



Proposal to transfer the listing of Claranova shares to the Euronext Growth Paris market

Paris, France - October 29, 2025 - 7:00 p.m. The Board of Directors of Claranova (Euronext Paris: FR0013426004 - CLA or the "Company"), meeting on October 28, 2025, has decided to submit to the next Combined General Meeting of Shareholders, to be held on December 10, 2025, as part of its ordinary session, the approval of the proposed transfer of its securities from the regulated market of Euronext Paris (Compartment C) to the multilateral trading facility of Euronext Growth Paris.

Reasons for the proposed transfer

This project reflects a pragmatic approach to managing resources and costs by reducing regulatory compliance requirements and obligations and, in so doing, optimizing listing costs. The resources and means thus made available will be in turn fully redeployed towards implementing the strategic plan for increasing revenue and improving profitability.

Euronext Growth is a well-established, attractive and liquid market, with over 600 listed companies, including many technology companies. Claranova would be listed among comparable stocks on the Euronext Growth market, in that way enhancing its visibility and attractiveness. This transfer does not constitute a departure from the stock market, but rather a natural evolution towards a framework more adapted to its current size, maturity, and stock market profile. On that basis, it represents a judicious choice in favor of operational performance and shareholder interests.

This new flexibility would also give Claranova greater agility to implement its strategic priorities, including in particular continuing to reduce its debt and simplifying the scope of its activities. Claranova remains fully committed to maintaining regular dialogue with its shareholders and investors and intends to continue taking full advantage of the financial markets to support its growth.

Details of the transfer project

This transfer entails submitting a request to Euronext Paris S.A. to delist its shares from the Euronext Paris regulated market and simultaneously list them on the Euronext Growth Paris multilateral trading facility.

Subject to approval of this plan by the Company's shareholders at an ordinary general meeting and the agreement of Euronext Paris S.A., the shares will be admitted to trading under an accelerated procedure as a direct listing that does not entail the issuance of new shares

The Company currently meets the eligibility requirements for the transfer procedure, namely a market capitalization of less than €1 billion and a minimum public float of €2.5 million. These conditions must also be met on the day the transfer is requested. The Company is also up to date with its disclosure obligations on the Euronext Paris regulated market.

No actions will be required by holders of Claranova shares, whether bearer or registered, in connection with this transfer.

The costs associated with this transfer are set by Euronext according to an official scale and will be fully offset by the savings achieved in the first year of the Euronext Growth listing.

For its transfer to Euronext Growth Paris, Claranova will be assisted by SwissLife Banque Privée as Listing Sponsor.

Main consequences of the proposed transfer (non-exhaustive list)

In compliance with current regulations, Claranova informs its shareholders of some of the potential consequences of this transfer:

- **Protection of minority shareholders:**

Disclosure requirements to declare the crossing of ownership thresholds and intentions. For a period of three years from the date of admission of Claranova shares to trading on Euronext Growth Paris, the obligation to notify the French Financial Markets Authority (*Autorité des marchés financiers*, “**AMF**”) and Claranova of any crossing of the thresholds of 5%, 10%, 15%, 20%, 25%, 30%, 1/3, 50%, 2/3, 90% and 95% of the Company's share capital or voting rights will remain in force, in accordance with Article 223-15-2 of the AMF's General Regulations. During this same period, the obligation for any shareholder acting alone or in concert to declare to the AMF and Claranova its intentions in the event of crossing the thresholds of 10%, 15%, 20%, and 25% of the capital or voting rights will be maintained. At the end of this three-year period, only crossings of the thresholds of 50% and 90% of the Company's share capital or voting rights must be reported to the AMF, in accordance with Article 223-15-1 of the AMF's General Regulations, subject, where applicable, to crossings of thresholds set out in the Articles of Association that must be reported to Claranova.

Public offers. In accordance with the provisions of Article 231-1 of the AMF General Regulations, the provisions relating to public offerings applicable to companies listed on Euronext Paris will remain applicable for a period of three years from the effective date of admission to Euronext Growth Paris. At the end of this period, Claranova will be subject to the regulations applicable to companies listed on Euronext Growth Paris.

On that basis, the filing of a public offer will no longer be mandatory:

- if the threshold of 30% of the share capital or voting rights is crossed;
- in the event of an increase of more than 1% in less than 12 consecutive months, by a person holding alone or in concert a stake of between 30% and 50% of the capital or voting rights.

However, the obligation to file a public offer will continue to apply if the threshold of 50% of the share capital or voting rights is exceeded.

- **Periodic information**

Claranova will publish, within four months following the end of the financial year, an annual report including its parent company annual financial statements and consolidated financial statements, a management report (under a simplified format), and the statutory auditors' reports. The Company will also produce a streamlined corporate governance report.

Claranova will also publish, within four months following the end of the first half of the financial year (instead of the three-month deadline applicable on the Euronext Paris regulated market), a half-yearly report including its interim consolidated financial statements and the related management report. These interim financial statements will no longer be subject to a limited review by the Company's statutory auditors.

Claranova may choose between French GAAP and IFRS for the preparation of its consolidated financial statements. In this respect, the Company indicates that it will continue to prepare its consolidated financial statements in accordance with IFRS.

- **Ongoing information**

Claranova will remain subject to the same ongoing disclosure requirements that apply to companies listed on Euronext Growth Paris.

Claranova will continue to effectively disseminate regulated information and provide accurate, precise, and truthful information, informing the public of any matters that might have a material effect on the share price (inside information), in accordance with the provisions of Regulation (EU) No. 596-2014 of April 16, 2014, on market abuse.

In addition, the Company's officers (and persons related to them) will remain subject to the obligation to

report any dealings in the Company's securities that they may carry out.

- **Corporate governance**

Composition of the Board of Directors. The rules governing the requirement of gender parity on the Board of Directors set out in Articles L. 225-18-1 and L. 22-10-3 of the French Commercial Code will no longer apply. Claranova could be subject to these parity rules if it exceeds certain thresholds, which is not currently the case.

Compensation of corporate officers. The rules governing the compensation of corporate officers (Say On Pay) set out in Articles L. 22-10-8 *et seq.* of the French Commercial Code will no longer be mandatory.

Audit Committee The Company will no longer be subject to the provisions of articles L. 821-67 *et seq.* of the French Commercial Code (previously codified in L. 821-19 *et seq.* of the French Commercial Code) concerning audit committees. However, the Company would like to maintain this committee so as to maintain its good governance practices.

Claranova will also continue to refer to the Middlessex Corporate Governance Code for small and mid-cap companies.

- **General meetings**

Certain formal requirements for general meetings will be simplified:

- A press release specifying the terms and conditions for making documents submitted to general meetings available will cease to be required;
- Preparatory documents for general meetings do not have to be posted online 21 days before the date of the general meeting, but only on the date of the notice of meeting, with reduced content;
- It will no longer be required to publish the results of voting at general meetings on the Company's website.

The terms and conditions for convening and admission to general meetings will remain unchanged.

The Company will no longer be required to provide live streaming of its meetings or make available recordings of them on its website.

- **Statutory auditors' terms of office**

The rules governing public interest entities, in particular those relating to term limits, the selection of auditors, and competitive bidding for their engagements, as provided for in Article L. 823-1 II-al. 1 of the French Commercial Code and the provisions of Regulation (EU) No. 537/2014 of April 16, 2014, will no longer apply.

- **Impact on share liquidity**

As this is an unregulated market, the Company draws investors' attention to the fact that its transfer to Euronext Growth Paris could result in a change in the liquidity of the shares as compared to that observed on the regulated market of Euronext Paris. This transfer could also lead certain investors, who might prefer securities issued by companies listed on a regulated market, to sell their Claranova shares.

In the event that Claranova shares are transferred to the Euronext Growth Paris market, they will no longer be eligible for the Deferred Settlement Service (SRD).

Indicative timetable for the proposed transfer (subject to approval by the combined general meeting of shareholders of the Company, Euronext Paris SA, and Euronext):

October 28, 2025	Meeting of the Board of Directors to convene the Combined Shareholders' Meeting and submit to it, in particular, the proposal to transfer the Company's shares to Euronext Growth Paris
October 29, 2025	Press release on the proposal to transfer the listing to Euronext Growth Paris
December 10, 2025	Holding of the Combined General Meeting called to vote on the transfer to Euronext Growth Paris In the event of a favorable vote at the Combined General Meeting : <ul style="list-style-type: none"> - Meeting of the Board of Directors deciding to implement the transfer - Press release informing the public of the final decision to apply for listing on Euronext Growth Paris
December 11, 2025	Application filed with Euronext Paris to delist the shares from Euronext Paris and list them on Euronext Growth Paris
No earlier than February 11, 2026	Effective transfer. Delisting of shares from Euronext Paris - Admission of shares to trading on Euronext Growth Paris

Admission to trading on Euronext Growth Paris at the earliest after the expiration of a period of two months from the date of the Combined General Meeting approving it, i.e. at the earliest on February 11, 2026.

Financial calendar:

November 13, 2025: Q1 2025-2026 revenue
December 10, 2025: Combined General Meeting of Shareholders

Telephone number for individual shareholders available from Tuesday to Thursday between 2 p.m. and 4 p.m. for calls within France: **08 05 29 10 00** (local rate).

About Claranova:

Claranova is a leading software publisher in the Utilities, PDF, and Photo segments. Reflecting its profile as a truly international group, 94% of its nearly €120m in revenue originates from outside France. Claranova develops technological solutions available on the Internet, mobile phones, and tablets, aimed at a wide range of individual and professional customers.

Through its products and solutions sold in over 160 countries, the Group's mission is to "*Transform technological innovation into simple, user-centric products and solutions*". As a fully integrated company, Claranova controls its entire value chain, from product development to customer acquisition, customer relationship management (CRM), and final payment through its proprietary platform.

Capitalizing on its expertise in digital marketing, AI, and data analysis from active customers worldwide, the Group optimizes customer loyalty and the profitability of its activities. Operating in high-potential markets, the Group will pursue a growth strategy focused on profitability and operational excellence.

Claranova is eligible for French “PEA-PME” tax-advantaged savings accounts
For more information on Claranova Group:

<https://www.claranova.com> or 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.