

**RM2 INTERNATIONAL S.A.**  
**Société anonyme**  
**5, rue de la Chapelle**  
**L-1325 Luxembourg**  
**R.C.S. Luxembourg B 132 740**

The shareholders of the Company are hereby convened to the

**EXTRAORDINARY GENERAL MEETING**

which will be held at 5, rue de la Chapelle, L-1325 Luxembourg on **July 17<sup>th</sup>, 2017** at 9.00 a.m. with the following agenda:

*AGENDA*

- 1. Reporting of resolutions of the board of directors at which director(s) had interests conflicting with the interests of the Company;**
- 2. Presentation of the special report of the board of directors of the Company as foreseen by article 32-3 (5) of the Luxembourg law on commercial companies in relation to the suppression of the preferential right of subscription referred to in the point 3 of the agenda regarding the amendment and increase of the authorized share capital;**
- 3. Suppression of the preferential right of subscription of the existing shareholders of the Company related to the increase of the authorized share capital;**
- 4. Amendment and increase of the existing authorized share capital authorizing the board of directors to increase the subscribed share capital of the Company with effect as of the date of the extraordinary general meeting in one or more tranches up to the amount of USD 1,263,157.73 and to realize the increases of the share capital with or without share premium by the issue of new Ordinary Shares and Class B Convertible Preferred Shares (collectively the “Authorized Shares”), grant of options exercisable into Authorized Shares, rights to subscribe for or convert any instruments into Authorized Shares against payment in cash or in kind, by contribution of claims, by capitalization of reserves (including in favor of new shareholders) or in any other manner to be decided by the board of directors, as follows:**
  - Special authorization to the board of directors or an appointed committee thereof to proceed to such increases of the subscribed share capital of the Company by the issue of Class B Convertible Preferred Shares, which can be issued, where necessary, in different series, depending on the issue date and on the issue price of such shares, up to the amount of USD 463,157.73 and by cancelling or limiting the existing shareholders preferential right to subscribe for such Class B Convertible Preferred Shares;**

- **Special authorization to the board of directors or an appointed committee thereof to proceed to such increases of the subscribed share capital of the Company by the issue of ordinary shares up to an amount of USD 500,000.- and by cancelling or limiting the existing shareholders preferential right to subscribe for such ordinary shares in relation to the ESOP program of the Company;**
  - **Special authorization to the board of directors or an appointed committee thereof to proceed to such increases of the subscribed share capital of the Company by the issue of ordinary Shares up to an amount of USD 300,000.- and by cancelling or limiting the existing shareholders preferential right to subscribe to such ordinary shares to the holders of Convertible Preferred Shares who have become entitled to the adjustment of the Conversion Ratio and paid in by way of capitalization of the then available reserves (including for avoidance of doubt the share premium account) or by payment in cash at the nominal value of such Ordinary Shares;**
- 5. Decision to amend the relevant provisions of the Articles of Association of the Company, so as to reflect the above decisions taken;**
  - 6. Decision to amend Article 5.7.3(1) and Article 5.7.3(2) of the Articles of Association of the Company to replace “GBP 0.35” with “the price for which the Convertible Preferred Shares were subscribed” and to replace “Ordinary Shares” by “Convertible Preferred Shares” in the definition of the term A;**
- 7. Miscellaneous.**