



PRESS INFORMATION

Heading: Share buyback

Nanterre, June 5, 2025 (after trading)

DESCRIPTION OF THE SHARE BUYBACK PROGRAM

The Shareholders' General Meeting of June 5, 2025 renewed the authorization granted to the Board of Directors, for a period of 18 months, to proceed with the purchase of the company's own shares.

Prepared in application of Article 241-2 et seq. of the AMF General Regulation, this description sets out the terms and objectives of NEURONES' (hereinafter the "Company") share buyback program of its own shares under the authorization of the Shareholders' General Meeting of June 5, 2025.

1. Breakdown of equity shares held by objective

As of May 31, 2025, the Company held 2,700 of its own shares, representing approximately 0.01% of the share capital composed of 24,328,716 shares. They were acquired under the authorization granted annually by the Shareholders' General Meeting, in particular that of June 6, 2024. This authorization was renewed by today's Shareholders' General Meeting.

These shares were acquired solely for the purpose of supporting the market for the Company's securities and are therefore all recorded on the balance sheet of the liquidity contract entered into with CIC on August 1, 2019.

2. Description of the share buyback program authorized by the Shareholders' Meeting

- **Authorization:** Seventeenth resolution of the Shareholders' General Meeting of June 5, 2025.
- **Shares concerned:** NEURONES ordinary shares (ISIN code: FR0004050250).
- **Maximum percentage of capital authorized for buyback by the Shareholders' Meeting:** 10% of the Company's share capital (i.e., 2,432,871 shares as of today). However, in accordance with the law, the number of shares acquired for the purpose of later transfer in exchange or as payment in connection with external growth transactions may not exceed 5% of the share capital.
- **Maximum purchase price:** €90 (excluding acquisition costs) per share; it is specified that the purchase price limit will, where applicable, be adjusted in the event of any corporate transactions or decisions affecting the share capital.
- **Maximum amount of the program authorized by the Shareholders' Meeting:** €218,958,390
- **Objectives of the program authorized by the Shareholders' Meeting:**
The Shareholders' General Meeting, acting pursuant to the provisions of Article L.225-209 of the French Commercial Code, and after having taken note of the management report, authorizes, for a period not to exceed 18 months from this Meeting, the Board of Directors to proceed with the purchase of the Company's own shares for the purpose of:

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- 1) their subsequent cancellation;
- 2) cover:
 - a. stock option plans and other forms of share allocations to employees and/or corporate officers of the group, notably in relation to profit-sharing, an Employee Savings Plan (PEE) or free allocation of shares;
 - b. financial instruments giving entitlement to the allocation of the Company's shares;
- 3) supporting the share price through an Investment Services Provider under a liquidity contract compliant with the code of conduct of the Association Française des Marchés Financiers;
- 4) holding the purchased shares and their subsequent transfer in exchange or as payment in connection with external growth transactions.

Share repurchases may be carried out by market transactions or by block purchases, with no specific limitation on such block acquisitions

- **Duration of authorization to implement the program:** 18 months from the Shareholders' Meeting, i.e., until December 5, 2026.

3. Implementation of the share buyback program authorized by the Shareholders' Meeting

The Company's Board of Directors has decided to implement the share buyback program authorized by the Meeting of June 5, 2025 in order to continue pursuing the following two objectives:

- **Support liquidity in the Company's securities, notably to promote liquidity, under a liquidity contract compliant with a code of conduct recognized by the AMF and concluded with an Investment Services Provider in accordance with market practice accepted by the AMF.**
The Company recalls that it has allocated the sum of €400,000 in cash to the implementation of the liquidity contract entered into on August 1, 2019 with CIC. When shares are acquired for the purpose of promoting liquidity, the number of shares taken into account for the calculation of the 10% limit indicated above corresponds to the number of shares purchased, net of the number of shares sold during the authorization period..
- **Cancel the repurchased shares in order to reduce the capital, within the framework and subject to an authorization from the Shareholders' Meeting that is in force.**
The Board specifies that the maximum number of shares that may be acquired for this purpose has been set at 2,400,000 (i.e., approximately 10% of the share capital) at a maximum price of €75 per share (excluding acquisition costs), representing therefore a maximum amount of €180 million (excluding costs).

This program replaces the one in force since June 7, 2024 and will become effective upon the dissemination of this description.

About NEURONES

With 7,250 experts, and ranking among the French leaders in management consulting and digital services, NEURONES helps large companies and organizations make their transition to a digital and sustainable economy, implement their digital projects, transform their IT infrastructures and adopt new uses.

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