



## Execution of a liquidity contract with Kepler Cheuvreux as part of a share buyback program

**Paris, France - December 10, 2021, 8:00 a.m. (CET).** Claranova (the "Group" or the "Company") has entered into a liquidity contract with Kepler Cheuvreux for its ordinary shares admitted for trading on Euronext Paris, effective today for a period of one year, renewable by tacit agreement. This liquidity contract is part of a share buyback program authorized by the Ordinary and Extraordinary General Meeting of December 1, 2021, implemented by a decision of the Chairman-CEO on December 2, 2021, acting under a delegation of powers granted by the Board of Directors.

This agreement complies with the legal and regulatory framework in force, in particular Regulation (EU) No. 596/2014 of the European Parliament and of the European Council of 16 April 2014, the Commission Delegated Regulation (EU) No. 2017/567, Articles L. 225-206 *et seq.* of the French Commercial Code and Decision No. 2021-01 of the French Financial Markets Authority (*Autorité des Marchés Financiers* or AMF) of June 22, 2021 renewing the introduction of liquidity contracts on equity securities as an accepted market practice and any other provisions referred to therein.

Under this contract, Kepler Cheuvreux is tasked with ensuring the liquidity and supporting the orderly trading of Claranova's equity securities listed under the ISIN code FR0013426004-CLA on the regulated market of Euronext Paris. In addition to guaranteeing a satisfactory level of liquidity of the Claranova share, this contract also reflects the Group's goal to reduce the share's volatility and to support growth in the share price.

Resources allocated to the liquidity account for this purpose:

- own shares: 204,081, corresponding to 0.44% of the capital;
- cash balance: €1,000,000.

The liquidity contract's execution may be suspended:

- in the cases provided for in Article 5 of AMF Decision No. 2021-01 of June 22, 2021 ;
- if the share price falls outside the thresholds for intervention authorized by the Company's General Meeting; and
- at any time, at Claranova's request, under its responsibility.

Furthermore, the contract may also be terminated by Claranova at any time without prior notice, or by Kepler Cheuvreux at any time subject to one month notice.

### Description of the share buyback program

The combined general meeting of the shareholders of the Company held on December 1, 2021 (the "General Meeting") authorized the Board of Directors to implement, for a period of 18 months from the meeting date, a share buyback program for the Company's shares in accordance with the provisions of Articles L. 225-206 *et seq.* of the French Commercial Code, Articles L. 22-10-62 *et seq.* of the French Commercial Code, Articles 241-1 to 241-7 of the AMF General Regulation and the provisions of the European regulations applicable to market abuse.

### Purpose of the new share buyback program

- maintaining an orderly market in the company's shares under a liquidity contract entered into with an investment services provider that complies with the conduct of business rules recognized by the AMF;
- grants or sales of shares to employees and/or corporate officers of the Company or affiliated companies, under the terms and according to the methods provided by law, and notably with respect to the French statutory profit-sharing scheme;
- the retention of shares and their subsequent remittance in payment or exchange for future acquisitions, mergers, demergers or contribution transactions, occurring at the level of the Company or, where allowed by applicable regulation, of the companies that it controls; their use in any transaction to hedge the Company's commitments involving financial instruments notably covering changes in the Company's share price;
- remittance of shares pursuant to the exercise of rights attached to securities granting access, immediately or in the future, by redemption, conversion, exchange, presentation of a warrant or any other form of granting Company shares, and the execution of all hedging transactions relating to the issue of such securities, under the terms stipulated by the market authorities and at the times the Board of Directors sees fit;
- the cancellation of some or all of the shares through a share capital reduction (notably for the purpose of optimizing cash management, return on equity or earnings per share);
- the implementation of any market practice accepted or that may be accepted by the AMF and, more generally, carrying out of any transaction complying with prevailing regulations.

### Maximum number of shares that can be purchased

The maximum number of shares that may be bought back by the Company under this resolution may not exceed 10% of the shares comprising the Company's share capital at any time, this percentage being adjusted for transactions impacting the share capital and performed after the General Meeting, it being specified that when shares are repurchased in connection with a liquidity agreement, the number of shares taken into account in calculating the above 10% limit will be the number of shares purchased minus the number of shares resold during the authorization period. The number of shares that may be purchased by the Company with a view to their retention and subsequent remittance in payment or exchange in connection with a merger, demerger or contribution, may not exceed 5% of its share capital.

**Maximum purchase price:** €20 (excluding acquisition costs)

**Maximum amount of funds able to be used for share buybacks:** €22,000,000.

**Term:** eighteen months from the date of the General Meeting, i.e. until June 1, 2023.

In accordance with Article 241-2, II of the AMF General Regulation, during the implementation of the buyback program, any change in any of the information listed in the description must be brought to the attention of the public as soon as possible in accordance with the procedures set out in Article 221-3 of the said General Regulation.

### About Claranova:

As a diversified global technology company, Claranova manages and coordinates a portfolio of majority interests in digital companies with strong growth potential. Supported by a team combining several decades of experience in the world of technology, Claranova has acquired a unique know-how in successfully turning around, creating and developing innovative companies.

With average annual growth of more than 40% over the last three years and revenue of €472 million in FY 2020-2021, Claranova has proven its capacity to turn a simple idea into a worldwide success in just a few short years. Present in 15 countries and leveraging the technology expertise of nearly 800 employees across

North America and Europe, Claranova is a truly international company, with 95% of its revenue derived from international markets.

Claranova's portfolio of companies is organized into three unique technology platforms operating in all major digital sectors. As a leader in personalized e-commerce, Claranova also stands out for its technological expertise in software publishing and the Internet of Things, through its businesses PlanetArt, Avanquest and myDevices. These three technology platforms share a common vision: empowering people through innovation by providing simple and intuitive digital solutions that facilitate everyday access to the very best of technology.

For more information on Claranova Group:

<https://www.claranova.com> or [https://twitter.com/claranova\\_group](https://twitter.com/claranova_group)

**Disclaimer:**

All statements other than statements of historical fact included in this press release about future events are subject to (i) change without notice and (ii) factors beyond the Company's control. Forward-looking statements are subject to inherent risks and uncertainties beyond the Company's control that could cause the Company's actual results or performance to be materially different from the expected results or performance expressed or implied by such forward-looking statements.