



PRESS INFORMATION

Heading: Share buyback

Nanterre, December 12, 2023 (after trading)

SHARE BUYBACK PROGRAM EFFECTIVE LAUNCH

The Shareholders' Meeting of June 8, 2023 renewed the authorization granted to the Board of Directors, for a period of 18 months, to buy back the company's own shares. With effect from June 9, 2023, the Board has implemented the share buyback program authorized by the Shareholders' Meeting, with the sole aim of stimulating the market in the Company's shares.

Drawn up in application of article 241-2 et seq. of the AMF's General Regulations, this description sets out the terms and objectives of NEURONES' (the "Company") share buyback program under the authorization granted by the Shareholders' Meeting of June 8, 2023. The program will be effective as soon as this announcement is published.

1. Breakdown of equity shares held by objective

The number of treasury shares held by the Company at November 30, 2023 was 4,277, representing less than 0.02% of the share capital of 24,278,716 shares.

These shares were acquired for the sole purpose of stimulating the market in the Company's shares, and are therefore all included in the balance sheet of the liquidity contract signed with CIC on August 1, 2019.

2. Description of the authorization granted by the Shareholders' Meeting

- **Authorization:** nineteenth resolution of the Annual Shareholders' Meeting of June 8, 2023,
- **Shares concerned:** NEURONES ordinary shares (ISIN code: FR0004050250)
- **Maximum percentage of capital authorized for buyback by the Shareholders' Meeting:** 10% of the Company's capital (i.e. 2,422,821 shares to date). However, in accordance with the law, the number of shares acquired with the view of subsequently being exchanged or used as payment as part of acquisitions cannot exceed 5% of the company capital. When shares are purchased to promote liquidity, the number of shares taken into account for the calculation of the 10% limit corresponds to the number of shares purchased, after deducting the number of shares resold during the term of the authorization.
- **Maximum purchase price:** €75 (excluding acquisition costs) per share, it being specified that the purchase price limit may be adjusted in the event the Company conducts any financial transactions or takes decisions affecting the company capital.
- **Maximum amount of the program authorized by the Shareholders' Meeting:** €181,711,575,
- **Objectives of the program authorized by the Shareholders' Meeting:**
The Shareholders' Meeting, ruling pursuant to the provisions of article L.225-209 of the French Commercial Code, after having reviewed the management report, authorizes, for a period not exceeding 18 months from this Meeting, the Board of Directors to purchase the Company's own shares in order to:

1) subsequently cancel them,

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2) cover:

- a. stock option plans and other forms of allocating shares to employees and/or to company officers, especially for Company profit sharing, a Company Savings Plan (CSP) or the allocation of bonus shares,
- b. financial instruments carrying a right to an allotment of shares in the Company,

3) simulate the share price through an Investment Service Provider via a liquidity agreement complying with the code of professional conduct of the *Association Française des Marchés Financiers* (French Association of Financial Markets),

4) hold purchased shares for subsequent use in exchange or as payment for an acquisition.

The shares may be bought back through market transactions or by purchasing blocks, without any specific limitation for such block acquisitions.

- ***Duration of authorization to implement the program:*** 18 months from the date of the Shareholders' Meeting, i.e. until December 8, 2024.

3. Implementing a share buyback program

At its meeting of June 8, 2023, the Board of Directors decided to implement a share buyback program based on the aforementioned authorization, with the sole aim of stimulating the Company's share price through a liquidity contract with CIC.

On the same basis, the Company's Board of Directors today decided to implement, with effect from December 13, 2023, a new share buyback program to pursue the following two objectives:

- ***Stimulate the market for the Company's shares, in particular to promote liquidity, within the framework of a liquidity contract that complies with a code of ethics recognized by the AMF and entered into with an ISP in accordance with the market practices accepted by the AMF.***
The Company notes that it has allocated the sum of €400,000 in cash to implement the liquidity contract entered into on August 1, 2019 with CIC.
- ***Cancel shares bought back in order to reduce capital, within the scope and subject to the authorization of the Shareholders' Meeting currently in effect.***
The Board specifies that the maximum number of shares that may be acquired under this objective has been set at 1,950,000 (i.e. around 8% of the share capital) at a maximum price of €50 per share (excluding acquisition costs), representing a maximum amount of €97.5 million (excluding costs).

This program will supersede the existing program from June 9 to December 12, 2023 inclusive.

About NEURONES

With over 6,800 experts, and ranking among the French leaders in consulting and digital services, NEURONES helps large companies and organizations implement their digital projects, transform their IT infrastructures and adopt new uses.

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