on the following agenda :

### AGENDA

- 1. Appointment of a chairman for the formation of the bureau of the Meeting ;*
- 2. Appointment of a scrutineer and a secretary for the formation of the bureau of the Meeting ;*
- 3. Presentation of the special report of the Board of Directors of the Company related to the conflict of interest declared by some directors of the Company ;*
- 4. Presentation of the project of a public offer to buy back the shares of the Company (the "**Offer**") and of the information draft notice detailing the terms of the Offer ;*
- 5. Approval of the Offer and its terms ;*
- 6. Approval of the Company's shares repurchase carried out by the Company within the framework of the Offer (the "**Repurchase**") and authorization granted to the Board of Directors of the Company to carry out the Repurchase ;*
- 7. Approval of the principle of the request to withdraw the shares from trading on Euro MTF and delisting them from the Luxembourg Stock Exchange (the "**Delisting**") ;*
- 8. Delegations of power ;*
- 9. Miscellaneous.*

Decisions are taken by a simple majority of the votes cast during the Meeting.

Each shareholder is authorized to attend at the Meeting, provided that he comply with the participation procedures described below.

The Company's treasury shares are deprived of voting rights.

### Terms of participation at the Meeting

The Meeting is composed of all Shareholders regardless the number of number of shares they hold.

Under article 22.8 of the Company's articles of association, only persons having the status of Shareholder on October 3<sup>rd</sup>, 2020, at midnight (Luxembourg time) will be entitled to participate and vote at the Meeting, provided that the Shareholder has declared to the Company his intention to participate to the Meeting no later than this date.

The Shareholders attending the meeting are required to be able to show a valid identity document upon request. Bearer Shareholders must provide a certificate from the bank that maintains their securities account attesting to the number of shares they hold.

If the Shareholder cannot attend the Meeting in person, he could vote by proxy. A single proxy voting form is available at the registered office and on the EDIFY website: [www.edify-investmentpartner.com](http://www.edify-investmentpartner.com). The duly completed and signed form must be returned to the Company before October 3, 2020 at midnight (Luxembourg time), to the attention of Mrs. Ingrid Motch, Company Secretary of EDIFY, by e-mail at the following address: [imotch@edify-investmentpartner.com](mailto:imotch@edify-investmentpartner.com) or by post: EDIFY, to the attention of Mrs. Ingrid Motch, 6, boulevard d'Avranches, L-1160 Luxembourg, Grand Duchy of Luxembourg. Bearer Shareholders must attach to the form a certificate from the bank which maintains their securities account attesting to the number of shares they hold.

The Shareholder is duly informed that all the documents provided for by the articles of association are made available in French at the Company's registered office and on its website: [www.edify-investmentpartner.com](http://www.edify-investmentpartner.com).

**The Chairman of the Board of Directors**