

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** »)

NOTICE OF MEETING TO THE HOLDERS OF BONDS EXCHANGEABLES INTO NACON SHARES ISSUED ON 19 FEBRUARY 2021

The holders of bonds exchangeable into Nacon shares (the "**Bondholders**") issued by the Company on February 19, 2021, identified under ISIN code FR0014001WC2 (the "**Bonds**"), are hereby informed that a special general meeting will be held **on June 15, 2022 at 11:00 a.m. at 137, rue de l'Université - 75007 Paris (Cabinet Alerion Avocats)** (the "**General Meeting**"), called to deliberate on the following agenda:

1. *Approval of the proposed partial contribution of assets under the demerger regime granted by Bigben Interactive to its subsidiary Bigben Logistics of the branch of activity corresponding to logistics activities;*
2. *Filing of the attendance sheet, the powers of attorney of the bondholders represented and the minutes of the General Meeting at the Company's registered office;*
3. *Delegation of powers to the representative of the Bondholders group (Masse) to carry out the formalities.*

TEXT OF THE RESOLUTIONS

FIRST RESOLUTION

(Approval of the proposed partial contribution of assets under the demerger regime granted by Bigben Interactive to its subsidiary Bigben Logistics of the branch of activity corresponding to logistics activities)

The Shareholders' Meeting, after having reviewed:

- the report of the Board of Directors,
- the English-language terms and conditions of the Bonds, entitled "*Amended Terms and Conditions of the Bonds*" dated April 12, 2021 (the "**Bond Terms and Conditions**"),
- the draft partial asset contribution agreement subject to the simplified legal regime for demergers pursuant to the provisions of Articles L. 236-16 to L. 236-21 and L. 236-22 of the French Commercial Code, drawn up by private deed between the Company and Bigben Logistics (the "**Draft Contribution Agreement**"), under the terms of which it is envisaged, subject to the fulfilment of the condition precedent set out in Article 9 of the Draft Contribution Agreement, that the Company will contribute to Bigben Logistics all of the assets, liabilities, rights and obligations of any kind that make up its logistics business (the "**Contribution**"), and,
- the fact that the proposed Contribution does not entail any modification of the Terms and Conditions of the Bonds,

deliberating in accordance with Articles L. 228-65, I and L. 236-18 of the French Commercial Code and ruling in accordance with the applicable quorum and majority rules:

- (i) **notes** that the General Meeting has not been asked to approve any amendment to the Terms and Conditions of the Bonds,
- (ii) **approves** the proposed Contribution on the terms described above, and

- (iii) **decides**, accordingly, not to object to the proposed Contribution.

SECOND RESOLUTION

(Filing of the attendance sheet, the powers of the represented Bondholders and the minutes of the General Meeting at the Company's registered office)

The General Meeting, in accordance with the provisions of Article R. 228-74 al. 1 of the French Commercial Code, decides that the attendance sheet, the powers of the Bondholders represented and the minutes of the General Meeting shall be deposited at the registered office of the Company to enable any Bondholder concerned to exercise the right of communication granted to him/her by the applicable law and regulations.

THIRD RESOLUTION

(Delegation of authority to the representative of the Bondholders' group (Masse) for the completion of formalities)

The General Meeting, in view of the foregoing resolution, grants full powers to the Representative of the Masse (bondholders' group), 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.

* * *

The relevant provisions governing the convening and holding of the General Meeting are set out in the Terms and Conditions of the Bonds. Bondholders should pay particular attention to the quorum requirements for the General Meeting, which are described below.

Details of voting procedures

Voting rights

Subject to providing proof of book registration in accordance with the paragraph entitled "Proof of Registration" below, each Bondholder is entitled to one (1) vote per Bond, provided that any Bondholder having more than one (1) vote is not required to vote in the same manner on each such vote.

Voting procedures

Any Bondholder, regardless of the number of Bonds held, may participate in this General Meeting in person, by mail or by proxy. If a Bondholder is unable to attend the meeting in person, he/she may:

- either be represented by the Chairman of the Meeting or by a proxy of his/her choice, except for the persons mentioned in Articles L. 228-62 and L. 228-63 of the French Commercial Code;
- or use and send to the Company a postal voting form.

Any Bondholder may exercise this right by completing the voting form attached to this notice of meeting (the "**Voting Form**") and returning it through his/her account holder or by email to the centralising agent.

Aether Financial Services

To the attention of Mrs. Xuan-Huong Le and Mr. Jerome Sanigou
36 rue de Monceau – 75008 Paris - France
Email : bigben@aetherfs.com

Proof of registration

In accordance with the provisions of Article R. 228-71 of the French Commercial Code and the Terms and Conditions of the Bonds, the right of each Bondholder to participate in the General Meeting will be evidenced by the registration in the books of the relevant account holder of the name of such Bondholder on the second (2nd) business day in Paris preceding the date of the General Meeting at 00:00 hours (Paris time) (the "**Record Date**").

In accordance with the provisions of Article R. 228-71 of the French Commercial Code, a Bondholder who has already sent in a Voting Form will have the right to sell all or part of his/her Bonds. However, if such sale is made prior to the Record Date, the relevant account holder must inform the Centralising Agent and the Company will cancel or amend accordingly any vote cast in the Bondholder's Voting Form.

Chairman of the General Meeting

The chairman of the General Meeting (the "**Chairman**") will be the Representative of the Bondholders' group (Masse), namely Aether Financial Services, 36, rue Monceau - 75008 Paris as designated in the Terms and Conditions of the Bonds.

However, the Bondholders may elect another chairman of the General Meeting in accordance with the French Commercial Code and the Terms and Conditions of the Bonds to act as Chairman of the General Meeting.

Quorum requirement

The quorum shall be one (1) or more Bondholders present at the General Meeting, having voted by correspondence or having given a proxy to the Chairman holding at least one fifth (1/5) of the principal amount of the outstanding Bonds.

Majority required

Any resolution shall be passed by a two-thirds (2/3) majority of the votes cast by the Bondholders present, having voted by correspondence or having given proxy to the Chairman. If passed, the resolutions will be binding on all Bondholders, whether or not they have voted by post or given proxy to the Chairman at the General Meeting.

Documents available for consultation

In accordance with Article 10 of the Terms and Conditions of the Bonds and Articles L. 228-69 and R. 228-76 of the French Commercial Code, each Bondholder or, if applicable, his/her representative, has the right during the fifteen (15) day period preceding the General Meeting, as the case may be, to obtain, consult or make a copy of the text of the resolutions to be proposed as well as of the report and other documents to be presented at the General Meeting.

The following report and documents (together, the "Documents") are available for consultation or copying upon request:

- this Notice of Meeting, including the Information Request Form, the Voting Form and a sample of the Certificate of Registration;
- the text of the proposed resolutions; and
- the Draft Contribution Agreement.

All Documents are available for consultation on the Issuer's website (<https://fr.bigben-group.com/espace-investisseurs/>) as of today. Copies of the Documents may be obtained from and will be available for inspection by Bondholders at the offices of the following:

- Bigben Interactive, 396/466, Rue de la Voyette - CRT 2 - 59273 Fretin ;
- Aether Financial Services - 36 rue de Monceau - 75008 Paris - bigben@aetherfs.com

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**VOTING FORM FOR
THE HOLDERS OF BONDS EXCHANGEABLE INTO NACON SHARES
ISSUED ON 19 FEBRUARY 2021
(ISIN FR0014001WC2)**

Notice of the general meeting (the "**General Meeting**") to be held on 15 June 2022 at 11:00 a.m. at 137, rue de l'Université - 75007 Paris (Cabinet Alerion Avocats), in order to deliberate on the following agenda:

1. *Approval of the proposed partial contribution of assets under the demerger regime granted by Bigben Interactive to its subsidiary Bigben Logistics of the branch of activity corresponding to logistics activities;*
2. *Filing of the attendance sheet, the powers of attorney of the bondholders represented and the minutes of the General Meeting at the Company's registered office;*
3. *Delegation of powers to the representative of the Bondholders group (Masse) to carry out the formalities.*

Pursuant to Article L.228-61 of the French Commercial Code, which allows any bondholder to vote by mail, I, the undersigned¹, _____

holder of _____ bonds exchangeable into NACON shares , referred to in the above paragraph, registered in the securities accounts held by _____, an authorised financial intermediary (**a certificate of account registration must be attached to this form for bonds in bearer form**), and carrying _____ votes, hereby acknowledge having received and/or having been given the opportunity to consult all documents and information required by law and regulations, with a view to the general meeting of holders of bonds exchangeable into NACON shares, to be held on 15 June 2022 at 11:00 a.m. at 137, rue de l'Université - 75007 Paris (Cabinet Alerion Avocats).

I hereby give my proxy to represent me at the above-mentioned General Meeting to the proxy named below²:

residing _____

¹ For natural persons: surname, first names and address

For legal entities: address of registered office and legal form.

Should the signatory be not him/herself a bondholder (e.g. legal administrator, guardian, etc.), he/she should give his/her surname, first name and his/her capacity as a signatory of the voting form

² Any bondholder is entitled to be represented at the meeting by a proxy of his/her choice (Article L.228-61 of Commercial Code), subject to the legal prohibitions set out in the Articles of .L.228-62 et L.228-63 of the Commercial Code

Consequently, the proxy attends the above-mentioned General Meeting, signs the attendance sheets and all other documents, takes part in all deliberations, accepts the duties of scrutineer or refuses them, abstains or casts all votes on the issues on the agenda and generally does whatever is necessary.

It is specified that this power of attorney shall retain all its effects for a second meeting subsequently convened on the same agenda, for lack of quorum or any other cause.³

- I give my proxy to the Chairman of the meeting and authorise him to vote on my behalf
- I vote by mail⁴ and express the following choices on the resolutions:

RESOLUTION 1	FOR : <input type="checkbox"/>	AGAINST : <input type="checkbox"/>	ABSTAIN : <input type="checkbox"/>
RESOLUTION 2	FOR : <input type="checkbox"/>	AGAINST : <input type="checkbox"/>	ABSTAIN : <input type="checkbox"/>
RESOLUTION 3	FOR : <input type="checkbox"/>	AGAINST : <input type="checkbox"/>	ABSTAIN : <input type="checkbox"/>

Executed at _____, on _____

Signature

Surname, first name, address, capacity⁵

³ Article R.225-79 paragraph 4 of the French Commercial Code on the basis of article R.228-75.

⁴ Should you wish to vote by mail, you must tick the box "I vote by post". In this case, you are asked to vote resolution by resolution by filling in the box of your choice (FOR, AGAINST or ABSTAIN). The General Meeting decides by a two-thirds majority of the votes of the holders present or represented. Forms that do not indicate a vote or that express an abstention are considered as negative votes.

⁵ For legal entities, indicate the name, first name and capacity of the signatory. If the signatory is not a holder himself, he must indicate his name, first names and the capacity in which he signs.