

Toulouse, July 28, 2023

## Annual General Meeting, Governance and Recapitalization

- The 2022 financial statements were approved as part of the 2023 Annual General Meeting.
- The company witnessed a 39% increase in turnover in 2022, reaching €468.3 million, with ~~€~~€3.5 million in EBITDA and an improvement of €24 million compared to last year. This reflects the significant upswing experienced across the aerospace industry as the industry ramps up on the back of COVID.
- Appointment of Thierry MOOTZ as Chairman and Chief Executive Officer.
- Implementation of a reverse stock-split.

### Annual General Meeting:

The 2023 Annual General Meeting of LATECOERE took place at the company's headquarters on July 26, 2023. Detailed voting results are available on the company's website: [Regulated information - Latecoere](#)

During the Annual General Meeting, the 2022 financial statements were approved, with a 39% increase in turnover reaching €468.3 million, of which 16.5% was attributed to organic growth. This achievement was a result of higher production rates, notably for the A320 and Embraer programs, and a favorable currency effect. Additionally, the company experienced significant external growth with three strategic acquisitions completed in 2022, and the successful integration of two acquisitions from the previous year, and the sale of the EWIS business in Queretaro (Mexico) to Bombardier in June 2023. The company continues to see positive momentum with the recent contract wins such as the B737 and B767 wiring systems.

## Governance:

After the Annual General Meeting, LATECOERE elected Thierry MOOTZ, currently the Chief Executive Officer, as the new Chairman of the Board.

The Board has decided to combine the functions of Chairman of the Board and Chief Executive Officer, hence Thierry MOOTZ's combined function

The Board of Directors also decided to adapt the composition of its committees as follows:

- Audit and Risks Committee :
  - **Chair** : Laurence DORS, independent director,
  - **Members** : Ralf ACKERMANN and Helen LEE BOUYGUES. Pierre GADONNEIX being not replaced.
  
- Appointments, Compensation and CSR Committee :
  - Chair: Helen LEE BOUYGUES
  - **Members**: Christophe VILLEMIN and Ralf ACKERMANN in replacement of Pierre GADONNEIX

The separate Group Strategy Committee has been discontinued as the Board of Directors is already involved in shaping the group's strategy as part of its normal operation.

Following these changes, the board only includes one independent director, Laurence Dors. The Appointments, Compensation and CSR Committee will take appropriate initiatives in due course regarding the appointment of a further independent director in order to comply with the recommendations of the Middlednext Code.

## CONSOLIDATION OF ORDINARY SHARES AND REDUCTION OF THE COMPANY'S SHARE CAPITAL

Latecoere announces the implementation of (i) the consolidation of the ordinary shares comprising its share capital, and (ii) the reduction in its share capital by way of a reduction in the par value of all its shares decided by the Board of Directors at its meeting on July 26, 2023, in accordance with the 37th and 19th resolutions of the Combined General Meeting of shareholders of July 26, 2023 (the "2023 General Meeting").

## CONSOLIDATION OF ORDINARY SHARES

The main characteristics of the reverse stock-split are as follows:

- *Consolidation starting date:* August 16, 2023.
- *Basis of consolidation:* the reverse stock-split will result in the exchange of ten (10) existing ordinary shares with a par value of twenty-five euro cents (€0.25) each (the "Old Shares") for one (1) new ordinary share with a par value of two euros and fifty cents (€2.50) (a "New Share").
- *Number of Existing Shares subject to the reverse split:* 535,650,357 ordinary shares with a par value of twenty-five euro cents (€0.25).
- *Number of New Shares to be issued on consolidation:* 53,565,035 ordinary shares with a par value of two euros and fifty cents (€2.50). The definitive number of New Shares to be issued on consolidation will be recorded by the Chief Executive Officer at the end of the reverse stock-split.
- *Consolidation period:* 30 (thirty) days from the start date of the consolidation, i.e. from August 16 to September 14, 2023 inclusive.
- *Shares:* Conversion of existing shares into new shares will be carried out automatically.
- *Fractions of shares:* shareholders who do not hold a number of Existing Shares corresponding to a whole number of New Shares must personally buy or sell fractions of Existing Shares in order to obtain a multiple of ten (10) up to and including September 14, 2023. After this deadline, shareholders who have not been able to obtain a number of shares in multiples of ten (10) will be compensated by their financial intermediary in accordance with articles L. 228-6-1 and R. 228-12 of the French Commercial Code and market practices.
- Non-consolidated Existing Shares will be delisted at the end of the consolidation period.
- *Centralization:* All transactions relating to the reverse stock split will be carried out by Uptevia (89-91 rue Gabriel Péri - 92120 Montrouge), appointed as agent for the centralization of reverse stock split transactions.

In accordance with articles L. 228-6-1 and R. 228-12 of the French Commercial Code, any New Shares that cannot be allotted individually and correspond to fractional rights will be sold on the stock market by the account holders, and the proceeds of the sale will be allocated in proportion to the fractional rights of the holders of these rights.

The Old Shares subject to the reverse stock-split will be admitted to trading on the Euronext regulated market in Paris under ISIN code FR0000032278, until September 14, 2023, the last day of trading.

The New Shares resulting from the consolidation will be admitted to trading on the Euronext regulated market in Paris from September 15, 2023, the first day of trading, and will be assigned a new ISIN code.

## CAPITAL REDUCTION BY REDUCING THE NOMINAL VALUE OF SHARES

At its meeting on July 26, 2023, the Board of Directors decided, subject to completion of the reverse stock-split, to implement the capital reduction motivated by losses through a reduction of the nominal value of the Company's ordinary and preference shares, in accordance with the terms of the authorization granted to it by the 2023 Annual General Meeting.

The par value of each of the Company's shares will thus be reduced from 2.50 euros (after completion of the reverse stock-split) to 0.01 euro per ordinary share, and from 0.25 euro to 0.01 euro per preferred share.

The amount of this capital reduction will be allocated to the Company's retained earnings accounts.

The capital reduction is scheduled to take effect concurrently with the effective date of the reverse stock-split of the Company's ordinary shares.

### **Tentative timetable :**

July 28, 2023	Publication of the notice of business combination in the Bulletin des Annonces Légales Obligatoires
August 16, 2023	<ul style="list-style-type: none"> <li>- - Start of the reverse split</li> <li>- - Possibility for shareholders to buy and sell Old Shares in order to obtain a number of New Shares without fractional shares up to and including September 14, 2023</li> </ul>
September 14, 2023	<ul style="list-style-type: none"> <li>- - Closing of the exchange period</li> <li>- - Last day of trading of the Existing Shares</li> </ul>
September 15, 2023	<ul style="list-style-type: none"> <li>- - Effective date of the reverse stock-split and capital reduction</li> <li>- - Listing of the New Shares</li> </ul>
From September 19, 2023 to October 18, 2023	Compensation of shareholders with fractional shares by their financial intermediary

### **Capital increase**

As announced in its communication on June 16, 2023, Latecoere and its partners entered into a recapitalization agreement, including a capital increase with preferential subscription rights for at least

€100 million, subject to the exercise of a 15%<sup>1</sup> extension clause. It is planned that this capital increase will be launched at the end of the compensation period for shareholders with fractional shares in the reverse stock split. This capital increase would be carried out at a price of 0.01 euro per share.

Searchlight Capital Partners (SCP) has agreed to backstop €100 million of this capital increase, of which €45 million have already been paid to the Company through a bridge loan provided by SCP on May 15, 2023. This loan will be repaid using the proceeds from the capital increase.

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## About Latecoere

*Tier 1 to the world's leading industry manufacturers (Airbus, BAE Systems, Boeing, Bombardier, Dassault Aviation, Embraer, Lockheed Martin, Raytheon Technologies, Thales), Latecoere serves aerospace with innovative solutions for a sustainable world. The Group operates in all segments of the aerospace industry (commercial, regional, business, defense and space) in two business areas:*

- *Aerostructures (55% of sales): doors, fuselage, wings and empennage, struts & rods and customer services;*
- *Interconnection Systems (45% of sales): wiring, avionics racks, onboard equipment, electronic systems and customer services.*

*As of December 31, 2022, the Group employed 5,918 people in 14 countries. Latecoere is listed on Euronext Paris - Compartment B, ISIN Code: FR0000032278 - Reuters: AEP.PA - Bloomberg: AT.FP*

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<sup>1</sup> To serve requests for reducible subscriptions