

**BIGBEN INTERACTIVE**  
Société anonyme with a capital of EUR 38,760,968  
Registered office : 396/466, rue de la Voyette – CRT 2 – 59273 Fretin - France  
320 992 977 R.C.S. Lille Métropole  
(the « **Company** »)

**REPORT OF THE BOARD OF DIRECTORS TO  
THE GENERAL MEETING OF THE HOLDERS OF BONDS  
EXCHANGEABLE INTO NACON SHARES  
ISSUED ON 19 FEBRUARY 2021**

As holders of bonds exchangeable into Nacon shares (the "**Bondholders**") issued by the Company on February 19, 2021, identified under ISIN code FR0014001WC2 (the "**Bonds**"), you have been invited to a general meeting in order to submit for your approval a proposed partial asset contribution subject to the regime for demergers, pursuant to which the Company plans to contribute to its subsidiary Bigben Logistics, in which it holds 100% of the capital and voting rights, all the assets, liabilities, rights and obligations of any kind that make up its logistics business (the "**Proposed Partial Contribution of Assets**").

The notices required by law were duly sent to you and all the documents and materials required by the regulations in force were made available to you under the conditions and within the time periods provided for by the legal, regulatory and statutory provisions.

The Proposed Partial Asset Contribution would be subject to the simplified legal regime for demergers in accordance with the provisions of Articles L. 236-16 to L. 236-21 and L. 236-22 of the French Commercial Code. In consideration of the Proposed Partial Asset Contribution, Bigben Logistics would issue new ordinary shares to the Company, in accordance with the provisions of the draft partial asset contribution agreement subject to the demerger regime filed with the Registrar Office of the Lille Métropole Commercial Court on May 12, 2022 (the "**Draft Contribution Agreement**"), which is attached hereto as Appendix 1.

By voting on the 1<sup>st</sup> resolution, you will be asked, in accordance with the provisions of Articles L. 228-65 I and L. 236-18 of the French Commercial Code, (i) to take note of the fact that the Proposed Partial Contribution of Assets does not entail any modification of the terms and conditions of the Bonds, (ii) to approve the Proposed Partial Contribution of Assets and, consequently, (iii) not to oppose the Proposed Partial Contribution of Assets.

For the vote of the 2<sup>nd</sup> resolution, you will be asked to set, in accordance with the provisions of Article R. 228-74 al. 1 of the French Commercial Code, the filing of the attendance sheet, the powers of attorney of the Bondholders represented and the minutes of the general meeting of Bondholders at the registered office of the Company in order to allow any Bondholder concerned to exercise the right of communication granted to him/her by law.

Finally, the purpose of the 3<sup>rd</sup> resolution is to grant all powers to the representative of the Bondholders, Aether Financial Services, to make all communications and carry out all legal or administrative formalities, including the publication of these resolutions in accordance with the terms and conditions of the Bonds.

### **Main features of the Proposed Partial Asset Contribution**

#### **1. Description of the Proposed Partial Asset Contribution**

The Company (the "**Contributor**") was founded in 1981 and its main activity is the design and trading of audio products as well as logistics services for the subsidiaries of the Bigben Group.

The Contributor wishes to contribute an independent business unit, consisting of all its activities in the field of logistics, storage, goods inventory management, preparation of orders, packaging and repackaging, order dispatch and after-sales service, as well as all related industrial, commercial, intellectual or real estate operations (the "**Logistics Unit**").

This contribution would be made with the aim of demerging this Logistics Unit, constituting a complete and autonomous branch of activity, within a wholly-owned subsidiary, Bigben Logistics (the "**Beneficiary**"), by proceeding with a partial contribution of assets. It is under these conditions that the Parties have agreed on the terms of the Draft Contribution Agreement, with a view to carrying out the contribution of all the assets and liabilities, as well as the resources required for the operation of the Logistics Division, by the Contributor to the Beneficiary (the "**Proposed Partial Asset Contribution**").

The Parties intend to place the Proposed Partial Asset Contribution, in accordance with the possibility offered by Article L. 236-22 of the French Commercial Code, under the legal regime for demergers provided for in Articles L. 236-16 to L. 236-21 of the French Commercial Code and to apply to it the simplified partial asset contribution procedure provided for in Article L. 236-22 of the French Commercial Code insofar as the Contributor holds 100% of the Beneficiary's capital and voting rights.

The Parties have decided, by mutual agreement, in accordance with the provisions of Article L. 236-10 of the French Commercial Code, not to have an official auditor for the corporate demerger appointed in the context of the Proposed Partial Asset Contribution.

## 2. Reasons and purpose of the Proposed Partial Asset Contribution

The Proposed Partial Asset Contribution is part of an internal structuring process of the group formed by the Contributor and its subsidiaries (the "**Group**"), with the aim of optimising the operational and strategic organisation of the Contributor's activities dedicated to the Logistics Division.

The Contributor also wishes, by means of the Proposed Partial Asset Contribution, to concentrate the activities relating to the Logistics Unit in a dedicated legal entity, thus allowing easier and immediate readability of its results.

Lastly, this reorganisation will give the Logistics Division the necessary independence by providing it with its own resources to increase its development and to potentially offer its services to third parties.

## 3. Financial statements used to establish the terms and conditions of the Proposed Partial Asset Contribution

The terms and conditions of the Proposed Partial Asset Contribution have been provisionally established, in accordance with the provisions of Article R. 236-3 of the French Commercial Code, on the basis of an accounting position as of 31 March 2022 (the "**Reference Accounts**").

These items are only provisional in nature, in so far as the definitive assets and liabilities contributed relating to the Logistics Division will result from the definitive accounting data as they will exist on the Effective Date (as this term is defined below), for the accounting value that they will have on this same date (the "**Final Accounts**").

The newly created Beneficiary has not yet started its activity and its equity is currently composed of its sole share capital, amounting to EUR 1,000. The first closing of the Beneficiary's accounts took place on 31 March 2022.

#### 4. Value of the shares contributed under the Proposed Partial Asset Contribution

In accordance with the possibility offered by the Bulletin Officiel des Finances Publiques (BOI-IS-FUS-30-20, the conditions of which are met in this case), the remuneration of the Contribution has been determined on the basis of the net book value, i.e. according to the ratio between the net book assets contributed (i.e. EUR 2,918,887) and the net book value of the Beneficiary at the time of its incorporation, which will result in the issuance of 2,918,887 ordinary shares of the Beneficiary without a contribution premium (subject to the provisions of Article 5.3.4 of the Contribution Agreement relating to the net asset guarantee).

#### 5. Remuneration of the Proposed Partial Asset Contribution

Since the Beneficiary has just been created and has not yet started any activity, the value of a share of the Beneficiary shall not exceed its nominal value, i.e. one (1) euro (EUR 1), it being specified that the share capital of the Beneficiary (before the Partial Contribution of Assets) is composed of 1,000 ordinary shares, and the Proposed Partial Asset Contribution will not result in the recognition of a contribution premium on the Final Completion Date (as this term is defined below), subject to the net asset guarantee provisions mentioned below.

The net assets contributed by the Contributor under the Proposed Partial Asset Contribution amount to EUR 2,918,887.

In consideration for the Proposed Partial Asset Contribution, the Beneficiary shall proceed, on the Final Completion Date, with a capital increase of a total nominal amount of EUR 2,918,887, by issuing 2,918,887 new ordinary shares issued at par, i.e., at their nominal value of one (1) euro (EUR 1) each, to the Contributor. The Beneficiary's share capital will thus be increased by the sum of EUR 2,918,887, bringing it from EUR 1,000 to EUR 2,919,887.

It is specified that it may be proposed, if applicable, to the sole shareholder of the Beneficiary called upon to rule on the Proposed Partial Asset Contribution to take note that it will subsequently be called upon to decide:

- (i) either, if the Real Net Assets are less than the Contributed Net Assets, to obtain the payment by the Contributor to the Beneficiary of a cash amount corresponding to the difference noted,
- (ii) or, if the Real Net Asset Value is greater than the Contributed Net Asset Value, to create a contribution premium, it being specified that the Contributor will then have no additional right in the Beneficiary's capital.

In the event of the creation of a contribution premium pursuant to the above paragraph, the sole shareholder of the Beneficiary shall also be called upon to authorise the Beneficiary's chairman to charge all costs, duties and fees incurred by the Proposed Partial Asset Contribution against this contribution premium, and more generally to allocate the contribution premium for any purpose other than to capital.

Subject to the fulfilment of the condition precedent as defined below, the 2,918,887 new shares issued by the Beneficiary will carry dividend rights on the Final Completion Date. They will be fully assimilated to the old shares, will enjoy the same rights and will bear the same charges, in particular any withholding tax, so that all the shares of the same nature, without distinction, will give the right to the payment of the same net amount at the time of any distribution or any repayment made during the Beneficiary's term or at the time of its liquidation.

#### 6. Conditions to the completion and completion date of the Proposed Partial Asset Contribution

The Proposed Partial Asset Contribution shall only become final and the capital increase of the Beneficiary in remuneration of the latter shall only be completed after the fulfilment of the following condition precedent: approval by the sole shareholder of the Beneficiary of the capital increase

resulting from the Proposed Partial Asset Contribution and decision to allocate the new shares to the Contributor in remuneration of the Proposed Partial Asset Contribution.

The fulfilment of this condition precedent shall be sufficiently established, with respect to any person, by the delivery of certified excerpts of the minutes of the decisions of the sole shareholder of the Beneficiary.

The material acknowledgement of the final completion of the Partial Contribution of Assets under consideration may be made by any other appropriate means.

If the above condition is not met by 30 July 2022 at the latest, these terms and conditions shall be considered null and void, unless this period is extended.

Subject to the fulfilment of the condition precedent set forth above (or the waiver of such condition precedent by the Parties, as the case may be), the date of final completion of the Proposed Partial Asset Contribution shall be the date of the decisions of the sole shareholder of the Beneficiary regarding the approval of the Proposed Partial Asset Contribution (the "**Final Completion Date**").

In accordance with the provisions of Article L.236-4 of the French Commercial Code, it is specified that the Proposed Partial Asset Contribution will have legal, accounting and tax effect retroactive to April 1, 2022 (the "**Effective Date**").

Consequently, the transactions relating to the Contributed Business under the Partial Contribution of Assets contemplated and carried out by the Contributor as of April 1, 2022 and until the Final Completion Date of the Partial Contribution of Assets contemplated, shall be considered by operation of law as having been carried out on behalf of the Beneficiary, which shall bear exclusively the active or passive results of the operations of the assets transferred.

In accordance with the provisions of Article L. 236-3 of the French Commercial Code, the Contributor shall transfer to the Beneficiary all of the assets and liabilities of the Contributed Business, which is the subject of the Proposed Partial Asset Transfer, in the state in which said assets and liabilities will be on the Final Completion Date of the Proposed Partial Asset Transfer.

\* \* \*

This report is available to Bondholders at the Company's registered office, on the Company's website (<https://fr.bigben-group.com/espace-investisseurs/>) and at the centralizing agent of the transaction, namely Aether Financial Services (36, rue Monceau - 75008 Paris), in accordance with the terms and conditions of the Bonds and the applicable legal and regulatory provisions.

We would be grateful if you would approve the resolutions, which include the main points of this report, which are presented to you. If your general meeting decides not to approve the Draft Contribution Agreement or, more generally, the Proposed Partial Asset Contribution on first or second call, the Board of Directors of the Company will have the right, in accordance with the provisions of Article L. 228-73 of the French Commercial Code, to overrule the decision and this decision will be published in accordance with the conditions provided for by law.

---

**The Board of Directors**

Represented by its Chairman  
Mr. Alain Falc