

EDIFY S.A.

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



Luxembourg, April 28, 2021

Dear Shareholder,

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

EXTRAORDINARY GENERAL MEETING

of the Shareholders of the Company (hereinafter the "**Meeting**") which will take place on Monday May 17, 2021 at 11:00 am, at 43 Boulevard Prince Henri, 1724 Luxembourg to deliberate and vote on the following agenda:

AGENDA ITEMS

1. Mandatory conversion of all existing bearer shares of EDIFY S.A. into registered shares with effect from June 1, 2021 ;
2. Creation of a consent clause to govern the transfer of shares ;
3. Authorization of shares buyback for a period of eighteen months in accordance with the provisions of article 430-15 of the amended law of August 10, 1915 concerning commercial companies, with modification of the maximum and minimum prices fixed ;
4. Consequential amendment of the articles and concomitant revising of the Company's articles of association following the delisting of the shares, without changing the form and purpose of the Company ;
5. Delegations of power ;
6. Miscellaneous.

Decisions concerning the 3rd and 5th resolutions are taken by a simple majority of the votes cast during the Meeting. Decisions concerning resolutions 1, 2 and 4 must, in order to be adopted, obtain at least two-thirds of the votes cast at the Meeting.

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

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

Participation to the Extraordinary General Meeting

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

Under article 22.8 of the Company's articles of association, only person having the status of Shareholder on June 14, 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.

In application of the grand ducal regulation of September 23, 2020 as amended authorizing companies and other legal entities to adopt resolutions without physical meetings, adopted within the framework of the fight against Covid-19, the Meeting will be held without physical meeting and the Shareholders may exercise their rights exclusively through a proxy holder designated by the Company.

To exercise their rights through a proxy appointed by the Company, the participation and voting declaration form must be duly completed, signed by the Shareholder and returned to the Company before May 14, 2021 at midnight (time of Luxembourg), to the attention of Mrs. Ingrid Motch, Secretary General of EDIFY, by e-mail to the following address : 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. The above-mentioned declaration of participation and voting form is available at the registered office of the Company.

Bearer Shareholders must attach to the form a certificate from the bank which attests the number of shares they hold.

The Shareholder is duly informed that all the documents provided for by the articles of association are available in French at the registered office of the Company.

The Chairman of the Board of Directors