

Iris Financial
exempted company with limited liability
Registered office: Harbour Place, 103 South Church Street, P.O. Box 10240,
KY1-1002, Grand Cayman, Cayman Islands
Cayman Islands General Registry number: 371803
(the “**Company**”)

Report of the board of directors of the Company (the “**Report**”) to the Company’s extraordinary general meeting of shareholders to be held on 12 December 2024 (the “**EGM**”) in accordance with article 420-26 (5) of the Luxembourg law of 10 August 1915 on commercial companies, as amended (the “**Law**”)

1. The EGM’s agenda contains a proposal (the “**Proposal**”) to, among others:
 - introduce in the articles of association of the Company (the “**Articles**”) an authorised share capital of an amount of four hundred thirty-six thousand two hundred five Euros (EUR 436,205.-) (excluding the issued share capital of the Company) (the “**Authorised Share Capital**”);
 - authorise the board of directors of the Company (the “**Board of Directors**”) to:
 - issue ordinary shares, class B shares and/or class C shares, without designation of nominal value (the “**Ordinary Shares**”, the “**Class B Shares**” and the “**Class C Shares**”), grant options or warrants to subscribe for Ordinary Shares, Class B Shares, and/or Class C Shares and to issue any other instruments giving access to shares, with the possibility for the Board of Directors to limit and/or cancel the preferential subscription rights of the existing shareholders of the Company;
 - convert or exchange shares, in particular to convert or exchange Class B Shares, Class C Shares, sponsor shares into Ordinary Shares;
 - cancel shares issued and redeemed by or re-transferred to the Company; and
 - as part of the amendment and restatement of the Articles, introduce an article 7 on the Authorised Share Capital and related authorisations granted to the Board of Directors.
2. The Proposal is based on the need, among others, to (i) issue shares in connection with business combination between the Company and Younited S.A.; (ii) issue shares in connection with equity and/or management incentive plans within the limits set out below, (iii) issue shares upon exercise of any warrants outstanding issued by the Company, and (iv) have adequate flexibility going forward.
3. This Report is drawn up, in accordance with article 420-26 (5) of the Law, to support the Proposal made to the EGM. In the present Report, the Board of Directors explains the scope and nature of the powers it will have in relation to the Company’s Authorised Share Capital, if the Proposal is approved by the EGM.
4. The EGM will be requested to introduce the Authorised Share Capital in the Articles.
5. The permitted uses by the Board of Directors of the Authorised Share Capital will be as follows, during a period of five (5) years starting on the date of the EGM (the “**Authorisations**”):
 - issue Ordinary Shares, Class B Shares, and/or Class C Shares, to grant options or warrants to subscribe for Ordinary Shares, Class B Shares, and/or Class C Shares and to issue any other instruments giving access to Ordinary Shares, Class B Shares, and/or Class C Shares within the limits of the Authorised Share Capital to such persons and

on such terms as they shall see fit and specifically to proceed to such issue with removal or limitation of the preferential right to subscribe to the Ordinary Shares, Class B Shares, or Class C Shares, issued for the existing Shareholders;

- determine the conditions of any capital increase within the limits of the Authorised Share Capital including through contributions in cash or in kind, by means of a set off, by the incorporation of reserves, issue premiums or retained earnings, with or without the issue of new Ordinary Shares, or following the conversion or exchange of sponsor shares, Class B Shares and/or Class C Shares, in each case into Ordinary Shares, issue and the exercise of warrants, subordinated or non-subordinated bonds, convertible into or repayable by or exchangeable for Ordinary Shares (whether provided in the terms at issue or subsequently provided), or following the issue of bonds with warrants or other rights to subscribe for Ordinary Shares, or through the issue of stand-alone warrants or any other instrument carrying an entitlement to, or the right to subscribe for, Ordinary Shares;
- set the subscription price, with or without issue premium, the date from which the Ordinary Shares or other financial instruments will carry beneficial rights and, if applicable, the duration, amortisation, other rights (including early repayment), interest rates, conversion rates and exchange rates of the aforesaid financial instruments as well as all the other conditions and terms of such financial instruments including as to their subscription, issue and payment, for which the Board of Directors may make use of Article 420-23 paragraph 3 of the Law; and
- subject to the law and pre-determined performance criteria, allocate existing Ordinary Shares or new Ordinary Shares issued under the Authorised Share Capital free of charge, by the incorporation of reserves or otherwise, to employees and officers of the Company (including members of the Board of Directors) or its affiliates and to trustees which will hold the Ordinary Shares to satisfy awards, options or other similar instruments of such employees and officers of the Company or its affiliates, as the case may be.

6. With respect to the employee stock option plan (*plan d'attribution gratuite d'action*) to be implemented by the Board of Directors for the grant of shares representing a maximum of 6 % of the fully diluted shares of the Company, the Authorisations above shall be valid during a maximum period of thirty-eight (38) months starting on the date of the EGM, period during which the Board of Directors may issue free shares or grant stock options to the benefit of employees or corporate officers of the Company or its subsidiaries under the Authorised Capital.

In the case of issuance of free shares, the Board of Directors must determine:

- the total number of free shares allocated, which cannot exceed 15% of the share capital at the date of the decision of the Board of Directors;
- an acquisition period with a minimum duration which cannot be less than one year;
- as the case may be, a holding period with a minimum duration so that the combined duration of the acquisition and holding periods is not less than two years.

The Board of Directors may provide for the definitive acquisition of the shares prior to the expiration of the acquisition period if the beneficiary becomes disabled. In addition, the Board of Directors may provide that in the event of the beneficiary's death, his or her heirs may request, within a six-month period following the date of death, the immediate delivery of the free shares.

7. Consequently, the Board of Directors requests the EGM to approve the Proposal and therefore to approve the introduction of the Authorised Share Capital and the related Authorisations to the Board of Directors in the Articles.

On behalf of the Board of Directors, on 29 November 2024

Signed by:

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Name: Elizabeth Critchley

Title: Director

Signature page to report of the board of directors of Iris Financial