

Héricourt, October 19, 2023

GAUSSIN SA announces that it will hold its Shareholder's Meeting on November 22, 2023 and provides further details on the progress of the strategic merger with CSG

GAUSSIN SA (ALGAU - FR0013495298) announces that the company's shareholders are convened to a Combined Shareholder's Meeting on November 22, 2023 at 11:00 am at the company's headquarters at 11, rue du 47ème Régiment d'Artillerie, Héricourt 70400.

The notice of meeting and the resolutions to be submitted to the Shareholder's Meeting were published in the Bulletin des Annonces Légales Obligatoires (BALO) n°124 on October 16, 2023. They may be consulted [here](#).

You can vote on the resolutions by Internet or by post. Voting procedures are detailed below.

The notice of meeting published in the BALO (Bulletin des Annonces Légales Obligatoires) on October 16, 2023 gives you access to the agenda of the Meeting and the resolutions to be submitted to your vote, as well as the main procedures for participating, voting and exercising your rights.

Documentation relating to the Combined Shareholder's Meeting will be available on the company's website, www.gaussin.com, in the "Company" / "Investors" / "Financial Publications" section, within the legal deadlines.

The main resolutions to be submitted for your approval concern the appointment of six new additional directors proposed by Czechoslovak Group (CSG), as well as financial delegations and authorizations granted to the Board of Directors in connection with the execution of the agreements with CSG.

TABLON s.a, CSG's investment company, currently holds around 20.15% of GAUSSIN SA's share capital, following its subscription to GAUSSIN SA's capital in March 2023 (cf. [press release of March 15, 2023](#)).

In accordance with the agreements signed with CSG at the time of the investment and announced in the press release of October 12 (cf. [press release of October 12, 2023](#)), a first tranche of 15 million euros has already been paid by Tablon s.a. to GAUSSIN NORTH AMERICA, a subsidiary of GAUSSIN SA, in the form of a loan. The balance of the investment, i.e. 10 million euros, will be paid as and when required by the GAUSSIN Group. Under the terms of this combination, CSG has the option of converting the above financing into GAUSSIN SA shares under the conditions set out below.

This financing is accompanied by the appointment of 6 additional Directors proposed by CSG, namely:

- Mr Aleš Klepek;
- Mr David Pergl;
- Mr Dmytro Khoruzhyi;
- Mr Ladislav Štorek;
- Mr Petr Formánek; and
- Mr Tomáš Albrecht.

If these directors are appointed, the Board of Directors will comprise ten members, including the six mentioned above.

Mr. Dmytro Khoruzhyi was also appointed Chief Operating Officer of the Group by the Board of Directors on October 6, 2023.

In addition to the resolutions concerning the appointment of the six directors, the Combined Shareholder's Meeting of November 22, 2023 will be asked to approve the necessary resolutions to enable the CSG Group to convert the above-mentioned financing into GAUSSIN SA shares, up to a maximum nominal amount of €25,000,000.

The conversion price will be equal to the volume-weighted average closing price of GAUSSIN SA shares over the 20 trading days preceding conversion, less a 20% discount, provided that this price is not less than one euro.

Dilution

Assuming that the Shareholder's Meeting adopts the necessary delegations and that CSG exercises its conversion option, full conversion of the financing (on the basis of a theoretical conversion price calculated for conversion today of 1 euro) would result in a share capital increase of 25,000,000 million euros corresponding to the issue of 25,000,000 new GAUSSIN SA shares, representing a dilution rate of around 40.27% on the basis of the Company's share capital today (37,078,664 euros) and around 30.42% on a diluted basis. In the event of full conversion of the financing, GAUSSIN SA's share capital would increase from 37,078,664 euros to 62,078,664 euros, divided into 62,078,664 shares of 1 euro each. In this context, CSG would hold approximately 52.31% on a non-diluted basis and approximately 39.51% on a diluted basis.

Impact on equity

For information purposes, the impact of the capital increase resulting from the full conversion of the financing into shares on the proportion of shareholders' equity per share (theoretical calculations based on a price for conversion at today's date, shareholders' equity at June 30, 2023* and the number of shares making up the Company's share capital at today's date (37,078,664) would be as follows:

- equity per share (in euros): 0,52 euro
- after issue of the 25,000,000 new shares on a non-diluted basis: 0,72 euro**
- after issue of the 25.000.000 news shares on a diluted basis: 1,07 euro**

Impact of the issue on the interest of a shareholder currently holding 1% of the Company's share capital

For information purposes, the impact of the capital increase resulting from the full conversion of the financing into shares on the shareholding of a shareholder holding 1% of the share capital of GAUSSIN SA prior to the capital increase (calculations based on the number of shares making up the share capital of GAUSSIN SA on today's date) would be, after the issue of the 25,000,000 new shares, 0.597% of the share capital on a non-diluted basis and 0.451% of the share capital on a diluted basis***.

Impact of the issue on the Company's capital structure

For information purposes, to the best of GAUSSIN SA's knowledge, the breakdown of capital stock*** before and after the settlement-delivery operations for the capital increase resulting from the full conversion of the financing into shares would be as follows:

* Shareholders' equity excluding net income at June 30, 2023.

**Excluding transaction costs.

***Assuming full exercise of the warrants and other dilutive instruments issued and allocated by the Company entitling their holders to subscribe to 20,100,175 new shares.

	Before operation	After operation
Registered shareholders	5,25 %	3,14 %
Bearers	94,75 %	96,86 %

Impact on 2023 sales forecasts

As a reminder, the GAUSSIN Group had published a sales and licensing revenue target in excess of 100 million euros for 2023 (cf. [press release of August 2, 2023](#)).

In view of the alliance with CSG and the review of the GAUSSIN Group's strategy, this objective has lapsed.

Formalities for postal and proxy voting

The company's shareholders are invited to take part in the General Meeting via VOTACCESS, or to return the single postal voting form if they are unable to attend, or to appoint a proxy. The form will shortly be available on the GAUSSIN SA website, and may also be requested in writing from their account keeper by holders of bearer shares, it being specified that requests received no later than six days before the date of the meeting will be granted.

The full text of the resolutions is already available on the GAUSSIN SA website, and the Board of Directors' report will be available shortly.

1. **You wish to request an admission card, vote by mail or appoint a proxy to attend the meeting via VOTACCESS.**
 - A. **If you are a registered shareholder**, you can make your request online via the secure VOTACCESS platform accessible via the website www.sharinbox.societegenerale.com. If you are a direct registered shareholder, you will need to log on to the Sharinbox site using your usual access code (shown on the single voting form enclosed with the notice of meeting) or your login email (if you have already activated your Sharinbox by SG Market account), followed by the password already in your possession. If you are an intermediary registered shareholder, you will need to connect to the Sharinbox site using the login and password that will be sent to you a few days before the opening of the voting period. Once on the Sharinbox home page, follow the on-screen instructions to access the VOTACCESS platform, where you can request your admission card online, vote or appoint or revoke a proxy.
 - B. **If you are a bearer shareholder**, you will need to contact your bank to find out whether or not it is connected to the VOTACCESS secure platform, and if so, whether this access is subject to any special conditions of use. If this is the case, you can use your usual access codes to log on to your account holder's Internet portal to access the VOTACCESS site, then follow the on-screen instructions to request an admission card, vote, or appoint or revoke a proxy.
 - C. Access to the VOTACCESS platform will be open from Friday November 3, 2023 at 9:00 a.m. and will close on the day before the General Meeting, i.e. Tuesday November 21, 2023 at 3:00 p.m. (Paris time). We recommend that you should not wait until the last few days to connect to the VOTACCESS platform and vote, in order to avoid any saturation of the platform.
2. **If you do not wish to take part in the meeting via VOTACCESS**, you will shortly find on the website templates for completing your postal voting form according to the following choices:
 - A. **You wish to attend the meeting.** You must complete the single form available on the company's website or enclosed with the notice of meeting sent to you, ticking the "I wish to attend this meeting" box, then return the dated and signed form to Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3 or, for bearer shareholders, ask your bank or broker to send you an admission card.

- B. **You are voting by post** because you are unable to attend the meeting on November 22, 2023 at 11:00 a.m. You must complete the single form available on the company's website or enclosed with the notice of meeting sent to you, ticking the "I vote by post" box, then return it, dated and signed, to Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3 or, for bearer shareholders, return it to the authorized institution, which will forward it, together with a certificate of participation issued by it, to Société Générale Securities Services.

If you leave the boxes blank, you vote "YES"; if you darken the boxes, depending on the box ticked, you either vote "NO" or abstain.

To be taken into account, the single voting form must be received by Société Générale Securities Services' Meetings Department by Saturday November 18, 2023 at the latest, failing which it will not be taken into account.

- C. **You wish to appoint a proxy to vote at the meeting** as you are unable to attend the meeting on November 22, 2023 at 11:00 a.m.. You must complete the single form available on the company's website or enclosed with the notice of meeting sent to you, ticking the box :

- "I give my proxy to the Chairman of the General Meeting" if you wish to give your proxy to the Chairman of the General Meeting.
- If you wish to give your proxy to another person*, please enter their name and address.

** the beneficiary of your proxy may only be a shareholder of GAUSSIN SA, your spouse or your partner in a civil partnership (proof of status is required).*

Then return it, dated and signed, to Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3 or, for bearer shareholders, return it to the authorized institution, which will forward it, together with a certificate of participation issued by it to Société Générale Securities Services.

Paper proxy appointments or revocations must also be received no later than Saturday, November 18, 2023.

You may also notify the appointment or revocation of a proxy by electronic means in accordance with the provisions of article R.22-10-24 of the French Commercial Code, by sending an e-mail to the following address: assemblees.generales@sgss.socgen.com.

This e-mail must include an attachment containing a scanned copy of the proxy voting form specifying your full name, address and bank details, as well as the name and address of the proxy appointed or revoked, together with the certificate of participation issued by your authorized intermediary.

In addition, you must ask your bank or financial intermediary who manages your securities account to send written confirmation to Société Générale Securities Services, at the above address.

Only notifications of appointment or revocation of mandates may be sent to the above-mentioned e-mail address; any other request or notification for any other purpose will not be taken into account and/or processed.

In order for the electronic designation or revocation of mandates to be taken into account, confirmations must be received by Societe Generale Securities Services no later than Tuesday November 21, 2023 at 3 p.m. (Paris time).

Further information on how to take part in the General Meeting is available [here](#).

About GAUSSIN

GAUSSIN is an engineering company that designs, assembles and markets innovative products and services in the field of transport and logistics. Its know-how covers the transport of goods and people, autonomous technologies for driverless use such as Automotive Guided Vehicles, and the integration of all types of batteries, particularly electric and hydrogen batteries. With more than 50,000 vehicles worldwide, GAUSSIN enjoys a strong reputation in four rapidly expanding markets:

port and airport terminals, logistics and people mobility. The group has signed agreements with global companies: Qatar Airways Cargo, Maersk APMT, UPS and Amazon. GAUSSIN has expanded its business model by signing licensing agreements to accelerate the distribution of its technology throughout the world. The acquisition of METALLIANCE is the culmination of the emergence of an international group present in all segments of intelligent and clean vehicles.

GAUSSIN won twice the Dubai World Challenge - Global Competition for Autonomous Transport, in 2019 and 2021.

In January 2022, GAUSSIN successfully completed the 2022 Dakar Rally with its H2 Racing Truck®, the first hydrogen vehicle to take part in the race and generate zero CO2 emissions.

In March 2022, Christophe Gaussin was named "Hydrogen Personality of the Year" during a ceremony at the French National Assembly as part of the Hydrogénies - Trophées de l'Hydrogène.

In April 2023, GAUSSIN joined forces with the Japanese giant MACNICA to take over the assets of NAVYA, the French leader in autonomous driving, through the creation of a joint company dedicated to autonomous and clean mobility.

GAUSSIN is listed on Euronext Growth in Paris since 2010 (EURONEXT GROWTH - FR0013495298).

More information on www.GAUSSIN.com



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