



AROUNDTOWN SA
Société Anonyme
40, Rue du Curé
L-1368 Luxembourg
R.C.S. Luxembourg: B 217868
(the "Company")

VOTING RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 16 DECEMBER 2019

Number of shares present or represented at the Extraordinary General Meeting: **696,292,461** shares, reflecting **56.906%** of the total issued capital as of the relevant record date **2 December 2019 at midnight (24.00) (CET)**

Total number of votes validly cast: 696,292,461
Vote in favor: 497,243,772
Vote against: 198,988,445
Abstentions: 60,244

Sole item on the agenda

The Meeting:

- a. approves the increase of the existing authorized share capital of the Company from its present amount of EUR 20,000,000 to EUR 30,000,000 and approves the modification and renewal of the authorization of the Board of Directors to increase the corporate share capital within the limits of the authorized share capital for a period of five (5) years from 16 December 2019;
- b. approves the report of the Board of Directors relating to the possibility of the Board of Directors to suppress or limit any preferential subscription rights of the shareholders in relation to an increase of the share capital made within the authorized share capital of the Company;
- c. approves to grant to the Board of Directors all powers to carry out capital increases within the framework of the authorized capital and to cancel or limit any preferential subscription right of the shareholders of the Company on the issue of new shares; and
- d. approves to amend article 7 of the Articles to read as follows:

Article 7. Authorized Share Capital

7.1 The Company's share capital may be increased from its present amount to up to thirty million Euro (EUR 30,000,000) by the creation and the issue of new shares with a par value of one Cent (EUR 0.01) each.

7.2 The Board of Directors is fully authorized and entitled:

7.2.1 to increase the subscribed capital within the limits of the authorized capital as a whole at once, by successive portions or by continuous issues of new shares, to be paid up in cash, by contribution in kind, by conversion of shareholders' claims, including but not limited to, contribution in kind of dividend or distribution claims of a shareholder, or following approval of the general meeting of shareholders, by incorporation of profits or reserves into capital;

7.2.2 to issue convertible bonds, notes, warrants and, generally, any financial instruments granting the right to their holders to subscribe for one or more shares of the Company. The Board of Directors may at its sole discretion determine the conditions under which the convertible bonds, the notes, the warrants or the financial instruments granting the right to their holders to subscribe for one or more shares of the Company shall be issued, including the type, the form, the price, the currency, the interest rate, as well as any condition relating to the issue, exercise, transfer and conversion of such convertible bonds, notes, warrants or financial instruments. Such issue shall comply with the limits of the authorized capital and with the applicable legal provisions and more particularly with article 420-27 of the Law, as applicable;

7.2.3 to issue shares, options and any financial instruments granting the right to their holders to subscribe for one or more shares of the Company under any share option programme, management or any other incentive scheme of the Company (each a "Programme");

7.2.4 to determine the place and the date of the issue or the successive issues, the issue price, with or without any issue premium, the date as of when the shares are entitled to distributions, the terms and conditions of subscription and payment of the additional shares; and

7.2.5 to suppress or limit the preferential subscription rights of the shareholders when issuing shares in accordance with this Article 7.

7.3 Such authorization is valid for a period of five (5) years starting on 16 December 2019 and may be renewed by a general meeting of shareholders with respect to the shares of the authorized capital which at that time shall not have been issued by the Board of Directors.

7.4 As a consequence of each increase of capital rendered effective in accordance with this Article, the Board of Directors or any persons appointed for such purposes are authorized (i) to amend the Articles such as to correspond to the increase so rendered effective and (ii) to document such modification in notarial form.