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CAPITAL B (formerly THE BLOCKCHAIN GROUP)

Public limited company with a Board of Directors, with a share capital of €24,052,050.56
Registered office: Tour W – 102, Terrasses Boieldieu – 92800 Puteaux
504 914 094 R.C.S. Nanterre

NOTICE OF REVERSE STOCK SPLIT

Under the terms of its 23rd resolution, the Combined General Meeting of shareholders of the company Capital B (the "**Company**") held on 17 June 2026 decided to:

– delegate to the Board of Directors, with the possibility of sub-delegation under the conditions set by law, the authority to decide on one or more reverse stock splits of the shares comprising the Company's share capital;

– decide that the number of shares comprising the Company's share capital as existing immediately before the relevant reverse stock split (the "**Existing Shares**") shall not exceed 10 times the number of new shares comprising the Company's share capital resulting from the reverse stock split operations (the "**New Shares**");

– acknowledge that, in accordance with the provisions of Article 6 of Decree No. 48-1683 of October 30, 1948, shareholders who hold isolated Existing Shares or a number lower than that required to carry out the reverse stock split shall have to make the necessary purchases or sales of Existing Shares to effect the reverse stock split within thirty (30) days from the start of the reverse stock split operation;

– acknowledge that, in accordance with the provisions of Article 6 of Decree No. 48-1683 of October 30, 1948 and Article R. 228-12 of the French Commercial Code, following the exchange period, the New Shares that could not be individually allocated and corresponding to the rights forming fractional entitlements shall be sold, and the proceeds of such sale shall be distributed proportionally to the fractional entitlement rights of each holder of such rights;

– grant, for a period of twelve months from the General Meeting, full powers to the Board of Directors, with the possibility of sub-delegation, to implement this decision, and in particular:

a) set the conditions and procedures for the reverse stock split operations, taking into account, in particular, the number of shares and the amount of the Company's share capital at the time the reverse stock split is decided;

b) set the start date of the reverse stock split operations, which shall occur no earlier than the expiration of a fifteen (15)-day period beginning on the date of publication of the reverse stock split notice to be published by the Company in the Bulletin des Annonces Légales Obligatoires (BALO);

c) set the exchange period during which shareholders may carry out the reverse stock split of their Existing Shares, limited to a maximum duration of thirty (30) days starting from the start date of the reverse stock split operations as determined by the reverse stock split notice published by the Company in the Bulletin des Annonces Légales Obligatoires referred to above;

d) publish all notices and carry out all legal and regulatory formalities;

e) suspend, if necessary, for a period not exceeding three (3) months, the exercise of all securities giving access to the capital in order to facilitate the reverse stock split operations;

f) acknowledge the exact number of Existing Shares with a nominal value of €0.08 to be consolidated and the exact number of New Shares that may result from the reverse stock split;

g) confirm the final completion of the reverse stock split and amend the Company's articles of association accordingly;

h) determine and carry out, if applicable, as a result of the reverse stock split thus effected, the adjustment of the rights of beneficiaries of free share awards, whether already issued or to be issued, as well as the corresponding notification to said beneficiaries, in accordance with the applicable legal and regulatory provisions and contractual stipulations;

i) determine and carry out, if applicable, as a result of the reverse stock split thus effected, all adjustments (including cash adjustments) to the rights of holders of securities giving access to the capital, in accordance with the applicable legal and regulatory provisions and contractual stipulations;

j) proceed to the adjustment of the number of shares that may be issued under the authorizations and delegations of authority or powers granted to the Board of Directors by previous General Meetings as well as by the General Meeting of June 17, 2026;

k) more generally, do everything that may be useful or necessary for the completion of the reverse stock split under the conditions set out in this resolution and in accordance with the applicable regulations.

Making use of the delegation of authority granted to it by the General Meeting of June 17, 2026, the Board of Directors, meeting on July 17, 2026, has:

1) decided to carry out a reverse stock split of the shares comprising the Company's share capital, such that 10 ordinary shares with a par value of €0.08 each will be exchanged for one new share with a par value of €0.80 each;

2) decided to implement the reverse stock split decision according to the following terms:

   - **Beginning of the reverse stock split period:** August 6, 2026.

   - **Reverse stock split ratio:** exchange of 10 ordinary shares with a par value of €0.08 each for 1 new share with a par value of €0.80 carrying current dividend rights.

     It should be noted that, on July 17, 2026, the Board of Directors, pursuant to the delegation of authority granted by the Combined General Meeting held on June 17, 2026 (22nd resolution), resolved to increase the par value of the Company's shares from €0.04 to €0.08. This increase was realized through the capitalization of share premium in the amount of €12,026,025.28. This was necessary to ensure that the par value of the shares following the reverse stock split was above the statutory minimum of €0.76 provided for in Decree-Law No. 48-1683 of October 30, 1948.

   - **Number of existing shares subject to the reverse stock split:** 300,650,632 ordinary shares with a par value of €0.08 each.

   - **Number of new shares as a result of the reverse stock split:** 30,065,063 ordinary shares with a par value of €0.80 each.

     It should be noted that the Company currently holds 86,400 treasury shares and has expressly renounced to the reverse stock split of two existing treasury shares with a par value of €0.08 each, ensuring that the total number of existing shares subject to the reverse stock split is divisible by 10, thereby allowing the transaction to be completed on the basis of 10 existing shares for one new share.

   - **Reverse stock split period:** 30 days from the commencement date of the reverse stock split, i.e., from August 6, 2026 (inclusive) through September 7, 2026 (inclusive).

   - **Whole-share holdings:** Existing shares will be automatically converted into new shares.

   - **Fractional entitlements:** Shareholders whose holdings of existing shares do not correspond to a whole number of new shares are responsible for buying or selling existing shares in order to hold a number of shares that is a multiple of 10 by September 7, 2026 inclusive.

After this date, shareholders holding a number of existing shares that is not a multiple of 10 will be compensated by their financial intermediary in accordance with Articles L.228-6-1 and R.228-12 of the French Commercial Code and applicable market practice, with payments to commence from September 14, 2026. Shareholders are invited to contact their financial intermediary should they have any questions regarding this process.

Existing shares that have not been exchanged will be delisted at the end of the reverse stock split period, namely on September 8, 2026, prior to the opening of trading.

- **Rights attached to the new shares:** The new shares will carry full voting rights immediately upon issuance. At the end of the reverse stock split period, any existing shares that have not been exchanged will lose their voting rights, will no longer be included for quorum purposes, and their entitlement to future dividends will be suspended.
- **Centralization:** All transactions relating to the reverse stock split will be centralized by Société Générale Securities Services, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3, France, acting as the centralizing agent for the reverse stock split.

  The existing shares subject to the reverse stock split are admitted to trading on Euronext Growth Paris under ISIN FR0011053636 until September 7, 2026, their last trading day. The new shares resulting from the reverse stock split will be admitted to trading on Euronext Growth Paris from September 8, 2026, the first trading day, under ISIN FR0014019Y19.
- **Record date**: September 9, 2026.
- **Settlement and delivery of the new shares:** September 10, 2026.
- **Settlement of fractional entitlements:** Pursuant to Articles L.228-6-1 and R.228-12 of the French Commercial Code, new shares that cannot be allocated individually, corresponding to fractional entitlements, will be sold on the market by the custodians. The proceeds from such sales will be distributed proportionally to each holder's fractional entitlements. These payments will commence on September 14, 2026. Each shareholder is invited to contact their financial intermediary should they have any questions in this respect.
- **Suspension of the exercise of securities giving access to the capital:** The conversion right attached to the convertible bonds issued by Capital B Luxembourg SA and the exercise right attached to the Company's share subscription warrants will be suspended from 12:01 a.m. (Paris time) on August 17, 2026, until 11:59 p.m. (Paris time) on September 10, 2026.
- **Adjustment of the conversion ratios of the convertible bonds issued by Capital B Luxembourg SA and convertible into shares of the Company, the exercise ratios of the Company's share subscription warrants, and the attribution rights of free shares for which the acquisition period is ongoing:** upon completion of the reverse stock split, the conversion ratios of the convertible bonds issued by Capital B Luxembourg SA and convertible into shares of the Company, the exercise ratios of the Company's share warrants, and the attribution rights of free shares for which the acquisition period is ongoing, will be adjusted to reflect the reverse stock split, in accordance with the terms and conditions applicable to each instrument, as follows:
  - For the convertible bonds issued by Capital B Luxembourg SA and convertible into shares of the Company, the conversion price will be multiplied by 10.
  - For the Company's share subscription warrants, the exercise ratio will be divided by 10, meaning that each share subscription warrant will entitle its holder to subscribe for 1/10th of a share.
  - For the attribution rights of free shares for which the acquisition period is ongoing, the number of shares that may ultimately be acquired by each beneficiary will be divided by 10.