



Notice of meeting

SOLOCAL GROUP COMBINED GENERAL
SHAREHOLDERS' MEETING

2025

5 June 2025 at 10:00 a.m.

Shareholder registration from 9:30 a.m.

Head office of Solocal Group – Tours du Pont de Sèvres Citylights
204 Rond-Point du Pont de Sèvres – 92100 Boulogne-Billancourt, France





Welcome

to the Combined General Shareholders' Meeting


5 June 2025 at 10:00 a.m.

Shareholder registration from 9:30 a.m.

Solocal Group head office
Tours du Pont de Sèvres Citylights
204 Rond-Point du Pont de Sèvres
92100 Boulogne-Billancourt, France

This document is a free translation into English. It is not a binding document. In the event of a conflict of interpretation, reference should be made to the French version, which is the authentic text.

Contact us















 **By telephone:**
0 800 007 535 from France and
+33 (0)1 49 37 82 36 outside France
9:00 a.m. to 6:00 p.m. Monday to Friday.

 **Online:**
www.solocal.com

 **By email:**
actionnaire@solocal.com

 **By post:**
Solocal Group – Shareholder Relations
204, Rond-Point du Pont de Sèvres
92649 Boulogne-Billancourt Cedex

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How to participate in the General Shareholders' Meeting

The Combined General Shareholders' Meeting of Solocal Group will be held on:

5 June 2025 at 10:00 a.m. – Shareholder registration from 9:30 a.m.

**Solocal Group head office – Tours du Pont de Sèvres Citylights
204, Rond-Point du Pont de Sèvres – 92100 Boulogne-Billancourt**

The General Shareholders' Meeting will be webcast live in video and audio format and available on video afterwards via the following link:

https://channel.royalcast.com/landingpage/solocalfr/20250605_1/



TERMS AND CONDITIONS OF PARTICIPATION IN THE GENERAL SHAREHOLDERS' MEETING

Whatever method of participation you choose, you must provide evidence beforehand of your status as a Solocal Group shareholder.

Providing evidence of shareholder status

In accordance with Article R. 22-10-28 of the French Commercial Code, any Solocal Group shareholder, regardless of the number of shares held and the manner in which they are held (registered or bearer form), may participate in the General Shareholders' Meeting. To do so, you must prove ownership of the shares, as evidenced by the registration of the shares in your name or in the name of the intermediary registered on your behalf, pursuant to Article L. 228-1 of the French Commercial Code, on the second business day preceding the Meeting, i.e. **Tuesday 3 June 2025, midnight, Paris time**, in accordance with the following procedures:

- for **holders of registered shares** (whether managed by a financial intermediary or by Solocal Group)
The shares must be registered in the accounts held for the Company by its authorised agent, Uptevia;

- for **bearer shareholders**

The financial intermediary with whom your shares are registered in bearer form must provide evidence of your status as a shareholder to the centralising agent for Solocal Group General Shareholders' Meetings – Uptevia (Service Assemblées Générales – Coeur Défense, 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex) by producing a shareholder certificate certifying that the shares were held on Tuesday 3 June 2025, midnight, Paris time, issued by the financial intermediary, electronically if applicable, under the conditions provided for in Article R. 22-10-28 of the French Commercial Code.

HOW TO PARTICIPATE IN THE GENERAL SHAREHOLDERS' MEETING

If you are a Solocal Group shareholder on the date of the Meeting, you may exercise your voting right in one of three ways:

- **attend the General Shareholders' Meeting in person;**
- **grant proxy to the Chairman of the Meeting (the Chairman of the Board of Directors) or to a third party;**
- **vote by post or online.**

OPTION 1: You wish to attend the General Shareholders' Meeting in person

APPLY FOR AN ADMISSION CARD BY POST

IF YOU HOLD REGISTERED SHARES

(whether managed by a financial intermediary or by Solocal Group)

- Tick **box A** on the paper form *(see template on page 6)*.
- Date and sign at the bottom of the form.
- Return the form to Uptevia Assemblées Générales using the postage paid envelope provided. **Uptevia Assemblées Générales** must receive your form no later than three days before the Meeting, **i.e. 2 June 2025**.

IF YOU HOLD BEARER SHARES

- Tick **box A** on the paper form *(see template on page 6)*.
- Date and sign at the bottom of the form.
- Return the form as soon as possible to the financial intermediary that holds your account (bank, stockbroker or online broker).

Your financial intermediary will send the form, together with a shareholder certificate certifying that the shares are registered to you, to:

Uptevia Assemblées Générales
90-110 Esplanade du Général de Gaulle
92931 Paris La Défense Cedex

To be taken into account, the form and certificate must reach **Uptevia Assemblées Générales** no later than three days before the meeting, **i.e. 2 June 2025**.



UPTEVIA ASSEMBLÉES GÉNÉRALES WILL SEND YOU YOUR ADMISSION CARD

APPLY FOR AN ADMISSION CARD ONLINE

Shareholders wishing to participate in the General Shareholders' Meeting in person may also request an admission card electronically by following the procedures below:

FOR REGISTERED SHAREHOLDERS WHOSE SHARES ARE MANAGED BY SOLOCAL GROUP

Holders of registered shares managed by Solocal Group should access the voting website via their Shareholder Space (at <https://www.investors.uptevia.com>) with their usual login details. After logging on to your Shareholder Space, follow the instructions displayed on screen to access the VOTACCESS website and request an admission card.

FOR REGISTERED SHAREHOLDERS WHOSE SHARES ARE MANAGED BY A FINANCIAL INTERMEDIARY AND/OR EMPLOYEE SHAREHOLDERS

Registered shareholders whose shares are managed by a financial intermediary and/or employee shareholders should access the voting website VoteAG (at <https://www.voteag.com/>) using the temporary access codes sent on the Single Voting Form or on the electronic notice of meeting. Once on the home page, follow the instructions displayed on screen to access the VOTACCESS website and request an admission card.

FOR BEARER SHAREHOLDERS

It is the responsibility of bearer shareholders to inquire whether the financial intermediary that manages their securities account is connected to the VOTACCESS secure platform and, if so, whether access to it is subject to specific conditions of use.

Only bearer shareholders whose financial intermediary has subscribed to the VOTACCESS service will be able to request their admission card online.

If the financial intermediary has access to the VOTACCESS website, you will need to sign in to your financial intermediary's online portal with your usual login details. Next, click on the icon on the line for your Solocal Group shares and follow the instructions displayed on screen to access the VOTACCESS website and apply for an admission card.

IF YOU DO NOT HAVE YOUR ADMISSION CARD ON THE DATE OF THE MEETING

If your application for an admission card reaches Uptevia Assemblées Générales after **4 June 2025** or if you have not applied for your admission card:

- if you are a registered shareholder, you can attend the General Shareholders' Meeting simply by presenting proof of identity at the counter set up for such purpose at the meeting entrance;
- if you are a bearer shareholder and have not received an admission card by the second business day preceding the Meeting, i.e. **3 June 2025**, midnight

(*Paris time*), you can attend the General Shareholders' Meeting by presenting a shareholder certificate drawn up by your financial intermediary certifying that your shares were registered no later than **3 June 2025**, midnight (*Paris time*), together with proof of identity, at the counter set up for that purpose at the Meeting entrance.

How to participate in the General Shareholders' Meeting

How to participate in the General Shareholders' Meeting

OPTION 2: You wish to vote by post or be represented by a proxy at the General Shareholders' Meeting

USING THE PAPER FORM (see template on page 6)

TO VOTE BY POST

- Tick "I vote by post" **box 1** and place your vote.
- If you wish to vote "against" a resolution or "abstain", mark the box below the number of the appropriate resolution.
- Do not mark any box if you wish to vote "for" all resolutions.
- Date and sign at the bottom of the form.

TO GRANT PROXY TO THE CHAIRMAN

- Tick "I hereby give my proxy to the Chairman" **box 2**.
- Date and sign at the bottom of the form.
- Do not mark any box.
- Your votes will be "for" the draft resolutions submitted or approved by the Board of Directors, and "against" all other draft resolutions.

TO GRANT PROXY TO ANOTHER SHAREHOLDER OR TO ANY OTHER INDIVIDUAL OR LEGAL ENTITY OF YOUR CHOICE

- Tick "I hereby appoint" **box 3**.
- Provide the identity details (full name and address) of the person who will represent you.
- Date and sign at the bottom of the form.



YOU HAVE VOTED

IF YOU HOLD REGISTERED SHARES

Return the form to Uptevia Assemblées Générales using the postage-paid envelope provided.

Uptevia Assemblées Générales must receive your form no later than three days before the Meeting, i.e. **Monday 2 June 2025**.

IF YOU HOLD BEARER SHARES

Send the form as soon as possible to the financial intermediary that holds your account (bank, stockbroker or online broker).

Your financial intermediary will send the form, together with a shareholder certificate certifying that the shares are registered to you, to:

Uptevia Assemblées Générales
90-110 Esplanade du Général de Gaulle
92931 Paris La Défense Cedex

The form and certificate must reach Uptevia Assemblées Générales no later than three days before the Meeting, i.e. **Monday 2 June 2025**.

TO VOTE OR TO APPOINT/REVOKE A PROXY ONLINE

FOR REGISTERED SHAREHOLDERS WHOSE SHARES ARE MANAGED BY SOLOCAL GROUP

Registered shareholders whose shares are managed by Solocal Group may vote or appoint/revoke a proxy online by accessing the voting site via their Shareholder Space (at <https://www.investors.uptevia.com/>) with their usual login details. After logging on to your Shareholder Space, follow the instructions displayed on screen to access the VOTACCESS platform and vote or appoint/revoke a proxy.

FOR REGISTERED SHAREHOLDERS WHOSE SHARES ARE MANAGED BY A FINANCIAL INTERMEDIARY AND/OR EMPLOYEE SHAREHOLDERS

Registered shareholders whose shares are managed by a financial intermediary and/or employee shareholders should access the voting site via the VoteAG website (at <https://www.voteag.com/>) using the temporary access code sent on the Single Voting Form or on the electronic notice of meeting. Once on the home page, follow the instructions displayed on screen to access the VOTACCESS website and request an admission card.

FOR BEARER SHAREHOLDERS

It is the responsibility of bearer shareholders to inquire whether the financial intermediary that manages their securities account is connected to the VOTACCESS secure platform and, if so, whether access to it is subject to specific conditions of use.

If the financial intermediary has access to the VOTACCESS website, you will need to sign in to your financial intermediary's online portal with your usual login details. Next, click on the icon on the line for your Solocal Group shares and follow the instructions displayed on screen to access the VOTACCESS website and vote or appoint/revoke a proxy.

If the financial intermediary is not connected to the VOTACCESS website, notification of the appointment and/or revocation of a proxy can still be given electronically in accordance with Article R. 22-10-24 of the French Commercial Code, by sending an email to the following address: **ct-mandataires-assemblees@uptevia.com**. A scanned copy of the duly completed and signed Single Voting Form must be attached to this email. Bearer shareholders must also attach a shareholder certificate drawn up by their authorised intermediary.

If a Single Voting Form is returned by a registered intermediary, the Company reserves the right to ask the intermediary for the identities of the voters.

In order for electronic appointments or revocations of proxies to be validly taken into account, confirmations must be received no later than the day before the Meeting, i.e. **Wednesday 4 June 2025 by 3:00 p.m. (Paris time)**.

For any proxy given by a shareholder without indicating the proxyholder, the Chairman of the General Shareholders' Meeting will cast a vote in favour of the adoption of the draft resolutions submitted or approved by the Board of Directors and a vote against the adoption of all other draft resolutions.

Only notices appointing or revoking proxies may be sent to the email address above. Any other request or notice about other matters will not be taken into account and/or processed.

The VOTACCESS secure platform will be available from **16 May 2025**. The option to vote online before the General Shareholders' Meeting will close on the day before the Meeting, i.e. **on Wednesday 4 June 2025, at 3:00 p.m. (Paris time)**. However, in order to ease traffic on the VOTACCESS website, we advise shareholders not to wait until the day before the Meeting to vote.

How to participate in the General Shareholders' Meeting

How to complete the form included with this document

HOW TO COMPLETE THE FORM INCLUDED WITH THIS DOCUMENT

Do not send your form directly to Solocal Group.

All operations in relation to the General Shareholders' Meeting are handled by Uptevia Assemblées Générales, the bank acting as the centralising agent for the Solocal Group General Shareholders' Meeting.



To be taken into account, your form must reach Uptevia Assemblées Générales no later than **Monday 2 June 2025**.

Uptevia Assemblées Générales
90-110 Esplanade du Général de Gaulle
92931 Paris La Défense Cedex

Tick this box to attend the General Shareholders' Meeting and receive your admission card.

If you hold bearer shares, send this form to the institution that holds your securities account, which will forward it accompanied by a shareholder certificate to Uptevia Assemblées Générales.

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

☐ JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

SOLOCAL GROUP
Société anonyme au capital de 357 398,45 €
Siège social : 204, rond-point du pont de Sèvres
92100 Boulogne-Billancourt
552 028 425 RCS Nanterre

ASSEMBLÉE GÉNÉRALE MIXTE
Convocquée pour le 5 juin 2025 à 10h00
Siège social de Solocal Group
Tours du Pont de Sèvres - Citylights
204, rond-point du Pont de Sèvres - 92100 Boulogne Billancourt

COMBINED GENERAL MEETING
To be held on June 5th, 2025 at 10 a.m
Siège social de Solocal Group
Tours du Pont de Sèvres - Citylights
204, rond-point du Pont de Sèvres - 92100 Boulogne Billancourt

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY
Identifiant - Account
Nominatif Registered
Porteur Bearer
Vote simple Single vote
Vote double Double vote
Nombre d'actions Number of shares
Nombre de voix - Number of voting rights

1 VOTE PAR CORRESPONDANCE // VOTE BY POST
Cf. au verso (2) - See reverse (2)
Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en noircissant la case correspondante :
In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box:
- Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting. ☐
- Je m'abstiens. / I abstain from voting ☐
- Je donne procuration (cf. au verso renvoi (4)) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom ☐
I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf ☐

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than:
sur 1^{re} convocation / on 1st notification 2 juin 2025 / June 2th, 2025 sur 2^{ème} convocation / on 2nd notification

à / to Uptevia
Service Assemblées
90-110 Esplanade du Général de Gaulle
92931 Paris La Défense Cedex

* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pour le Président de l'Assemblée Générale.
* If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting

Whatever you decide, sign and date here.

To vote by post, please tick box 1.

To give a proxy to the Meeting's Chairman please tick box 2
Sign and date the bottom of the form without completing anything.

To give a proxy to a designated person: please tick box 3 and enter this person's details.

WRITTEN QUESTIONS

In accordance with Article R. 225-84 of the French Commercial Code, any shareholder may submit written questions, which the Board of Directors is required to answer during the Meeting. A single answer may be given to questions covering the same subject matter. A written question will be deemed to have been answered if the answer appears on the Company's website in a dedicated Q&A section.

Written questions must be sent to the Company's head office by registered letter with acknowledgement of receipt

addressed to the Chairman of the Board of Directors, no later than the fourth business day preceding the date of the General Shareholders' Meeting, i.e. no later than **Friday 30 May 2025, midnight** (Paris time).

Questions must be accompanied by a shareholder certificate certifying that your shares are registered with the Company in your name or are held in a bearer securities account with a financial intermediary.

SECURITIES LENDING AND BORROWING

In accordance with Article L. 22-10-48 of the French Commercial Code, any person who holds, either alone or jointly, in respect of one or more reverse transactions involving the Company's shares or any transaction giving him the right or obliging him to resell or return those shares to the transferor, a number of shares representing more than 0.5% of the voting rights, must inform the Company and the French Financial Markets Authority (AMF), no later than the second business day prior to the Meeting, i.e. **no later than Tuesday 3 June 2025**, midnight, Paris time, and if the contract governing this transaction is still in force at that date, of the total number of shares temporarily held.

This declaration must include, besides the number of shares acquired in respect of one of the aforesaid transactions, the identity of the transferor, the date and the maturity of the

contract relating to the transaction and, where appropriate, the voting agreement.

The persons concerned must send the AMF the stipulated information by email at the following address: **declarationpretsemprunts@amf-france.org**.

They must email the same information to the Company at the following address: **actionnaire@solocal.com**.

Failure to inform the Company and the AMF in accordance with the above conditions will mean that the shares acquired under the relevant temporary transactions will not carry voting rights for the General Shareholders' Meeting to be held on Thursday 5 June 2025 and for all Shareholders' Meetings that may be held until such shares have been resold or returned.

INFORMATION AND DOCUMENTS MADE AVAILABLE TO SHAREHOLDERS

All documents that must be made available to shareholders in connection with this General Shareholders' Meeting will be made available to them at the Company's head office within the statutory deadlines.

In addition, all documents and information provided for in Article R. 22-10-23 of the French Commercial Code may be viewed on the Company's website **www.solocal.com** from the twenty-first day preceding the General Shareholders' Meeting.



Agenda

WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

- Approval of the parent company financial statements for the year ended 31 December 2024;
- Approval of the consolidated financial statements for the year ended 31 December 2024;
- Allocation of profit/loss for the year ended 31 December 2024, as shown in the parent company financial statements;
- Clearance of the debit item "retained earnings", subject to the prior adoption of the third resolution submitted to the General Meeting;
- Approval of the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code;
- Approval of the compensation paid during the fiscal year ended 31 December 2024 or awarded for the same fiscal year to Mr Philippe Mellier, Chairman of the Board of Directors for the period from 1 January 2024 to 31 July 2024;
- Approval of the compensation components paid during the financial year ended 31 December 2024 or awarded for the same fiscal year to Mr Cédric Dugardin, Chief Executive Officer for the period from 1 January 2024 to 31 July 2024;
- Approval of the compensation components paid during the financial year ended 31 December 2024 or awarded for the same fiscal year to Mr Maurice Lévy, Chief Executive Officer for the period from 31 July 2024 to 31 December 2024;
- Approval of the information relating to the compensation of corporate officers mentioned in I of Article L. 22-10-9 of the French Commercial Code;
- Approval of the compensation policy for the Chief Executive Officer;
- Approval of the Directors' compensation policy;
- Ratification of the cooptation of Mr Maurice Lévy as Director of the Company;
- Ratification of the cooptation of Mr Julien-David Nitlech as independent Director of the Company;
- Ratification of the cooptation of Mrs Marguerite Bérard as independent Director of the Company;
- Ratification of the cooptation of Mr Cédric O as independent Director of the Company;
- Renewal of the term of office of Mr Alexandre Fretti as independent Director of the Company;
- Renewal of the term of office of Mrs Delphine Grison as independent Director of the Company;
- Authorization to be granted to the Board of Directors to purchase or transfer some Solocal Group's shares.

WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

- Delegation of authority to the Board of Directors in order to increase the share capital, while maintaining the shareholders' preferential subscription right, by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued;
- Delegation of authority to the Board of Directors in order to increase the share capital, with cancellation of the shareholders' preferential subscription right, through the issue of shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued, within the framework of public offerings (to the exclusion of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code);
- Delegation of authority to the Board of Directors to increase the share capital, with cancellation of the shareholders' preferential subscription right, through the issue of shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued, as part of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code;
- Authorization given to the Board of Directors to increase the number of securities to be issued, in the event of a capital increase with or without cancellation of the shareholders' preferential subscription right;
- Delegation of authority to the Board of Directors to increase the Company's share capital by incorporation of reserves, profits or premiums;
- Delegation of authority to the Board of Directors to proceed with a capital increase, with cancellation of the shareholders' preferential subscription right, reserved for members of a Group Savings Plan;
- Powers for formalities;
- Authorization granted to the Board of Directors to decide on the issuance, with cancellation of the shareholders' preferential subscription right, through the issue of shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued, in consideration for contributions in kind;
- Authorization for the Board of Directors to carry out the issue and the free allocation of shares of the Company to employees or officers of the Company or Group companies, with waiver of shareholders' preferential subscription rights;
- Approval of the transformation of the Company's corporate form to that of a European company and of the terms of the proposed transformation – Adoption of the Articles of Association of the Company in its new form of European company – Amendment of the Articles of Association, in particular Articles 1 (Form), 2 (Name) and 4 (Registered Office);
- Amendments to the Articles of Association: amendments to Articles 3 (Corporate purpose), 5 (Duration), 7 (Capital increase, reduction and redemption), 12 (Board of Directors), 13 (Executive shares), 16 (Convening and deliberations), 17 (Powers of the Board of Directors), 18 (General management), 25 (Shareholders' meetings), 26 (Voting rights) and 36 (Disputes) of the Articles of Association.

WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

- Ratification of the cooptation of Mrs Nathalie Boy de la Tour as an independent Director of the Company;
- Appointment of Mr Éric Sasson as an independent Director of the Company;
- Appointment of Mrs Sophie Marchessou as an independent Director of the Company;
- Appointment of Mrs Ketty de Falco as an independent Director of the Company;
- Appointment of Mr Olivier de Botton as an independent Director of the Company;
- Determination of the annual amount of the compensation to be allocated to the members of the Board of Directors.



Brief overview of Solocal Group's financial situation during the past financial year

OVERVIEW

Solocal Group operates in the Digital sector and generated revenue of €334.5 million in the 2024 financial year. The Digital business consists of the following offers:

- the Connect offer enables VSEs and SMEs to manage their digital presence on PagesJaunes and across the entire web (several dozen media in total including Google, Facebook, Bing, Tripadvisor, Instagram, etc.) in just a few clicks, in real time and with complete autonomy, via a single mobile app, or a web interface. This offer also has a number of relational features to facilitate interactions between businesses and their customers, including instant messaging, appointment booking and Click & Collect. Connect generated revenue of €90.4 million in 2024 and is sold on a subscription basis with auto-renewal;
- the Booster offer enables businesses to augment their digital visibility beyond their natural online presence with a view to expanding market share locally. This offer includes the Ranking service and generated revenue of €186.6 million in 2024;

- Solocal's Website range takes care of the creation and ranking of customers' websites and is offered at various price points, again on a subscription basis with auto-renewal. The Website range generated revenue of €57.4 million in 2024.

The Connect and Booster ranges are designed for VSEs/SMEs and are also available for large network accounts.

Since 31 July 2024, Solocal's scope of consolidation has included Regicom. All figures and indicators presented include Regicom, unless they are presented on a like-for-like basis (i.e. the Solocal scope of consolidation excluding Regicom). On a like-for-like basis, Solocal generated revenue of €318.3 million.

COMMENTARY ON THE RESULTS FOR THE YEAR ENDED 31 DECEMBER 2024

Consolidated income statement for the financial years ended 31 December 2024 and 31 December 2023

<i>(in thousands of euros, except data relating to shares)</i>	Notes	Year ended 31/12/2024	Year ended 31/12/2023
REVENUE	5	334,508	359,658
Net external expenses		(140,445)	(119,872)
Personnel expenses	7	(149,662)	(176,319)
Restructuring costs		(1,669)	(6,041)
EBITDA		42,732	57,427
Depreciation and amortisation	4	(58,340)	(54,293)
Gain (loss) on loss of control		-	-
OPERATING INCOME		(15,607)	3,134
Net gain on debt restructuring		143,959	-
Financial revenue		304	168
Financial expenses		(8,879)	(36,724)
NET FINANCIAL INCOME (EXPENSE)	9	135,385	(36,556)
INCOME BEFORE TAX FROM CONTINUED ACTIVITIES		119,777	(33,422)
Corporate income tax	8	159	(12,430)
NET INCOME FROM CONTINUED ACTIVITIES		119,936	(45,852)
NET INCOME FROM DISCONTINUED ACTIVITIES		-	-
NET INCOME FOR THE PERIOD		119,936	(45,852)

Non-recurring items

Non-recurring items are income and expenses that are very limited in number, unusual, abnormal and infrequent, and of particularly significant amounts. They are costs or income related to programmes that are planned and controlled by management, and which materially change either the scope of the Company's activity, or the way in which this activity is managed, according to the criteria set out in IAS 37. These costs may also include non-recurring consultancy costs associated with financial projects.

At 31 December 2024, non-recurring items amounted to an expense of €1.7 million and were mainly expenses incurred in connection with the Group's operational restructuring.

Non-recurring items stood at -€6.0 million for the 2023 financial year.

Brief overview of Solocal Group's financial situation during the past financial year

Commentary on the results for the year ended 31 December 2024

Order book analysis

Revenue

Solocal generated revenue of €334.5 million in 2024, down 7.0% compared to the previous year.

Order backlog

(in millions of euros)	Year ended 31/12/2024	Year ended 31/12/2023
TOTAL ORDER BACKLOG – END OF PERIOD	209.6	194.1

The Group's order backlog stood at €209.6 million at 31 December 2024, up from €194.1 million as a result of the integration of Regicom, which had an impact of €39.2 million as at 31 December 2024.

According to management's estimates, the order intake already booked before 31 December 2024 is expected to generate secured revenue for 2025 of €175.7 million. Secured revenue at 31 December 2023 for 2024 was €172.9 million.

Solocal's performance indicators

Solocal's **customer base** has evolved as follows:

(in thousands)	FY 2023	FY 2024	Change
Customer base – BoP⁽¹⁾	288	261	(27)
+ Acquisitions	35	28	(7)
– Churn	(62)	(52)	10
Customer base – EoP⁽¹⁾	261	237	(24)
Net change BoP – EoP	(27)	(24)	
Churn ⁽²⁾ on a like-for-like basis (as %)	21.5%	20.0%	-1.5 pts

(1) BoP = beginning of period/EoP = end of period.

(2) Churn rate: number of churned customers on a LTM basis (incl. winbacks), divided by the number of customers at BoP.

The Group's customer base⁽¹⁾ stood at **237k customers at 31 December 2024** (including Regicom, which had an impact of +7k customers), a decrease of 9% versus 31 December 2023. This reflects:

- a lower-than-expected level of new customer acquisition (28k customers);
- a fall in the number of lost customers (-52k customers) compared to 2023.

The Group's churn rate⁽²⁾ was **20% in 2024**, down 1.5 pts compared to 2023.

ARPA was around €1,360 at the end of 2024, up from €1,305 in 2023.

(1) Customer base: the number of customers with whom the Group has generated at least one euro in revenue over the past 12 months.

(2) Churn rate: the number of churned customers on a LTM basis (incl. winbacks), divided by the number of customers at BoP.

Brief overview of Solocal Group's financial situation during the past financial year

Commentary on the results for the year ended 31 December 2024

EBITDA analysis

Net external expenses

External expenses amounted to €140.4 million in 2024. Despite strict cost control, external expenses were up by €20.6 million from the previous year. This can be explained by the integration of Regicom and the increase in provisions for impairment of trade accounts receivable due to worsening economic conditions and the implementation of a new information system, leading to delays in customer reminders, older receivables and an increase in disputes.

Personnel expenses

Recurring personnel expenses amounted to €149.7 million in 2024, down 15.1% or €26.7 million versus 2023. This decrease was mainly due to controlled development of support functions, the reduction in the number of sales staff (due to recruitment and retention difficulties) and lower variable compensation owing to weak sales performance.

The Group had a workforce of 2,159 people as at 31 December 2024 (excluding long-term absence), 36% of whom are sales staff. The staff count was 2,237 on 31 December 2023.

Non-recurring items

Non-recurring items amounted to an expense of €1.7 million and mainly involved the renegotiation of the lease on the Company's head office premises, with an impact of €2.1 million, and costs incurred in connection with the Group's restructuring.

EBITDA

EBITDA amounted to €42.7 million in 2024 versus €57.4 million in 2023, a decline of 25.6% or €14.7 million versus 2023. On a like-for-like basis, EBITDA stood at €41.9 million.

Analysis of the other items in the income statement

Operating income

The table below shows the Group's operating income for 2024 and 2023:

(in millions of euros)	Year ended 31/12/2024	Year ended 31/12/2023	Change 2024/2023
EBITDA	42.7	57.4	-26.5%
As % of revenue	12.8%	16.0%	-20.9%
Depreciation and amortisation	(58.3)	(54.3)	7.5%
OPERATING INCOME	(15.6)	3.1	-614.2%
As % of revenue	-4.7%	0.9%	-652.8%

Net income for the period

The table below shows the Group's net income for the years ended 31 December 2024 and 2023:

(in millions of euros)	Year ended 31/12/2024	Year ended 31/12/2023
OPERATING INCOME	(15.6)	3.1
As % of revenue	-4.7%	0.9%
Financial revenue	144.3	0.2
Financial expenses	(8.9)	(36.7)
FINANCIAL INCOME	135.4	(36.6)
INCOME BEFORE TAX	119.8	(33.4)
Corporate income tax	0.2	(12.4)
NET INCOME FOR THE PERIOD	119.9	(45.9)

Brief overview of Solocal Group's financial situation during the past financial year

Commentary on the results for the year ended 31 December 2024

The consolidated result before tax was a profit of €119.8 million in 2024 compared to a loss of -€33.4 million in 2023. The financial revenue of €144.3 million in 2024 reflects the impact of the financial restructuring.

A corporate income tax benefit of €0.2 million was booked for 2024 versus a tax expense of -€12.4 million in 2023. As a

reminder, the net deferred tax position was fully impaired in 2023. In 2024, only Regicom's net position was recognised in the Group's consolidated financial statements.

The Group's consolidated net result was positive for 2024, at €119.9 million, compared to a loss of -€45.9 million in 2023.

Consolidated cash flow presentation

<i>(in millions of euros)</i>	Year ended 31/12/2024	Year ended 31/12/2023
RECURRING EBITDA	44.4	63.5
Non-monetary items included in EBITDA	26.7	1.2
Net change in working capital	(22.1)	(18.9)
– Of which change in receivables	(21.0)	(10.7)
– Of which change in payables	1.2	1.3
– Of which change in other WCR items	(2.3)	(9.5)
Acquisitions of tangible and intangible fixed assets	(19.4)	(21.2)
RECURRING OPERATING FREE CASH FLOW	29.6	24.6
Non-recurring items	(22.3)	(7.4)
Financial income received/(disbursed)	(2.8)	(8.9)
Corporate income tax refunded/(paid)	2.6	(1.4)
Other	(0.5)	0.9
FREE CASH FLOW	6.6	7.8
Increase (decrease) in borrowings	(23.8)	(4.0)
Capital increase	42.6	-
Changes in scope	10.2	-
Other (including IFRS 16)	(20.5)	(18.8)
NET CHANGE IN CASH	15.2	(15.1)
NET CASH & CASH EQUIVALENTS BOP	55.7	70.8
NET CASH & CASH EQUIVALENTS EOP	70.9	55.7

Brief overview of Solocal Group's financial situation during the past financial year

Consolidated liquidity, capital resources and capital expenditure

The change in working capital amounted to -€22.1 million in 2024 compared to -€18.9 million in 2023. This consumption of working capital stemmed from:

- a -€21 million change in accounts receivable due to weaker sales activity;
- a +€1.2 million change in accounts payable.

Capital expenditure amounted to €19.4 million in 2024, down 8.5% compared to 2023.

The impact of changes in scope amounted to €10.2 million in 2024, corresponding entirely to the cash acquired from Regicom.

Financial expenses paid amounted to -€2.8 million in 2024. They consisted of the annual interest on the revolving credit facility, the annual interest on the line of credit with BPI France and the interest on Regicom's state-guaranteed loans for the last five months of 2024. No interest was paid on the Bonds and Mini Bonds due to the financial restructuring.

Consolidated free cash flow was positive at €6.6 million in 2024 compared to €7.8 million in 2023.

The repayment of borrowings in the amount of €23.8 million concerns the partial repayment of the revolving credit facility (€20 million), the repayment of the BPI loan (€3.1 million) and Regicom's state-guaranteed loans (€0.7 million).

The capital increase of €42.6 million corresponds to the net proceeds of the capital increase with preferential subscription rights of €18 million and the capital increase reserved for Ycor of €25 million (less issuance costs of €0.4 million).

The disbursement of €20.5 million recorded under "Other" relates to lease payments recognised in accordance with IFRS 16 on the Group's balance sheet (right-of-use assets/lease liabilities).

The net change in the Group's cash position was therefore positive at €15.2 million in 2024.

As at 31 December 2024, the Group had net cash of €70.9 million compared to €55.7 million as at 31 December 2023.

CONSOLIDATED LIQUIDITY, CAPITAL RESOURCES AND CAPITAL EXPENDITURE

The table below shows the Group's cash flows for the years ended 31 December 2024 and 31 December 2023:

<i>(in millions of euros)</i>	Year ended 31/12/2024	Year ended 31/12/2023
Net cash from operations	26.6	27.9
Net cash provided by (used in) investing activities	(9.8)	(20.1)
Net cash provided by (used in) financing activities	(1.6)	(22.9)
Impact of changes in exchange rates on cash and cash equivalents	0.0	(0.0)
NET INCREASE (DECREASE) IN CASH POSITION	15.2	(15.1)

Net cash from operations stood at €26.6 million at 31 December 2024 compared to €27.9 million at 31 December 2023.

Net cash used in investing activities amounted to -€9.8 million at 31 December 2024 compared to -€20.1 million at 31 December 2023, a positive change of €10.3 million, mainly due to the cash acquired from Regicom.

Net cash provided by (used in) financing activities represented a net disbursement of -€1.6 million at 31 December 2024, made up of the capital increase in cash (+€42.6 million) net of the repayment of borrowings and lease liabilities (-€44.3 million).

Brief overview of Solocal Group's financial situation during the past financial year

Consolidated liquidity, capital resources and capital expenditure

The table below shows the **changes in the Group's consolidated net cash position and debt** for the years ended 31 December 2024 and 31 December 2023:

<i>(in thousands of euros)</i>	Year ended 31/12/2024	Year ended 31/12/2023
Cash equivalents	-	0
Cash	70,884	55,694
GROSS CASH	70,884	55,694
Bank overdrafts	-	-
NET CASH	70,884	55,694
Nominal value of bond issues	21,349	195,432
Fair value of financing	-	(16,937)
Nominal value of revolving credit facilities drawn down	14,000	34,000
Loan issue expenses included in the effective interest rate on debt	-	(4,074)
Amortisation of fair value adjustments and expenses at the effective interest rate	-	13,148
Other borrowings	8,064	7,000
Accrued interest not yet due on loans	840	16,624
Price supplements on acquisition of securities	-	-
Other	49	50
Current and non-current financial liabilities	44,302	245,243
Long-term and short-term lease liabilities	36,332	49,931
GROSS FINANCIAL DEBT	80,634	295,174
<i>of which current</i>	<i>19,723</i>	<i>257,618</i>
<i>of which non-current</i>	<i>60,911</i>	<i>37,556</i>
NET DEBT	9,750	239,480
NET DEBT OF CONSOLIDATED GROUP	9,750	239,480

Net cash excluding the impact of IFRS 16 stood at €26.6 million. At 31 December 2023, financial debt amounted to €189.5 million.

The Group's gross financial debt was €44.3 million and consisted of the Mini Bonds maturing in 2029 (€21.3 million), the fully drawn revolving credit facility maturing in September 2026 (€14 million), the Atout loan of €3.9 million maturing in 2026, the Regicom state-guaranteed loans of €4.2 million maturing in 2027 and accrued interest not yet due of €0.8 million. Available cash was €70.9 million.

The impact of the application of IFRS 16 on net financial debt was €36.3 million at 31 December 2024. This is due to the reclassification of rental commitments as lease liabilities on the balance sheet.

As a result, the Group's net debt amounted to €9.8 million at 31 December 2024 compared to €239.5 million at 31 December 2023.

The Group is in compliance with the financial ratios stipulated in the financing documentation (Mini Bonds and RCF).

CAPITAL EXPENDITURE

(in millions of euros)	Year ended 31/12/2024	Year ended 31/12/2023
Internally developed software	18.9	20.7
Investments in intangible and tangible fixed assets	0.5	1.0
Right-of-use assets related to leases	19.5	2.2
CURRENT INVESTMENTS	38.9	23.9

OUTLOOK FOR 2025

The objective for 2025 is to stabilise revenue with the full-year impact of the integration of Regicom, and to intensify efforts to control costs, with the aim of restoring the EBITDA margin to around 15%.

2025 will also see the implementation of the Group's transformation plan on all fronts: organisation, sales, products, IT, etc., in order to enter 2026 in a position of conquest and growth.

ACTIVITY AND REVENUE FOR THE FIRST QUARTER OF 2025

The press release is available in the Investors section of the Company's website www.solocal.com.

DEFINITIONS

Order backlog: The order backlog corresponds to the portion of revenue still to be recognised as at 31 December 2024 for the subsequent period, from order intake that has been validated and committed by customers. For subscription products, only the current commitment period is considered.

Secured revenue: Revenue to be recognised in 2025 from order intake prior to 31 December 2024, without taking into account the possible renewal of these contracts.

EBITDA: EBITDA is an alternative performance indicator presented in the income statement in operating income before depreciation and amortisation.

Recurring EBITDA refers to EBITDA before non-recurring items. These non-recurring items concern income and expenses

that are very limited in quantity, unusual, abnormal and infrequent in nature, and of a particularly significant amount. They are mainly restructuring items, i.e. costs or income related to programmes that are planned and controlled by management, and which materially change either the scope of the Company's activity, or the way in which this activity is managed.

Order intake: Orders booked by the sales force that give rise to a service performed by the Group for its customers.

Churn: Number of customers lost during a given period.

ARPA: Average Revenue per Advertiser.

Financial performance over the past five years

(pursuant to Articles R. 225-81, 3° and R. 225-83, 6° of the French Commercial Code)

Nature of the information (excluding capital, amounts in thousands of euros)	2020 financial year	2021 financial year	2022 financial year	2023 financial year	2024 financial year
1 – Financial position at year-end					
a) Share capital	129,505,837	131,694,468	131,906,654	131,906,654	338,690
b) Number of existing ordinary shares	129,505,837	131,694,468	131,906,654	131,906,654	33,869,039
2 – Total income from operations					
a) Revenue excl. tax ⁽¹⁾	19,027	15,910	16,383	15,224	14,219
b) Earnings before tax, profit-sharing, depreciation, amortisation and provisions	(191,661)	(12,325)	(2,448)	(12,991)	(18,445)
c) Corporate income tax	(11,659)	(12,724)	7,290	5,685	6,654
d) Employee profit-sharing due for the financial year	-	-	-	-	-
e) Earnings after tax, depreciation, amortisation and provisions	(566,473)	(9,885)	(558,089)	(292,524)	(10,006)
f) Profits distributed in n+1 ⁽²⁾	-	-	-	-	-
3 – Earnings per share (in euros)					
a) Earnings after tax & profit-sharing but before depreciation, amortisation and provisions	0	0	0	0	0
b) Earnings after tax, profit-sharing, depreciation, amortisation and provisions	0	0	0	0	0
c) Dividend paid per share in n+1 ⁽²⁾	0	0	0	0	0
4 – Personnel					
a) Average number of salaried employees during the financial year	1	1	1	1	1
b) Total payroll	715	748	771	425	174

(1) The amounts recorded as Revenue excluding tax include all operating revenue.

(2) Or submitted to the General Shareholders' Meeting for the last financial year (before deduction of treasury shares).



Draft resolutions

to be submitted to the Annual General Meeting

WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

(Approval of the parent company financial statements for the year ended 31 December 2024)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having consulted the management report of the Board of Directors and the report of the Statutory Auditors on the parent company financial statements, approves the annual financial statements of Solocal Group for the financial year ended 31 December 2024, including the balance sheet, income statement and notes to the financial statements, as presented to it, as well as the transactions reflected in these financial statements and mentioned in these reports. It approves the loss for this financial year, as shown in the said accounts.

The General Meeting approves the total amount of expenses and charges covered by the provisions of Article 39, paragraph 4 of the General Tax Code for the fiscal year ended 31 December 2024, which amounted to €1,557.

SECOND RESOLUTION

(Approval of the consolidated financial statements for the year ended 31 December 2024)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having consulted the management report of the Board of Directors and the report of the Statutory Auditors on the consolidated financial statements, approves the consolidated financial statements for the year ended 31 December 2024, comprising the consolidated balance sheet and income statement and the notes to the financial statements, as presented to it, as well as the transactions reflected in these statements and mentioned in these reports.

THIRD RESOLUTION

(Allocation of profit/loss for the year ended 31 December 2024, as shown in the parent company financial statements)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having

consulted the management report of the Board of Directors and the report of the Statutory Auditors on the Company's annual financial statements,

- notes that the loss for the year ended 31 December 2024 amounted to €10,005,578.04;
- decides to allocate the entire loss for the year ended 31 December 2024 to "retained earnings", which after allocation will be a debit of €1,309,460,172.71.

In accordance with the provisions of Article 243 bis of the French General Tax Code, the General Meeting notes that no dividends or income have been distributed in respect of the previous three financial years.

FOURTH RESOLUTION

(Clearance of the debit item "retained earnings", subject to the prior adoption of the third resolution submitted to the General Meeting)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having consulted the management report of the Board of Directors, having noted that as of 31 December 2024, the "share premium" item amounts to €1,266,344,748.01 and that the "retained earnings" item has a debit balance of €1,309,460,172.11, subject to the prior adoption of the third resolution submitted to the General Meeting, decides to deduct the sum of €1,266,344,748.01 from the "share premium" item which will thus be reduced to €0, and to allocate this sum to the item "retained earnings", the balance of which will be €43,115,424.70.

FIFTH RESOLUTION

(Approval of the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code)

The Shareholders' Meeting, deliberating pursuant to the quorum and majority requirements for Ordinary Meetings, having considered the Statutory Auditors' special report on agreements governed by Articles L. 225-38 et seq, approves said report and the agreements referred to therein.

Draft resolutions

to be submitted to the Annual General Meeting

SIXTH RESOLUTION

(Approval of the compensation paid during the fiscal year ended 31 December 2024 or awarded for the same fiscal year to Mr Philippe Mellier, Chairman of the Board of Directors for the period from 1 January 2024 to 31 July 2024)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having consulted the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the Commercial Code,

- approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional items making up the total compensation and benefits of any kind paid during the fiscal year ended 31 December 2024 or awarded for the same fiscal year to Mr Philippe Mellier, Chairman of the Board of Directors for the period from 1 January 2024 to 31 July 2024, as presented in Solocal Group's Universal Registration Document 2024, in chapter 4 "Corporate Governance", in section 4.2.3 "Report on corporate governance adopted by the Board of Directors", part II "Remuneration paid or allocated to the corporate officers in respect of the financial year 2024 (ex post vote)".

SEVENTH RESOLUTION

(Approval of the compensation components paid during the financial year ended 31 December 2024 or awarded for the same fiscal year to Mr Cédric Dugardin, Chief Executive Officer for the period from 1 January 2024 to 31 July 2024)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having consulted the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the Commercial Code,

- approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the fiscal year ended 31 December 2024, to Mr Cédric Dugardin, Chief Executive Officer for the period from 1 January 2024 to 31 July 2024, as presented in Solocal Group's Universal Registration Document 2024, in chapter 4 "Corporate Governance", in section 4.2.3 "Report on corporate governance adopted by the Board of Directors", part II "Remuneration paid or allocated to the corporate officers in respect of the financial year 2024 (ex post vote)".

EIGHTH RESOLUTION

(Approval of the compensation components paid during the financial year ended 31 December 2024 or awarded for the same fiscal year to Mr Maurice Lévy, Chief Executive Officer for the period from 31 July 2024 to 31 December 2024)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having consulted the report of the Board of Directors on

corporate governance referred to in Article L. 225-37 of the Commercial Code,

- approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the fiscal year ended 31 December 2024, to Mr Maurice Lévy, Chief Executive Officer for the period from 31 July 2024 to 31 December 2024, as presented in Solocal Group's Universal Registration Document 2024, in chapter 4 "Corporate Governance", in section 4.2.3 "Report on corporate governance adopted by the Board of Directors", part II "Remuneration paid or allocated to the corporate officers in respect of the financial year 2024 (ex post vote)" (it being noted that Mr Maurice Lévy has renounced to his compensation for the 2024 financial year).

NINTH RESOLUTION

(Approval of the information relating to the compensation of corporate officers mentioned in I of Article L. 22-10-9 of the French Commercial Code)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having consulted the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the Commercial Code,

- approves, pursuant to Article L. 22-10-34 I of the French Commercial Code, the information mentioned in I of Article L. 22-10-9 I of the same Code as presented in Solocal Group's Universal Registration Document 2024, in chapter 4 "Corporate Governance", in Section 4.2.3 "Report on Corporate Governance adopted by the Board of Directors", Part II "Compensation paid or allocated to corporate officers in respect of the 2024 financial year (ex-post vote)".

TENTH RESOLUTION

(Approval of the compensation policy for the Chief Executive Officer)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after having taken note of the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code,

- approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy of the Chief Executive Officer, as presented in Solocal Group's Universal Registration Document 2024, in chapter 4 "Corporate Governance", in Section 4.2.3 "Report on Corporate Governance adopted by the Board of Directors", Part I "Compensation policy for corporate officers established pursuant to Article L. 22-10-8 of the French Commercial Code (ex ante vote)" (it being noted that the Chief Executive Officer has proposed to the Directors that he would not receive any compensation for the 2025 for the year ended 31 December 2025, and that the Board of Directors approved this proposal).

ELEVENTH RESOLUTION

(Approval of the Directors' compensation policy)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after having taken note of the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code,

- approves, pursuant to Article L. 22-10-8 II of the French Commercial Code, the compensation policy of the Directors, as presented in Solocal Group's Universal Registration Document 2024, in chapter 4 "Corporate Governance", in section 4.2.3 "Report on corporate governance adopted by the Board of Directors", part I "Compensation policy for corporate officers established pursuant to Article L. 22-10-8 of the French Commercial Code (ex ante vote)".

TWELFTH RESOLUTION

(Ratification of the cooptation of Mr Maurice Lévy as Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for ordinary General Meetings, after having taken note of the report of the Board of Directors,

- acknowledges the resignation of Mr Cédric Dugardin as Director dated 31 July 2024; and
- decides to ratify, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the appointment of Mr Maurice Lévy, coopted as Director by decision of the Board of Directors on 31 July 2024, to replace Mr Cédric Dugardin, who has resigned, for the remainder of the latter's term of office, i.e., until the close of the General Meeting called in 2028 to approve the financial statements for the fiscal year ending 31 December 2027.

THIRTEENTH RESOLUTION

(Ratification of the cooptation of Mr Julien-David Nitlech as independent Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for ordinary General Meetings, after having taken note of the report of the Board of Directors,

- acknowledges the resignation of Mr Bruno Guillemet as independent Director dated 31 July 2024; and
- decides to ratify, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the appointment of Mr Julien-David Nitlech, coopted as independent Director by decision of the Board of Directors on 31 July 2024, to replace Mr Bruno Guillemet, who has resigned, for the remainder of the latter's term of office, i.e., until the close of the General Meeting called in 2026 to approve the financial statements for the fiscal year ending 31 December 2025.

FOURTEENTH RESOLUTION

(Ratification of the cooptation of Mrs Marguerite Bérard as independent Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for ordinary General Meetings, after having taken note of the report of the Board of Directors,

- acknowledges the resignation of Mrs Ghislaine Mattlinger as independent Director dated 31 July 2024;
- decides to ratify, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the appointment of Mrs Marguerite Bérard, coopted as independent Director by decision of the Board of Directors on 31 July 2024, to replace Mrs Ghislaine Mattlinger, who has resigned, for the remainder of the latter's term of office, i.e., until the close of the General Meeting called in 2026 to approve the financial statements for the fiscal year ending 31 December 2025; and
- acknowledges that Mrs Marguerite Bérard served as an independent Director between 31 July 2024, and March 18, 2025, date on which she resigned from her position.

FIFTEENTH RESOLUTION

(Ratification of the cooptation of Mr Cédric O as independent Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for ordinary General Meetings, after having taken note of the report of the Board of Directors,

- acknowledges the resignation of Mr Philippe Mellier as Director dated 31 July 2024; and
- decides to ratify, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the appointment of Mr Cédric O, coopted as independent Director by decision of the Board of Directors on 31 July 2024, to replace Mr Philippe Mellier, who has resigned, for the remainder of the latter's term of office, i.e., until the close of the General Meeting called in 2027 to approve the financial statements for the fiscal year ending 31 December 2026.

SIXTEENTH RESOLUTION

(Renewal of the term of office of Mr Alexandre Fretti as independent Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for ordinary General Meetings, after having taken note of the report of the Board of Directors,

- notes that the term of office as independent Director of Mr Alexandre Fretti will expire at the end of this General Meeting; and
- resolves to renew the term of office of Mr Alexandre Fretti as independent Director for a period of four (4) years, which will expire at the end of the General Meeting called in 2029 to approve the financial statements for the year ending 31 December 2028.

Draft resolutions

to be submitted to the Annual General Meeting

SEVENTEENTH RESOLUTION

(Renewal of the term of office of Mrs Delphine Grison as independent Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for ordinary General Meetings, after having taken note of the report of the Board of Directors,

- notes that the term of office as independent Director of Mrs Delphine Grison will expire at the end of this General Meeting; and
- resolves to renew the term of office of Mrs Delphine Grison as independent Director for a period of four (4) years, which will expire at the end of the General Meeting called in 2029 to approve the financial statements for the year ending 31 December 2028.

EIGHTEENTH RESOLUTION

(Authorization to be granted to the Board of Directors to purchase or transfer some Solocal Group's shares)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after having taken note of the report of the Board of Directors,

- terminates, with immediate effect, the unused portion of the authorization granted by the General Meeting of June 19, 2024 in its sixteenth resolution;
- authorizes, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code, Articles 241-1 to 241-7 of the General Regulations of the Autorité des marchés financiers, Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16, 2014, and the market practices accepted by the Autorité des marchés financiers, the Board of Directors, with the option of sub-delegation under the conditions set by law, to purchase, on one or more occasions and at the times it shall determine, a number of Solocal Group's shares that may not exceed:
 - 10% of the amount of the share capital, this percentage being applied to a share capital adjusted to reflect transactions affecting it subsequent to this General Meeting, so that on the date of each repurchase, the total number of shares thus repurchased by the Company since the beginning of the buyback program (including those subject to the said repurchase) does not exceed 10% of the shares making up the Company's share capital at that date (it being specified that, in accordance with Article L. 22-10-62 of the French Commercial Code, when shares are repurchased to promote liquidity under the conditions defined by the General Regulation of the Autorité des marchés financiers, the number of shares taken into account for the calculation of this 10% limit corresponds to the number of shares purchased, less the number of shares resold during the term of this authorization),

- 5% of the amount of the share capital, this percentage being applied to a share capital adjusted to reflect transactions affecting it subsequent this General Meeting, so that on the date of each buyback, the total number of shares thus repurchased by the Company since the beginning of the buyback program (including those subject to the said repurchase) does not exceed 5% of the shares making up the Company's share capital on that date, if these are shares acquired by Solocal Group with a view to their retention and subsequent remittance in payment or exchange in the context of an external growth, merger, demerger or contribution transaction.

The Board of Directors may only purchase Solocal Group shares under the following conditions:

- the maximum purchase price shall not exceed €5 per share (excluding acquisition costs), it being specified that in the event of transactions on the capital, in particular by incorporation of reserves and allocation of free shares, and/or division or consolidation of shares, this maximum price shall be adjusted accordingly;
- this authorization is granted for a period of 18 months as from the date of this General Meeting;
- the acquisitions made by Solocal Group under this authorization may not under any circumstances result in it holding, directly or indirectly, at any time, more than 10% of the shares making up the share capital at the date in question;
- the acquisition or transfer of such shares may be made by any means, on the regulated market, on a multilateral trading facility, with a systematic internalizer or over-the-counter, including through the acquisition or disposal of blocks or through the use of derivative financial instruments traded on a regulated market or over-the-counter, in compliance with the laws and regulations in force on the date of the transactions in question, at such times as the Board of Directors or the person acting on the delegation of the Board of Directors may determine, except during a public tender offer for Solocal Group shares filed by a third party. The portion of the program that may be carried out by block trading is not limited and may represent the entire program.

These share purchases may be made for any purpose permitted by law, the purposes of this share buyback program being:

- to set up and honor obligations related to stock option programs or other allocations of shares to employees and corporate officers of Solocal Group or associated companies, and in particular to allocate shares to employees and corporate officers of Solocal Group in the context of (i) profit-sharing, or (ii) any stock purchase, stock option or free share allocation plan under the conditions provided for by law, in particular by Articles L. 3331-1 et seq. of the French Labor Code (including any sale of shares referred to in Article L. 3332-24 of the French Labor Code), and to carry out any hedging transactions relating to such transactions;

- to carry out purchase or sale transactions within the framework of a liquidity contract concluded with an investment services provider, under the conditions provided for by the market authorities;
- to deliver them upon the exercise of rights attached to securities giving the right to the allocation of Solocal Group shares by redemption, conversion, exchange, presentation of a warrant or in any other way;
- to reduce Solocal Group's share capital by cancelling all or part of the shares acquired, subject to the authorization by the Extraordinary General Meeting; and
- more generally, to carry out any transaction that may be authorized by law or any market practice that may be permitted by the market authorities, it being specified that, in such a case, Solocal Group would inform its shareholders by way of a press release.

The Board of Directors shall inform the General Meeting, in accordance with the law, of the transactions carried out pursuant to this authorization.

The General Meeting grants full powers to the Board of Directors, with the option to sub-delegate such powers under the conditions provided by law, to implement this authorization and more particularly to:

- in the event of a change in the par value of the share, a capital increase by incorporation of reserves, a free share issue, a stock split or reverse stock split, a distribution of

reserves or any other assets, a capital redemption, or any other transaction affecting shareholders' equity, adjust the aforementioned maximum purchase price to take account of the impact of such transactions on the value of the share;

- place all stock market orders on all markets or carry out all off-market transactions;
- enter into and terminate all contracts and agreements for the repurchase, sale or transfer of treasury shares;
- allocate or reallocate vested shares to the various purposes in accordance with applicable legal and regulatory conditions;
- draw up all documents, make all declarations, announcements and formalities with the Autorité des marchés financiers and any other body, relating to the transactions carried out within the framework of this resolution;
- set the terms and conditions according to which the preservation of the rights of holders of securities giving access to Solocal Group's share capital will be ensured, if applicable, in accordance with the regulatory provisions; and
- carry out any other formalities and, in general, do anything necessary or useful in connection with the implementation of this authorization.

WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

NINETEENTH RESOLUTION

(Delegation of authority to the Board of Directors in order to increase the share capital, while maintaining the shareholders' preferential subscription right, by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued)

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the special report by the Statutory Auditors, and deliberating in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, particularly Article L. 225-129-2, Articles L. 22-10-49 et seq. and the provisions of Articles L. 228-91 et seq. of that Code, delegates to the Board of Directors, with the right to sub-delegate in accordance with legal provisions, for a period of twenty-six months from the date of this General Shareholders' Meeting, its authority to decide on the issue, while maintaining the shareholders' preferential subscription right, of shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued, which may be subscribed for either in cash, or by set-off with unquestionable, liquid and due claims, or, in whole or in part, by incorporation of reserves, profits or premiums. The limits of the capital increases authorized in the event that the Board of Directors uses this delegation of authority are defined as follows:

- the maximum nominal amount of the capital increases that may be carried out, immediately or in future, pursuant to this delegation is set at one hundred and one thousand six hundred and seventy-seven euros and eleven euro cents (€101,607.11), or the equivalent in any other currency or monetary unit established by reference to several currencies;
- the aggregate maximum nominal amount of capital increases that may be carried out, immediately or in future, pursuant to this delegation and those granted pursuant to the twentieth and twenty-first resolutions submitted to this General Shareholders' Meeting is set at one hundred and thirty-five thousand, four hundred and seventy-six euros and fifteen euro cents (€135,476.15), or the equivalent in any other currency or monetary unit established by reference to several currencies;
- these limits (i) are set without taking into account the nominal amount of the Company's shares possibly to be issued in connection with adjustments made to protect, in accordance with applicable legal and regulatory provisions and any contractual stipulations providing for other cases of adjustment, the rights of holders of securities or other rights granting access to the Company's share capital but (ii) include the amount of any additional shares to be issued in the event of implementation of the right to increase the number of shares to be issued in the event of excess demand covered by the twenty-second resolution below (or any resolution subsequently replacing the same).

The securities granting access to the Company's share capital thus issued may consist of debt securities or be associated with the issue of such securities, or enable the issue thereof as intermediate securities. They may particularly take the form of subordinated or non-subordinated, fixed-term or perpetual securities, and be issued either in Euros, or in foreign currencies, or in units of account established by reference to several currencies. The term of the borrowings (giving access to the Company's share capital), other than those represented by perpetual securities, may not exceed fifty years.

The securities issued may, as applicable, be associated with warrants granting the right to the award, acquisition or subscription of bonds or other securities representing debt.

The aggregate maximum nominal amount of all the debt securities issued pursuant to this resolution may not exceed three hundred million euros (€300,000,000) (or its equivalent in Euros on the date of the decision of issuance in the event of an issue in foreign currencies or in units of account established by reference to several currencies), it being specified that this amount (from which the amount of additional debt securities to be issued in the event of excess demand within the framework of the implementation of the twenty-second resolution below (or any resolution that may subsequently replace it) will be deducted) is common to all the debt securities the issue of which is provided for by the nineteenth, twentieth and twenty-first resolutions submitted to this General Shareholders' Meeting.

The shareholders have, in proportion to the amount of their shares, a preferential right to subscribe for the shares, equity securities and securities issued pursuant to this resolution. The Board of Directors may establish, in favor of the shareholders, a right to subscribe for excess shares, equity securities or securities issued, which shall be exercised in proportion to their subscription rights and within the limit of their applications.

If subscriptions on an exact rights basis and, as applicable, an excess basis, have not absorbed the entire issue, the Board of Directors may use the rights or some of the rights listed below, in the order it shall determine: (i) limit the issue to the amount of subscriptions received, provided that it reaches at least three quarters of the issue decided, (ii) freely distribute all or part of the unsubscribed securities, or (iii) make a public offering of all or part of the unsubscribed securities, on the French and/or international market and/or abroad.

The General Shareholders' Meeting acknowledges that this delegation entails a waiver by the shareholders of their preferential right to subscribe for the shares or equity securities of the Company to which the securities issued pursuant to this delegation may grant entitlement.

The General Shareholders' Meeting resolves that the issues of Company share warrants may be made by an offering, but also by a free award to the holders of existing shares and that, in the event of a free award of share warrants, the Board of Directors shall have the right to decide that allotment rights forming fractional shares shall not be tradable and the corresponding securities shall be sold.

The Board of Directors shall determine, with the right to sub-delegate in accordance with legal provisions, the characteristics, amount and terms and conditions of any issue and of the securities issued. In particular, it shall determine the category of securities issued and shall define their subscription price, the terms and conditions of paying-up, their dividend date which may be retroactive or the terms and conditions of exercising the rights attaching to the securities issued. The Board of Directors may also, as applicable, with the right to sub-delegate in accordance with legal provisions, take any measures to safeguard the rights of holders of the securities issued or other rights granting access to the Company's capital that may be required by legislation and regulations and any applicable contractual stipulations, and possibly suspend the exercise of the rights attaching to these securities for a period defined in compliance with legislation and regulations and applicable contractual stipulations. The Board of Directors, with the right to sub-delegate in accordance with legal provisions, may particularly in the event of an issue of share warrants, determine the number and characteristics thereof and decide, if it deems it appropriate, in a manner and according to terms and conditions it shall define, that the warrants may be redeemed or bought back, or that they shall be awarded free of charge to the shareholders in proportion to their rights in the share capital.

The Board of Directors may, at its sole initiative and with the right to sub-delegate in accordance with legal provisions, deduct the costs of capital increases from the amount of the related premiums and levy from this amount the sums necessary to form the legal reserve.

The Board of Directors may decide not to take into account the treasury shares held by the Company to determine the preferential subscription rights attaching to the other shares. Otherwise, prior to the end of the subscription period, the rights attaching to the shares held by the Company must either be sold on the stock market, or shared among the shareholders pro rata to their individual rights.

The Board of Directors shall have all powers to implement this resolution, with the right to sub-delegate in accordance with legal provisions, particularly by entering into any agreement for this purpose, to carry out the abovementioned issues, on one or more occasions, in the proportion and at the times it deems appropriate, in France and/or, as applicable, abroad and/or on the international market, and to postpone the same where applicable, acknowledge the completion of each capital increase and amend the by-laws accordingly, take any measures and complete all formalities necessary for the issue, listing and financial administration of the securities issued pursuant to this delegation and for the exercise of the rights attaching thereto.

The Board of Directors may not, except with the prior authorization of the General Shareholders' Meeting, make use of this delegation of authority after a third party has filed a proposed tender offer for the Company's securities, until the end of the offer period.

If the Board of Directors uses the delegation of authority granted to it by this resolution, it shall report on the use made of the authorizations hereby granted at the next Ordinary Shareholders' Meeting, in accordance with applicable legislation and regulations.

This delegation supersedes, as from the date hereof and for the unused portion of the delegation granted by the fourteenth resolution adopted by the General Meeting of June 29, 2023.

TWENTIETH RESOLUTION

(Delegation of authority to the Board of Directors in order to increase the share capital, with cancellation of the shareholders' preferential subscription right, through the issue of shares and/ or equity securities granting access to other equity securities and/ or granting the right to the award of debt securities and/ or securities granting access to equity securities to be issued, within the framework of public offerings (to the exclusion of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code))

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the special report by the Statutory Auditors, and deliberating in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, particularly Articles L. 225-129-2, L. 225-135 and L. 225-136 of that Code, Articles L. 22-10-49 et seq. of the same Code and the provisions of Articles L. 228-91 et seq. of that Code, delegates to the Board of Directors, with the right to sub-delegate in accordance with legal provisions, for a period of twenty-six months from the date of this General Shareholders' Meeting, its authority to decide to issue shares and/ or equity securities granting access to other equity securities and/ or granting the right to the award of debt securities and/ or securities granting access to equity securities to be issued, which may be subscribed for either in cash, or by set-off with unquestionable, liquid and due claims.

Issues shall be made pursuant to this delegation by means of public offerings to the exclusion of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, it being specified that they may be carried out jointly with one or more public offerings mentioned in 1° of Article L. 411-2 of the French Monetary and Financial Code made pursuant to the twenty-first resolution below.

Draft resolutions

to be submitted to the Annual General Meeting

Consequently, the General Shareholders' Meeting resolves to cancel the preferential right of shareholders to subscribe for shares, equity securities and other securities to be issued pursuant to this resolution, while allowing the Board of Directors, pursuant to Article L. 22-10-51 of the French Commercial Code, to grant the shareholders, for a time and under the terms and conditions it shall determine in accordance with applicable legal and regulatory provisions and for all or part of an issue carried out, a priority subscription period that shall not give rise to the creation of marketable rights and to be exercised in proportion to the number of shares held by each shareholder.

The limits of the capital increases authorized in the event that the Board of Directors makes use of this delegation of authority are defined as follows:

- the maximum nominal amount of the capital increases that may be carried out, immediately or in future, pursuant to this delegation is set at thirty-three thousand, eight hundred and sixty-nine euros and three euro cents (€33,869.03), or the equivalent in any other currency or monetary unit established by reference to several currencies;
- the aggregate maximum nominal amount of capital increases that may be carried out, immediately or in future, pursuant to this delegation and the delegation granted pursuant to the sixteenth resolution submitted to this General Shareholders' Meeting is set at thirty-three thousand, eight hundred and sixty-nine euros and three euro cents (€33,869.03), or the equivalent in any other currency or monetary unit established by reference to several currencies;
- these limits (i) are set taking into account the nominal amount of the Company's shares possibly to be issued in connection with adjustments made to protect, in accordance with applicable legislation and regulations and any contractual stipulations providing for other cases of adjustment, the rights of holders of securities or other rights granting access to the Company's share capital but (ii) include the amount of any additional shares to be issued in the event of implementation of the right to increase the number of shares to be issued in the event of excess demand covered by the twenty-second resolution below (or any resolution subsequently replacing the same).

It is specified that the amount of the capital increases made or which may be made in future pursuant to this delegation shall be deducted from the amount of the aggregate limit provided for in paragraph 2 of the nineteenth resolution submitted to this General Shareholders' Meeting, or, as applicable, to the amount of any aggregate limit provided for by a similar resolution that may replace said resolution during the validity of this delegation.

The securities granting access to the Company's share capital thus issued may consist of debt securities or be associated with the issue of such securities, or enable the issue thereof as intermediate securities. They may particularly take the form of subordinated or non-subordinated, fixed-term or perpetual securities, and be issued either in Euros, or in foreign currencies, or in units of account established by reference to several currencies. The term of the borrowings (giving access to the Company's share capital), other than those represented by perpetual securities, may not exceed fifty years. For their issue, during

their existence and for their access to the capital, their redemption or repayment, the provisions relating to similar securities that may be issued pursuant to the previous resolution shall apply.

The securities issued may, as applicable, be associated with warrants granting the right to the award, acquisition or subscription of bonds or other securities representing debt.

The aggregate maximum nominal amount of all the debt securities issued pursuant to this resolution may not exceed, and shall be deducted from, the limit applicable to debt securities provided for in the preceding nineteenth resolution.

The General Shareholders' Meeting acknowledges that this delegation entails a waiver by the shareholders of their preferential right to subscribe for the shares or equity securities of the Company to which the securities issued pursuant to this delegation may grant entitlement.

The Board of Directors shall determine, with the right to sub-delegate in accordance with legal provisions, the characteristics, amount and terms and conditions of any issue and of the securities issued. In particular, it shall determine the category of securities issued and shall define their subscription price, the terms and conditions of paying-up, their dividend date which may be retroactive or the terms and conditions of exercising the rights attaching to the securities issued. The Board of Directors may also, as applicable, with the right to sub-delegate in accordance with legal provisions, take any measures to safeguard the rights of holders of the securities issued or other rights granting access to the Company's capital that may be required by legal and regulatory provisions and any applicable contractual stipulations, and possibly suspend the exercise of the rights attaching to these securities for a period defined in compliance with legal and regulatory provisions and applicable contractual stipulations. The Board of Directors, with the right to sub-delegate in accordance with legal provisions, may particularly, in the event of an issue of share warrants, determine the number and characteristics thereof and decide, if it deems it appropriate, in a manner and according to terms and conditions it shall define, that the warrants may be redeemed or bought back, or that they shall be awarded free of charge to the shareholders in proportion to their rights in the share capital.

The Board of Directors, with the right to sub-delegate in accordance with legal provisions, may determine the issue price of the shares or securities that may be issued pursuant to this delegation, it being specified that:

- a) the issue price of the shares shall be at least equal to the weighted average price over the last three trading days prior to the start of the public offering within the meaning of Regulation (EU) No. 2017/1129 of 14 June 2017, possibly reduced by a maximum discount of 10%;
- b) the issue price of the securities granting access to the share capital and the number of shares to which the conversion, redemption or, more generally, the transformation of each security granting access to the share capital could grant entitlement, shall be such that the amount received immediately by the Company, plus any amount that may be subsequently received, shall be, for each share issued as a result of the issue of said securities, at least equal to the amount mentioned in paragraph "a)" above.

If subscriptions have not absorbed the entire issue, the Board of Directors may use the rights or some of the rights listed below, in the order it shall determine: (i) limit the issue to the amount of subscriptions received, provided that it reaches at least three quarters of the issue decided, (ii) freely distribute all or part of the unsubscribed securities, or (iii) make a public offering of all or part of the unsubscribed securities, on the French and/or international market and/or abroad.

The Board of Directors may, at its sole initiative and with the right to sub-delegate in accordance with legal provisions, deduct the costs of capital increases from the amount of the related premiums and levy from this amount the sums necessary to form the legal reserve.

The Board of Directors shall have all powers to implement this resolution, with the right to sub-delegate in accordance with legal provisions, particularly by entering into any agreement for this purpose, to carry out the abovementioned issues, on one or more occasions, in the proportion and at the times it deems appropriate, in France and/or, as applicable, abroad and/or on the international market, and to postpone the same as applicable, acknowledge the completion of each capital increase and amend the by-laws accordingly, take any measures and complete all formalities necessary for the issue, listing and financial administration of the securities issued pursuant to this delegation and for the exercise of the rights attaching thereto.

The Board of Directors may not, except with the prior authorization of the General Shareholders' Meeting, make use of this delegation of authority after a third party has filed a proposed tender offer for the Company's securities, until the end of the offer period.

If the Board of Directors uses the delegation of authority granted to it by this resolution, it shall report on the use made of the authorizations hereby granted at the next Ordinary Shareholders' Meeting, in accordance with applicable legislation and regulations.

This delegation supersedes, as from the date hereof and for the unused portion of the delegation granted by the fifteenth resolution adopted by the General Meeting of June 29, 2023.

TWENTY-FIRST RESOLUTION

(Delegation of authority to the Board of Directors to increase the share capital, with cancellation of the shareholders' preferential subscription right, through the issue of shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued, as part of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code)

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the special report by the Statutory Auditors, and deliberating in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, particularly Articles L. 225-129-2, L. 225-135 and L. 225-136 of that Code, Articles L. 22-10-49 et seq. of the

same Code and the provisions of Articles L. 228-91 et seq. of that Code, delegates to the Board of Directors, with the right to sub-delegate in accordance with legal provisions, for a period of twenty-six months from the date of this General Shareholders' Meeting, its authority to decide to issue shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued, which may be subscribed for either in cash, or by set-off with unquestionable, liquid and due claims.

Issues shall be made pursuant to this delegation by means of public offerings mentioned in 1° of Article L. 411-2 of the French Monetary and Financial Code, it being specified that they may be carried out jointly with one or more offerings other than the offers mentioned in 1° of Article L. 411-2 of the French Monetary and Financial Code made pursuant to the preceding twentieth resolution.

Consequently, the General Shareholders' Meeting resolves to cancel the preferential right of shareholders to subscribe for shares, equity securities and other securities to be issued pursuant to this resolution. The limits of the capital increases authorized in the event that the Board of Directors makes use of this delegation of authority are defined as follows:

- the maximum nominal amount of the capital increases that may be carried out, immediately or in future, pursuant to this delegation is set at thirty-three thousand, eight hundred and sixty-nine euros and three euro cents (€33,869.03), or the equivalent in any other currency or monetary unit established by reference to several currencies;
- it being specified that this limit (i) is set without taking into account the nominal amount of the Company's shares possibly to be issued in connection with adjustments made to protect, in accordance with applicable legal and regulatory provisions and any contractual stipulations providing for other cases of adjustment, the rights of holders of securities or other rights granting access to the Company's share capital but (ii) includes the amount of any additional shares to be issued in the event of implementation of the right to increase the number of shares to be issued in the event of excess demand covered by the twenty-second resolution below (or any resolution subsequently replacing the same).

In any event, share issues carried out pursuant to this delegation shall not exceed the limits stipulated by regulations in force on the date of the issue (currently, 30% of the capital per year).

It is specified that the amount of the capital increases made or which may be made in future pursuant to this delegation shall be deducted from the amount of the aggregate limit provided for in paragraph 2 of the nineteenth resolution submitted to this General Shareholders' Meeting, or, as applicable, to the amount of any aggregate limit provided for by a similar resolution that may replace said resolution during the validity of this delegation and (ii) from the amount of the aggregate limit provided for in paragraph 3 of the twentieth resolution submitted to this General Shareholders' Meeting, or, as applicable, to the amount of any aggregate limit provided for by a similar resolution that may replace said resolution during the validity of this delegation.

Draft resolutions

to be submitted to the Annual General Meeting

The securities granting access to the Company's share capital thus issued may consist of debt securities or be associated with the issue of such securities, or enable the issue thereof as intermediate securities. They may particularly take the form of subordinated or non-subordinated, fixed-term or perpetual securities, and be issued either in Euros, or in foreign currencies, or in units of account established by reference to several currencies. The term of the borrowings (giving access to the Company's share capital), other than those represented by perpetual securities, may not exceed fifty years. For their issue, during their existence and for their access to the capital, their redemption or repayment, the provisions relating to similar securities that may be issued pursuant to the preceding nineteenth resolution shall apply.

The securities issued may, as applicable, be associated with warrants granting the right to the award, acquisition or subscription of bonds or other securities representing debt.

The aggregate maximum nominal amount of all the debt securities issued pursuant to this resolution may not exceed, and shall be deducted from, the limit applicable to debt securities provided for in the preceding fourteenth resolution.

The General Shareholders' Meeting acknowledges that this delegation entails a waiver by the shareholders of their preferential right to subscribe for the shares or equity securities of the Company to which the securities issued pursuant to this delegation may grant entitlement.

The Board of Directors shall determine, with the right to sub-delegate in accordance with legal provisions, the characteristics, amount and terms and conditions of any issue and of the securities issued. In particular, it shall determine the category of securities issued and shall define their subscription price, the terms and conditions of paying-up, their dividend date which may be retroactive or the terms and conditions of exercising the rights attaching to the securities issued. The Board of Directors may also, as applicable, with the right to sub-delegate in accordance with legal provisions, take any measures to safeguard the rights of holders of the securities issued or other rights granting access to the Company's capital that may be required by legal and regulatory provisions and any applicable contractual stipulations, and possibly suspend the exercise of the rights attaching to these securities for a period defined in compliance with legal and regulatory provisions and applicable contractual stipulations. The Board of Directors, with the right to sub-delegate in accordance with legal provisions, may particularly, in the event of an issue of share warrants, determine the number and characteristics thereof and decide, if it deems it appropriate, in a manner and according to terms and conditions it shall define, that the warrants may be redeemed or bought back, or that they shall be awarded free of charge to the shareholders in proportion to their rights in the share capital.

The Board of Directors, with the right to sub-delegate in accordance with legal provisions, may determine the issue price of the shares or securities that may be issued pursuant to this delegation, it being specified that:

- a) the issue price of the shares shall be at least equal to the weighted average price over the last three trading days prior to the start of the public offering within the meaning of Regulation (EU) No. 2017/1129 of 14 June 2017, possibly reduced by a maximum discount of 10%);
- b) the issue price of the securities granting access to the share capital and the number of shares to which the conversion, redemption or, more generally, the transformation of each security granting access to the share capital could grant entitlement, shall be such that the amount received immediately by the Company, plus any amount that may be subsequently received, shall be, for each share issued as a result of the issue of said securities, at least equal to the amount mentioned in paragraph "a)" above.

If subscriptions have not absorbed the entire issue, the Board of Directors may use the rights or some of the rights listed below, in the order it shall determine: (i) limit the issue to the amount of subscriptions received, provided that it reaches at least three quarters of the issue decided, (ii) freely distribute all or part of the unsubscribed securities, or (iii) make a public offering of all or part of the unsubscribed securities, on the French and/or international market and/or abroad.

The Board of Directors may, at its sole initiative and with the right to sub-delegate in accordance with legal provisions, deduct the costs of capital increases from the amount of the related premiums and levy from this amount the sums necessary to form the legal reserve.

The Board of Directors shall have all powers to implement this resolution, with the right to sub-delegate in accordance with legal provisions, particularly by entering into any agreement for this purpose, to carry out the abovementioned issues, on one or more occasions, in the proportion and at the times it deems appropriate, in France and/or, as applicable, abroad and/or on the international market, and to postpone the same as applicable, acknowledge the completion of each capital increase and amend the by-laws accordingly, take any measures and complete all formalities necessary for the issue, listing and financial administration of the securities issued pursuant to this delegation and for the exercise of the rights attaching thereto.

The Board of Directors may not, except with the prior authorization of the General Shareholders' Meeting, make use of this delegation of authority after a third party has filed a proposed tender offer for the Company's securities, until the end of the offer period.

If the Board of Directors uses the delegation of authority granted to it by this resolution, it shall report on the use made of the authorizations hereby granted at the next Ordinary General Meeting, in accordance with applicable legislation and regulations.

This delegation supersedes, as from the date hereof and for the unused portion of the delegation granted by the sixteenth resolution adopted by the General Meeting of June 29, 2023.

TWENTY-SECOND RESOLUTION

(Authorization given to the Board of Directors to increase the number of securities to be issued, in the event of a capital increase with or without cancellation of the shareholders' preferential subscription right)

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the special report by the Statutory Auditors, and deliberating in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, authorizes the Board of Directors, with the right to sub-delegate in accordance with legal provisions, for a period of twenty-six months from this General Shareholders' Meeting, for each issue decided pursuant to the preceding nineteenth, twentieth, and twenty-first resolutions, and for any issue decided pursuant to the following twenty-sixth resolution, to increase the number of securities to be issued, in accordance with the aforementioned Article L. 225-135-1 (i.e. at present, within thirty days of the closing of the subscription, within the limit of 15% of each issue and at the same price as the initial issue), subject to compliance with the limit(s) stipulated in the resolution pursuant to which the issue is decided.

The Board of Directors may not, except with the prior authorization of the General Shareholders' Meeting, make use of this authorization after a third party has filed a proposed tender offer for the Company's securities, until the end of the offer period.

TWENTY-THIRD RESOLUTION

(Delegation of authority to the Board of Directors to increase the Company's share capital by incorporation of reserves, profits or premiums)

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, and deliberating in accordance with the provisions of Articles L. 225-129-2 and L. 225-130 of the French Commercial Code, delegates to the Board of Directors, for a period of twenty-six months from the date of this General Meeting, its authority to decide to increase the share capital, on one or more occasions, and at the times it deems appropriate, by incorporation of reserves, profits or premiums into the capital, followed by the creation and free award of new shares or by an increase in the par value of existing shares, or a combination of these two methods.

The maximum nominal amount of the capital increases that may be carried out, immediately or in future, pursuant to this delegation is set at thirty-three thousand, eight hundred and sixty-nine euros and three euro cents (€33,869.03), it being specified that this limit is defined (i) without taking into account the par value of the Company's shares possibly

to be issued in connection with adjustments made to protect, in accordance with applicable legal and regulatory provisions and any contractual stipulations providing for other cases of adjustment, the rights of holders of securities or other rights granting access to the Company's share capital and (ii) independently of the limits on capital increases resulting from issues of shares or securities authorized by the preceding nineteen to twenty-first resolutions.

The Board of Directors may not, except with the prior authorization of the General Shareholders' Meeting, make use of this delegation of authority after a third party has filed a proposed tender offer for the Company's securities, until the end of the offer period. The Board of Directors shall have all powers, with the right to sub-delegate in accordance with legal provisions, in order to implement this resolution and particularly to:

- determine the amount and nature of the sums to be incorporated into the capital, decide on the number of new shares to be issued and/or the amount of existing shares comprising the share capital whose par value will be increased, set the date, even retroactively, on which the new shares will bear dividends or the effective date of the increase in the par value;
- decide that rights forming fractions of shares shall be neither tradable nor transferable and that the corresponding securities shall be sold; the proceeds from the sale shall be allocated to the holders of rights within the time limits stipulated by regulations;
- deduct the costs of the capital increases from one or more available reserve items and levy from these amounts the sums necessary to form the legal reserve;
- take any measure necessary to complete the capital increases, complete any formalities further to the same, particularly those relative to the listing of the securities created, and amend the by-laws accordingly, and generally do all that may be necessary.

This delegation supersedes, as from the date hereof and for the unused portion of the delegation granted by the eighteenth resolution adopted by the General Meeting of June 29, 2023.

TWENTY-FOURTH RESOLUTION

(Delegation of authority to the Board of Directors to proceed with a capital increase, with cancellation of the shareholders' preferential subscription right, reserved for members of a Group Savings Plan)

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary Shareholders' Meetings and having reviewed the Board of Directors' report and the special report by the Statutory Auditors, in accordance with the provisions of Articles L. 225-129, L. 225-129-1 to L. 225-129-6 and L. 225-138-1 of the French Commercial Code, and with the provisions of Articles L. 3332-1 et seq. of the French Labor Code,

- 1) resolves to delegate to the Board of Directors, for a period of twenty-six months from the date of this General Shareholders' Meeting, its authority to increase the

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Company's share capital, on one or more occasions, and in the proportions and at the times it deems appropriate, by issuing shares reserved for the members of one or more Company Savings Plan(s) (or any other plan for whose members, pursuant to Articles L. 3332-1 et seq. of the French Labor Code, a capital increase may be reserved in similar conditions) established within the group formed by the Company and the French or foreign entities included the scope of consolidation or combined accounts of the Company pursuant to Article L. 3344-1 of the French Labor Code;

- 2) resolves to cancel the preferential subscription right of shareholders, in favor of the above-mentioned beneficiaries;
- 3) resolves that the maximum nominal amount of any capital increase that may be carried out pursuant to this delegation is set at three thousand three hundred and eighty-six euros and ninety euro cents (€3,386.90), this cap being separate and independent of the caps referred to in the other resolutions submitted to this General Meeting;
- 4) resolves that the subscription price of the new ordinary shares shall be determined by the Board of Directors in accordance with legal or regulatory provisions and particularly in accordance with the provisions of Article L. 3332-19 of the French Labor Code, but it may not exceed the average price of the Company's share quoted on Euronext Paris over the twenty trading days preceding the date of the decision setting the subscription opening date, or be more than 30% below that average price, or more than 40% below it when the lock-up period stipulated by the plan pursuant to Articles L. 3332-25 et seq. of the French Labor Code is greater than or equal to 10 years;
- 5) resolves to grant all powers to the Board of Directors to implement this resolution, and particularly to:
 - a) carry out the capital increase, on one or more occasions within twenty-six months of the decision made by this General Shareholders' Meeting, in favor of the Company's employees who are members of a Company Savings Plan, established as may be required, and determine the amount of each issue within the aggregate limit defined above,
 - b) determine any terms and conditions of award of the new shares thus issued to said employees in accordance with legal provisions, and the number of securities they may each be awarded, within the limit of the capital increase authorized pursuant to this resolution,
 - c) define the opening and closing dates for subscriptions, decide whether the new shares shall be directly subscribed for by the employees or through a mutual fund, and receive the employees' subscriptions,
 - d) set the period granted to subscribing employees to pay up the amount of their subscription within the limit of six (6) months after the subscription, it being specified that the shares subscribed may be paid up, at the request of the Company or the subscribing employee, by periodical payments or by equal and regular deductions from the subscribing employee's salary,

- e) collect the sums corresponding to the paying-up of subscriptions, whether paid in cash or by offsetting claims, determining the credit balance of any current accounts opened in the Company's books in the name of subscribers paying up the subscribed shares by set-off,
- f) acknowledge completion of the capital increase and, as applicable, deduct any costs from the amount of premiums paid upon the issue of the shares and levy from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital, after each capital increase,
- g) complete all legal formalities, amend the Company's by-laws accordingly, take any measures to complete the capital increase, and, in general, do all that may be necessary, in the manner stipulated above and in accordance with legislation and regulations in force.

The new shares shall carry dividend rights as of their issue. As soon as they are created, they shall be fully equivalent to existing shares, shall grant the same rights and shall be subject to all the provisions of the Company's by-laws.

This delegation supersedes, as from the date hereof and for the unused portion of the delegation granted by the nineteenth resolution adopted by the General Meeting of June 29, 2023.

TWENTY-FIFTH RESOLUTION

(Powers for formalities)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, confers full powers to the bearer of an original, excerpt or copy of the minutes of its deliberations to carry out all filings and formalities required by law.

TWENTY-SIXTH RESOLUTION

(Authorization granted to the Board of Directors to decide on the issuance, with cancellation of the shareholders' preferential subscription right, through the issue of shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued, in consideration for contributions in kind)

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the special report by the Statutory Auditors, and deliberating in accordance with the provisions of Articles L. 225-129 and L. 225-129-2 of the French Commercial Code, Article L. 22-10-53 of the same Code and the provisions of Articles L. 228-91 et seq. of said Code, authorizes the Board of Directors, with the right to sub-delegate in accordance with legal provisions, for a period of twenty-six months from the date of this General Shareholders' Meeting, to increase the share capital in one or more tranches, by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued, in order to compensate contributions in kind made to the Company

and consisting of equity securities or securities giving access to equity, where the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable.

Consequently, the General Shareholders' Meeting resolves to cancel the preferential right of shareholders to subscribe for shares, equity securities and other securities to be issued pursuant to this resolution.

The limits of the capital increases authorized in the event that the Board of Directors makes use of this authorization are defined as follows:

- the maximum nominal amount of the capital increases that may be carried out, immediately or in future, pursuant to this delegation is set at seventy-one thousand, four hundred and seventy-nine euros and sixty-nine euro cents (€71,479.69), or the equivalent in any other currency or monetary unit established by reference to several currencies;
- it being specified that this limit (i) is set without taking into account the nominal amount of the Company's shares possibly to be issued in connection with adjustments made to protect, in accordance with applicable legal and regulatory provisions and any contractual stipulations providing for other cases of adjustment, the rights of holders of securities or other rights granting access to the Company's share capital but (ii) includes the amount of any additional shares to be issued in the event of implementation of the right to increase the number of shares to be issued in the event of excess demand covered by the twenty-second resolution above (or any resolution subsequently replacing the same).

In any event, share issues carried out under this authorization will not exceed the limits set by the regulations applicable on the date of issue (currently 20% of the share capital per year).

The General Shareholders' Meeting acknowledges that the implementation by the Board of Directors of this authorization entails a waiver by the shareholders of their preferential right to subscribe for the shares or equity securities of the Company to which the securities issued pursuant to this delegation may grant entitlement.

The Board of Directors shall have all powers, with the right to sub-delegate under the conditions set forth by law, to implement this resolution, in particular for the purpose of:

- decide the issue of shares and/or securities giving immediate or future access to the capital of the Company or other companies;
- determine the list of equity securities and securities contributed, approve the valuation of contributions, set the terms and conditions for the issue of shares and/or securities giving access to the capital in compensation for the contributions, as well as, where applicable, the amount of the cash payment to be made, approve the granting of special benefits, and reduce, if the contributors agree, the valuation of the contributions or the compensation for the special benefits;
- determine the characteristics of the shares and/or securities giving access to the capital in compensation for the contributions and modify, during the life of

such securities, the said terms and characteristics in accordance with the applicable formalities;

- determine and make any adjustments to take into account the impact of transactions on the Company's capital or shareholders' equity, in particular in the event of a change in the par value of the shares, a capital increase through the incorporation of reserves, a free allocation of shares, a split or consolidation of securities, the distribution of dividends, reserves or premiums or any other assets, capital amortization, or any other transaction involving the capital or shareholders' equity (including in the event of a public offering and/or change of control), and to determine any other terms and conditions necessary to ensure, where applicable, the preservation of the rights of holders of securities giving access to the capital or other rights giving access to the capital (including through cash adjustments);
- at its sole discretion, allocate the costs of capital increases to the amount of the premiums relating thereto and deduct from this amount the sums necessary to provide for the legal reserve;
- record the completion of each capital increase and make the corresponding amendments to the Articles of Association;
- in general, enter into any agreement, in particular to ensure the successful completion of the planned issues, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this authorization, as well as for the exercise of the rights attached thereto.

The Board of Directors may not, except with the prior authorization of the General Shareholders' Meeting, make use of this authorization after a third party has filed a proposed tender offer for the Company's securities, until the end of the offer period.

TWENTY-SEVENTH RESOLUTION

(Authorization for the Board of Directors to carry out the issue and the free allocation of shares of the Company to employees or officers of the Company or Group companies, with waiver of shareholders' preferential subscription rights)

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the special report by the Statutory Auditors, and deliberating in accordance with the L. 225-197-1 et seq. of the French Commercial Code and Articles L. 22-10-59 and L. 22-10-60 of the same Code, and having considered the matter, authorizes the Board of Directors to proceed, on one or more occasions, with the issue and free allocation of ordinary shares, either existing or to be issued by the Company, to the benefit of the Company's employees, or to certain categories of them, and/or to its corporate officers who meet the conditions set out in Article L. 225-197-1, II of the French Commercial Code, as well as to employees of related companies within the meaning of Article L. 225-197-2 of the French Commercial Code.

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The General Shareholders' Meeting specifies that, for as long as the Company's shares are admitted to trading on the Euronext Paris regulated market, the Board of Directors must continue to comply with the provisions of Article L. 225-197-1, II of the French Commercial Code, in order to be able to allocate free shares to corporate officers who meet the conditions set out in that Article. 22-10-60 of the French Commercial Code (currently, granting stock options or free shares to all employees of the Company and at least 90% of all employees of its subsidiaries as defined in Article L. 233-1 of the French Commercial Code and covered by Article L. 210-3 of the said Code, or implementation by the Company of a profit-sharing or incentive agreement for the benefit of at least 90% of all the employees of its subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code and falling within the scope of Article L. 210-3 of the said Code);

The General Shareholders' Meeting resolves that:

- the total number of ordinary shares of the Company that may be allocated for free under this resolution, in one or more plans, may not represent more than 12% of the Company's share capital at the date of the Board of Directors' decision to allocate them, it being specified (i) that the Board of Directors will have the power to modify the number of shares allocated, up to the aforementioned limit, in the event of transactions affecting the Company's share capital during the Vesting Period referred to below, and (ii) that the total number of shares allocated for free by the Board of Directors (under this authorization and the authorizations previously approved by the Annual General Meeting) may in no event exceed the overall limit of 15% of the Company's existing share capital at the date of the decision to allocate them, in accordance with the provisions of Article 225-197-1 of the French Commercial Code.
- the total number of ordinary shares of the Company that may be allocated for free to corporate officers of the Company under this resolution may not represent more than 3% of the Company's share capital, and that this limit applicable to corporate officers will be deducted, during the period of validity of this resolution, from the limit of 12% of the share capital mentioned above;
- the definitive acquisition of shares allocated under this authorization will be subject to at least two performance conditions determined by the Board of Directors at the time of the allocation decision, measured over a period of at least three years, it being however specified that, notwithstanding the foregoing, the Board of Directors may adapt the performance condition(s) to the new configuration of the Solocal Group in exceptional cases where the Group's scope is significantly affected, modifying the Group's structure following a merger, change of control, acquisition or disposal;
- the allocation of shares to their beneficiaries will be definitive, subject to the fulfilment of any conditions or criteria set out by the Board of Directors, at the end of a vesting period of at least 3 years (the **"Vesting Period"**), and gives full powers to the Board of Directors to set out, where applicable, a Vesting Period longer than three years and/or a holding period;
- notwithstanding the foregoing, that the shares will be definitively acquired before the end of the Vesting Period in the event of the beneficiary's disability corresponding to classification in the second and third categories provided

for in Article L. 341-4 of the French Social Security Code, and that the said shares will be freely transferable in the event of the beneficiary's disability corresponding to their classification in the aforementioned categories of the French Social Security Code;

The General Shareholders' Meeting notes that:

- in accordance with the provisions of Article L. 225-197-1 of the French Commercial Code, where the allocation relates to shares to be issued, this authorization automatically entails a waiver by the shareholders of their preferential right to subscribe for the new shares issued, in favor of the beneficiaries of the free shares allocated, with the corresponding capital increase being completed solely as a result of the final allocation of the shares to the beneficiaries;
- this decision entails, as applicable, a waiver by the shareholders in favor of the beneficiaries of free shares, of the portion of reserves, profits or premiums which, if applicable, will be used in the event of the issue of new shares at the end of the Vesting Period, for the completion of which all powers are delegated to the Board of Directors.

The General Shareholders' Meeting resolves that the free shares issued under this resolution will carry dividend rights from the date of issue and will be fully assimilated to existing shares, subject to all the provisions of the Company's bylaws and the decisions of the General Shareholders' Meeting.

The General Shareholders' Meeting gives full powers to the Board of Directors, with the right to sub-delegate under the conditions set forth by law and by this resolution, to implement this authorization (and, where applicable, to postpone it), and in particular to:

- record the existence of sufficient reserves and transfer the amounts required to pay up the new ordinary shares to be allocated to an unavailable reserve account at the time of each allocation;
- determine the identity of the beneficiaries of the allocations, as well as the number of ordinary shares that may be allocated for free to each of them;
- set out, within the aforementioned limits, the amount of the issue(s) carried out pursuant to this resolution, as well as the number of ordinary shares to be issued for free;
- set out the conditions and, if applicable, the criteria for the allocation of these ordinary shares, including performance conditions;
- acquire the shares required to deliver any existing shares allocated for free;
- make any adjustments it deems necessary to take into account the impact of transactions affecting the Company's capital, in particular in the event of a change in the par value of the shares, a capital increase resulting from the exercise of securities giving access to the Company's capital or through the capitalization of reserves, the allocation of free shares, or a stock split or reverse stock split (it being specified that no adjustment will be made in respect of shares issued under other delegations of authority submitted to this Meeting);
- provide for the possibility of temporarily suspending allocation rights;

- take all necessary steps to ensure compliance, where applicable, with the retention obligation imposed on beneficiaries;
- enter into any agreement with a view to carrying out the issue(s) provided for in this resolution;
- carry out the publication and filing formalities required for the completion of the capital increases resulting from the issue of the new free shares, and amend the Company's bylaws accordingly;
- arrange for the new free shares to be admitted to trading on the Euronext Paris regulated market, and do all that may be necessary or useful for the completion of the capital increases provided for in this resolution and the admission of the new ordinary shares to trading; and
- generally do whatever is necessary to implement this authorization, in accordance with the applicable legislation.

The General Shareholders' Meeting resolves that this authorization is granted for a period of thirty-eight (38) months from the date of this General Shareholders' Meeting.

The General Shareholders' Meeting notes that, should the Board of Directors of the Company decide to use the authorization granted in this resolution, it will inform the General Shareholders' Meeting each year, in accordance with the applicable laws and regulations, of the use made of the authorization granted under this resolution.

The Board of Directors will set out the holding period for corporate officers in accordance with Articles L. 225-197-1, II, paragraph 4 and L. 22-10-59 of the French Commercial Code.

TWENTY-EIGHTH RESOLUTION

(Approval of the transformation of the Company's corporate form to that of a European company and of the terms of the proposed transformation – Adoption of the Articles of Association of the Company in its new form of European company – Amendment of the Articles of Association, in particular Articles 1 (Form), 2 (Name) and 4 (Registered Office))

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed (i) the Board of Directors' proposal dated March 18, 2025 to transform the Company into a European company, which has been filed with the clerk of the Commercial Court of Nanterre, explaining and justifying the legal and economic aspects of the Company's transformation, and providing the consequences for shareholders and employees of adopting the European company form, (ii) the Board of Directors' report, (iii) the report of the transformation auditor, appointed by order of the President of the Commercial Court of Nanterre on April 7, 2025, and (iv) the draft Articles of Association of the Company in its new form:

- after noting that the Company meets the conditions required by the provisions of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company, and in particular those set out in Articles 284 and 37 of said regulation, as well as in Article L. 225-245-1 of the French Commercial Code, relating to the transformation of a société anonyme into a European company; and
 - after noting that:
 - the transformation of the Company into a European company will not result in the dissolution of the Company or the creation of a new legal entity,
 - the Company's name after transformation will be "Solocal Group SE",
 - its registered office will remain unchanged,
 - the Company's capital, the number of shares comprising it and their par value will remain unchanged,
 - the Company's shares will continue to be listed on the Euronext Paris regulated market,
 - the duration of the current financial year will not be modified as a result of the adoption of the European company form, and that the accounts for this financial year will be prepared, presented and audited in accordance with the conditions set out in the Articles of Association of the Company in its new form and the provisions of the French Commercial Code relating to the European company,
 - the term of office of each of the Company's Directors and statutory and deputy auditors will continue under the same conditions and for the same remaining period as prior to the Company's registration as a European company,
 - all the authorizations and delegations of authority and powers which have been and will be granted to the Board of Directors of the Company in its corporate form by any General Shareholders' Meeting of the Company and which will be in force on the date of completion of the transformation of the Company into a European company, will remain in force and will continue to produce all their effects, on the date of said completion, in favor of the Board of Directors of the Company in its corporate form of European company,
 - that in the absence of employees in the Company and its participating subsidiaries governed by the laws of Member States other than France, there was no need to set up a special group of negotiation (SGN), and that the rules governing employee involvement in the Company will remain unchanged when it becomes a European company,
- 1) resolves, subject to the condition precedent of approval of the transformation by the holders of the bonds issued by the Company (at a general meeting of bondholders or following written consultation, if the terms and conditions so provide), to approve the transformation of the Company's corporate form into a European company with a Board of Directors, approve the terms of the proposed transformation of the Company as set out by the Board of Directors, and duly note that this transformation will take effect as from the registration of the Company in its new form with the clerk of the Commercial Court of Nanterre,
 - 2) grants full powers to the Board of Directors, with the right to subdelegate in accordance with applicable laws and regulations, to carry out the formalities required to register the Company as a European company,
 - 3) adopts the text of the Articles of Association of the Company in its new form as a European company, including the amendments proposed below (the wording of the other paragraphs of the Articles of Association remaining unchanged):

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Old text

Article 1 – Form

The Company is a public limited company governed by current and future laws and regulations and by these Articles of Association.

New text

Article 1 – Form

The Company, initially incorporated as a société anonyme, was transformed into a société européenne (Societas Europaea) by decision of the Extraordinary General Meeting of June 5, 2025.

~~The Company~~ The Company is a public limited company governed by current and future Community and national provisions, and by these Articles of Association.

Old text

Article 2 – Name

The Company's name is "Solocal Group".

New text

Article 2 – Name

The Company's name is "Solocal Group".

In all deeds and documents issued by the Company and intended for third parties, this name must always be preceded or immediately followed by the words "Société Européenne" or the abbreviation "SE", a statement of the amount of share capital and the place and number of registration in the Trade and Companies Register.

Old text

Article 4 – Registered office

The registered office is located at 204, Rond-point du Pont de Sèvres, Boulogne Billancourt (Hauts-de-Seine).

New text

Article 4 – Registered office

The registered office is located at 204, Rond-point du Pont de Sèvres, Boulogne Billancourt (Hauts-de-Seine), France.

Old text

Article 16 – Convening and deliberations

Directors are convened to meetings of the Board of Directors by any means. In urgent cases, meetings may also be called verbally. The Board of Directors meets as often as the Company's interests require, at the Chairman's invitation, and whenever he deems it appropriate, at the registered office or at any other place indicated in the invitation.
[...]

New text

Article 16 – Convening and deliberations

Directors are convened to meetings of the Board of Directors by any means. In urgent cases, meetings may also be called verbally. The Board of Directors meets as often as the Company's interests require, and at least once every three months, at the Chairman's invitation and whenever he deems it appropriate, at the registered office or at any other place indicated in the invitation.

[the rest of the article remains unchanged].

Old text

Article 18 – General management

II – Chief Executive Officer

1. Appointment – Removal

Depending on the choice made by the Board of Directors in accordance with the provisions of paragraph I above, General Management is carried out either by the Chairman, or by an individual appointed by the Board of Directors and bearing the title of Chief Executive Officer.

When the Board of Directors chooses to separate the functions of Chairman and Chief Executive Officer, it appoints the Chief Executive Officer, sets his or her term of office, determines his or her remuneration and, where applicable, limits his or her powers.

The Chief Executive Officer may be dismissed at any time by the Board of Directors.

New text

Article 18 – General management

II – Chief Executive Officer

1. Appointment – Removal

Depending on the choice made by the Board of Directors in accordance with the provisions of paragraph I above, General Management is carried out either by the Chairman, or by an individual appointed by the Board of Directors and bearing the title of Chief Executive Officer.

When the Board of Directors chooses to separate the functions of Chairman and Chief Executive Officer, it appoints the Chief Executive Officer, sets his or her term of office (which may not exceed six years), determines his or her remuneration and, where applicable, limits his or her powers.

The Chief Executive Officer may be dismissed at any time by the Board of Directors.

Old text

Article 18 – General management**III – Deputy Chief Executive Officers**

On the recommendation of the Chief Executive Officer, the Board of Directors may appoint one or more individuals to assist the Chief Executive Officer, with the title of Deputy Chief Executive Officer.

The maximum number of Deputy Chief Executive Officers is set at five.

In agreement with the Chief Executive Officer, the Board of Directors determines the scope and duration of the powers granted to the Deputy Chief Executive Officers.

[...]

New text

Article 18 – General management**III – Deputy Chief Executive Officers**

On the recommendation of the Chief Executive Officer, the Board of Directors may appoint one or more individuals to assist the Chief Executive Officer, with the title of Deputy Chief Executive Officer.

The maximum number of Deputy Chief Executive Officers is set at five.

In agreement with the Chief Executive Officer, the Board of Directors determines the scope and duration (which may not exceed six years) of the powers granted to the Deputy Chief Executive Officers.

[the rest of the article remains unchanged].

These Articles of Association will become effective as from the final completion of the transformation of the Company into a European company resulting from its registration.

A copy of the Articles of Association, also reflecting the amendments proposed in the twenty-ninth resolution submitted to the General Shareholders' Meeting, will be appended to the minutes of this General Shareholders' Meeting.

TWENTY-NINTH RESOLUTION

(Amendments to the Articles of Association: amendments to Articles 3 (Corporate purpose), 5 (Duration), 7 (Capital increase, reduction and redemption), 12 (Board of Directors), 13 (Executive shares), 16 (Convening and deliberations), 17 (Powers of the Board of Directors), 18 (General management), 25 (Shareholders' meetings), 26 (Voting rights) and 36 (Disputes) of the Articles of Association)

The General Shareholders' Meeting, deliberating in accordance with the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed (i) the Board of Directors' report, and (ii) the draft Articles of Association of the Company in its new form, resolves, subject to the prior adoption of the twenty-sixth resolution submitted to the General Shareholders' Meeting, to:

- amend Article 3 (Corporate purpose) of the Company's Articles of Association as they stand following the Company's transformation into a European company, to add wording designed to cover all general information relating to local life within the scope of the Company's services:

Old text

Article 3 – Corporate purpose

[...]

All activities linked directly or indirectly to such services, or which constitute their prerequisite or accessory, condition or extension, or which are likely to encourage or develop them;

[...]

New text

Article 3 – Corporate purpose

[...]

All activities directly or indirectly related to such services, or which are a prerequisite, accessory, condition or extension of them, or which are likely to encourage or develop them, and in particular all general information relating to local life;

[the rest of the article remains unchanged].

- in accordance with the provisions of Article 1844-6 of the French Civil Code, extend the Company's duration, initially set at 99 years from December 31, 1954 and expiring in 2053, for a further 99 years from the date of this General Shareholders' Meeting, i.e. until June 5, 2124, and consequently to amend Article 5 (Duration) of the Company's Articles of Association as they stand following the Company's transformation into a European company:

Old text

Article 5 – Duration

The Company's duration is 99 years, commencing on December 31, 1954 and expiring in 2053, except in the event of early dissolution or extension as provided for in these Articles of Association.

New text

Article 5 – Duration

The duration of the Company initially set at 99 years from December 31, 1954 and expiring in 2053, was extended by decision of the Extraordinary General Meeting of June 5, 2025 for a further 99 years from December 31, 1954 and expiring in 2053 from the date of the said meeting, i.e. until June 5, 2124, except in the event of early dissolution or extension as provided for in these Articles of Association.

Draft resolutions

to be submitted to the Annual General Meeting

- amend Article 7 (Capital increase, reduction and amortization) of the Company's Articles of Association as they stand following the Company's transformation into a European company, to add a clarification of three cases in which the Company's Extraordinary General Meeting may decide to increase the Company's capital (implementation of a profit-sharing contract for the benefit of all employees, remuneration in connection with free share issues, remuneration of acquisitions):

Old text

New text

Article 7 – Capital increase, reduction and redemption

I. [...]

The right to receive new shares following the capitalization of reserves, profits or issue premiums belongs to the bare owner, subject to the rights of the beneficial owner.

II. [...]

Article 7 – Capital increase, reduction and redemption

I. [...]

The right to receive new shares following the capitalization of reserves, profits or issue premiums belongs to the bare owner, subject to the rights of the beneficial owner.

The Extraordinary General Meeting may also decide to increase the Company's capital:

- as part of the implementation of a profit-sharing contract for all employees, in accordance with the conditions set by the Board of Directors;
- as remuneration for free share issues under plans whose final terms will be determined by the Board of Directors in accordance with the conditions set by the authorization granted by the Extraordinary General Meeting;
- to pay for acquisitions.

II [the rest of the article remains unchanged].

- amend Article 12 (Board of Directors) of the Company's Articles of Association as they stand following the Company's transformation into a European company, to provide for the possibility in the Articles of Association, in accordance with the provisions of Article L. 225-27 of the French Commercial Code, of appointing two Directors under the optional system for appointing Directors representing employees (depending on the number of Directors on the day of appointment of the Directors representing employees), and to update the appointment procedure in line with the number of seats to be filled:

Old text

New text

Article 12 – Board of Directors

[...]

II. The Board of Directors includes among its members one Director representing the employees of the Company and those of its direct or indirect subsidiaries (within the meaning of the optional scheme provided for in Article L. 225-27 of the French Commercial Code) whose registered office is located in France.

Elections are by majority vote in two rounds.

Each application must include, in addition to the name of the candidate in the event of a vacancy for any reason whatsoever, the name of any replacement. Candidates and replacements must be of different genders.

The candidate who obtains an absolute majority of votes cast in the first round, and a relative majority in the second round, is declared elected.

[...]

Article 12 – Board of Directors

[...]

II. The Board of Directors includes among its members one or two Director(s) representing the employees of the Company and those of its direct or indirect subsidiaries (within the meaning of the optional scheme provided for in Article L. 225-27 of the French Commercial Code) whose registered office is located in France, depending on the number of Directors on the date of their appointment (the number of Directors representing employees being two if the number of Directors is greater than eight on the date of appointment of the Directors representing employees, and one if the number of Directors is equal to or less than eight on the date of appointment of the Director representing employees).

When only one seat is to be filled, the election is by majority vote in two rounds. Each candidacy must include, in addition to the name of the candidate in the event of a vacancy for any reason whatsoever, the name of any replacement in the event of a vacancy for any reason whatsoever. Candidates and replacements must be of different genders.

When there are two seats to be filled, employees are divided into two colleges voting separately. The first college comprises engineers, managers and similar staff, while the second comprises other employees. Elections are by majority vote in two rounds within each college. In addition to the name of the candidate for each college, each candidacy must include the name of any replacement in the event of a vacancy for any reason. The candidate for each college and his or her replacement must be of different genders.

Staff members who meet the statutory conditions are eligible to vote and stand for election.

The candidate who obtains an absolute majority of the votes cast in the first round, and a relative majority in each of the colleges in the second round if there are two colleges, is declared elected.

[the rest of the article remains unchanged].

- remove the requirement for Directors to hold shares in the Company, insofar as this is no longer a legal requirement, and consequently to delete Article 13 (Executive shares) of the Company's Articles of Association as they stand following the Company's transformation into a European company (Article 13 would now be indicated as [Reserved] so as not to change the entire numbering of subsequent articles in the Articles of Association):

Old text

Article 13 – Executive shares

Directors must each own at least one share in the Company.

Directors appointed during the life of the Company may not be shareholders at the time of their appointment, but must become shareholders within three months, failing which they will be deemed to have resigned.

New text

Article 13 – Executive shares [Reserved]

~~Directors must each own at least one share in the company. Directors appointed during the life of the Company may not be shareholders at the time of their appointment, but must become shareholders within three months, failing which they will be deemed to have resigned.~~

- amend Article 16 (Convening and deliberations) of the Company's Articles of Association as they stand following the Company's transformation into a European company, to add the possibility for Directors to vote by written consultation (and describe the applicable procedure), and to vote by correspondence, under the conditions provided for by the applicable legal and regulatory provisions:

Old text

Article 16 – Convening and deliberations

[...]

Decisions falling within the Board's specific regulatory powers may be taken by written consultation of Board members.

The deliberations of the Board of Directors are recorded in minutes drawn up in accordance with the law.

[...]

New text

Article 16 – Convening and deliberations

[...]

Decisions falling within the Board's specific regulatory powers may be taken by written consultation of Board members, including by electronic means, provided that none of them objects.

The Chairman of the Board of Directors (or any other person empowered to convene the Board) invites the Directors, either directly or through the Secretary of the Board of Directors, to give their opinion in writing on a draft decision or decisions which he sends to them. The consultation is sent by any means.

Directors must reach a decision within a reasonable timeframe, as determined by the author of the consultation, taking into account the context and nature of the decisions to be made.

If they do not reply within this time limit, and unless this time limit is extended by the author of the consultation, they are deemed not to have participated in the consultation.

If one of the Directors objects to the decision being taken by means of written consultation, he or she must inform the Chairman of the Board of Directors (or the author of the consultation) of his or her objection by any written means; said objection must be received by the Chairman within the time limit specified in the consultation.

The decision can only be adopted if it is supported by a majority of the Directors who took part in the written consultation, who must themselves represent at least half of the members of the Board of Directors in office. In the event of a tie, the Chairman has the casting vote.

The Board of Directors' by-laws may provide for additional consultation procedures where appropriate.

Directors who so request, and with the agreement of the Chairman of the Board of Directors, may vote by correspondence, in accordance with applicable laws and regulations, prior to the Board meeting, using a form sent by the Company.

The deliberations and decisions of the Board of Directors are recorded in minutes drawn up in accordance with the law.

[the rest of the article remains unchanged].

Draft resolutions

to be submitted to the Annual General Meeting

- amend Article 17 (Powers of the Board of Directors) of the Company's Articles of Association as they stand following the Company's transformation into a European company, to add a new wording ("in accordance with its corporate interest, taking into account the social and environmental challenges of its business") to the powers of the Board of Directors, in order to align the wording of the Articles of Association with the text of Article L. 225-35 of the French Commercial Code:

Old text

Article 17 – Powers of the Board of Directors

The Board of Directors determines the direction of the Company's business and oversees its implementation. Subject to the powers expressly vested in the Shareholders' Meetings, and within the limits of the corporate purpose, the Board deals with all matters concerning the smooth running of the Company, and settles all matters concerning it through its deliberations.

[...]

New text

Article 17 – Powers of the Board of Directors

The Board of Directors determines the direction of the Company's business and oversees its implementation, in accordance with its corporate interests, taking into account the social and environmental challenges of its business. Subject to the powers expressly vested in the Shareholders' Meetings, and within the limits of the corporate purpose, the Board deals with all matters concerning the smooth running of the Company, and settles all matters concerning it through its deliberations.

[the rest of the article remains unchanged].

- amend Article 18 (Executive Management) of the Company's Articles of Association as they stand following the Company's transformation into a European company, to limit the maximum number of Deputy Chief Executive Officers to three (instead of the current five):

Old text

Article 18 – General management

III – Deputy Chief Executive Officers

On the recommendation of the Chief Executive Officer, the Board of Directors may appoint one or more individuals to assist the Chief Executive Officer, with the title of Deputy Chief Executive Officer.

The maximum number of Deputy Chief Executive Officers is set at five.

[...]

New text

Article 18 – General management

III – Deputy Chief Executive Officers

On the recommendation of the Chief Executive Officer, the Board of Directors may appoint one or more individuals to assist the Chief Executive Officer, with the title of Deputy Chief Executive Officer.

The maximum number of Deputy Chief Executive Officers is set at five three.

[the rest of the article remains unchanged].

- amend Article 25 (Shareholders' meetings) of the Company's Articles of Association as they stand following the Company's transformation into a European company, to add the principle that Shareholders' Meetings are broadcast live or deferred, except in the event of technical reasons making such broadcast impossible or seriously disrupting it:

Old text

Article 25 – Shareholders' meetings

[...]

The access to the shareholders' meeting is opened to its members on presentation of proof of their status and identity. The Board of Directors may, if it sees fit, deliver shareholders with personal admission cards in their own name, and require that these cards be produced.

New text

Article 25 – Shareholders' meetings

[...]

The access to the shareholders' meeting is opened to its members on presentation of proof of their status and identity. The Board of Directors may, if it sees fit, deliver shareholders with personal admission cards in their own name, and require that these cards be produced.

The shareholders' meeting is broadcast live and recorded, unless technical reasons make this impossible or seriously disrupt the broadcast. A recording of the shareholders' meeting may be consulted on the Company's website, in accordance with the conditions, forms and deadlines provided by law.

[the rest of the article remains unchanged].

- to amend the first paragraph of Article 26 (Voting rights) of the Company's Articles of Association as they stand following the Company's transformation into a European company to clarify that double voting rights are conferred on certain shares in accordance with Article 10 of the Articles of Association (i.e., all fully paid-up shares for which proof is provided that they have been registered in the name of the same shareholder for at least two (2) years), as well as the fifth paragraph of the same Article, to update the number of the text of the French Civil Code applicable to electronic signatures:

Old text	New text
<p>Article 26 – Voting rights</p> <p>Each member of the Meeting has as many votes as the number of shares he or she owns or represents, subject to any voting rights that may be suspended and to the provisions of Article 10 of the Articles of Association.</p> <p>All shareholders may be represented, under the conditions provided by law, by any individual or legal entity of their choice.</p> <p>Voting by mail or by proxy is subject to the terms and conditions provided by law and regulations. The voting form must be received by the Company no later than 3 p.m. (Paris time) on the day before the Meeting.</p> <p>Proxies and absentee ballot forms, as well as the certificate of attendance, may be drawn up on a duly signed electronic medium under the conditions provided by the applicable legal and regulatory provisions. Shareholders voting remotely or by proxy, within the period stipulated in this Article, using the form made available to shareholders by the Company, are treated in the same way as shareholders present or represented.</p> <p>If the Board of Directors so decides at the time of convening the Meeting, the form may be entered and signed electronically directly on the website set up by the Company, using a process that includes the use of an identifier code and password, in accordance with the conditions set out in the first sentence of the second paragraph of Article 1316-4 of the French Civil Code, or any other process that meets the conditions set out in the first sentence of the second paragraph of Article 1316-4 of the French Civil Code.</p> <p>[...]</p>	<p>Article 26 – Voting rights</p> <p>Each member of the Meeting has as many votes as the number of shares he or she owns or represents, subject to any deprivation of voting rights and to the provisions <u>the double voting rights conferred in accordance with</u> Article 10 of the Articles of Association.</p> <p>All shareholders may be represented, under the conditions provided by law, by any individual or legal entity of their choice.</p> <p>Voting by mail or by proxy is subject to the terms and conditions provided by law and regulations. The voting form must be received by the Company no later than 3 p.m. (Paris time) on the day before the Meeting.</p> <p>Proxies and absentee ballot forms, as well as certificates of attendance, may be drawn up on a duly signed electronic medium under the conditions provided by the applicable legal and regulatory provisions. Shareholders voting remotely or by proxy, within the period stipulated in this Article, using the form made available to shareholders by the Company, are treated in the same way as shareholders present or represented.</p> <p>If the Board of Directors so decides at the time of convening the Meeting, the form may be entered and signed electronically directly on the website set up by the Company, using a process that includes the use of an identifier code and password, in accordance with the conditions set out in the first sentence of the second paragraph of Article 1316-4 1367 of the French Civil Code, or any other process that meets the conditions set out in the first sentence of the second paragraph of Article 1316-4 1367 of the French Civil Code.</p> <p>[the rest of the article remains unchanged].</p>

- amend Article 36 (Disputes) of the Company's Articles of Association as they stand following the Company's transformation into a European company to delete the reference to the Tribunal de Grande Instance and replace it with a reference to the Tribunal Judiciaire:

Old text	New text
<p>Article 36 – Disputes</p> <p>[...]</p> <p>In the absence of an address for service, summonses are validly served on the Public Prosecutor's Office of the Tribunal de Grande Instance of the registered office.</p>	<p>Article 36 – Disputes</p> <p>[...]</p> <p>In the absence of an address for service, summonses are validly served on the Public Prosecutor's Office of the Tribunal de Grande Instance Judiciaire of the registered office.</p> <p>[the rest of the article remains unchanged].</p>

These Articles of Association will become effective as from the final completion of the transformation of the Company into a European company resulting from its registration.

A copy of the Articles of Association, also reflecting the amendments proposed in the twenty-eighth resolution submitted to the General Shareholders' Meeting, will be appended to the minutes of this General Shareholders' Meeting.

WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

THIRTIETH RESOLUTION

(Ratification of the cooptation of Mrs Nathalie Boy de la Tour as an independent Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for ordinary General Meetings, after having taken note of the report of the Board of Directors,

- acknowledges that, in the fourteenth resolution submitted to the General Meeting, it has been proposed that the General Meeting ratifies the cooptation of Mrs Marguerite Bérard as an independent Director by decision of the Board of Directors on 31 July 2024;
- acknowledges the resignation of Marguerite Bérard as an independent Director dated March 18, 2025;
- decides to ratify, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the appointment of Mrs Nathalie Boy de la Tour, co-coopted as independent Director by decision of the Board of Directors on April 29, 2025, to replace Mrs Marguerite Bérard, who has resigned, for the remainder of the latter's term of office, i.e., until the close of the General Meeting called in 2026 to approve the financial statements for the fiscal year ending 31 December 2025.

THIRTY-FIRST RESOLUTION

(Appointment of Mr Éric Sasson as an independent Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for ordinary General Meetings, after having taken note of the report of the Board of Directors,

- decides to appoint Mr Éric Sasson as an independent Director for a term of four (4) years, expiring at the close of the General Meeting called in 2029 to approve the financial statements for the fiscal year ending 31 December 2028.

THIRTY-SECOND RESOLUTION

(Appointment of Mrs Sophie Marchessou as an independent Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for ordinary General Meetings, after having taken note of the report of the Board of Directors,

- decides to appoint Mrs Sophie Marchessou as an independent Director for a term of four (4) years, expiring at the close of the General Meeting called in 2029 to approve the financial statements for the fiscal year ending 31 December 2028.

THIRTY-THIRD RESOLUTION

(Appointment of Mrs Ketty de Falco as an independent Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for ordinary General Meetings, after having taken note of the report of the Board of Directors,

- decides to appoint Mrs Ketty de Falco as an independent Director for a term of four (4) years, expiring at the close of the General Meeting called in 2029 to approve the financial statements for the fiscal year ending 31 December 2028.

THIRTY-FOURTH RESOLUTION

(Appointment of Mr Olivier de Botton as an independent Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for ordinary General Meetings, after having taken note of the report of the Board of Directors,

- decides to appoint Mr Olivier de Botton as an independent Director for a term of four (4) years, expiring at the close of the General Meeting called in 2029 to approve the financial statements for the fiscal year ending 31 December 2028.

THIRTY-FIFTH RESOLUTION

(Determination of the annual amount of the compensation to be allocated to the members of the Board of Directors)

The General Meeting, voting under the quorum and majority conditions required for ordinary General Meetings, after having taken note of the report of the Board of Directors,

- decides to set, until otherwise decided, the amount of the annual compensation to be allocated to the members of the Board of Directors at €800,000.



Board of Directors' report

to the Combined General Shareholders' Meeting of Solocal Group of 5 June 2025

Ladies and Gentlemen,

We have convened this Combined Shareholders' Meeting (ordinary and extraordinary), in accordance with the provisions of the law and the by-laws of Solocal Group (the "Company"), to ask you to vote on the resolutions set forth in the following agenda:

RESOLUTIONS WITHIN THE POWERS OF THE ORDINARY GENERAL MEETING

- Approval of the parent company financial statements for the year ended 31 December 2024;
- Approval of the consolidated financial statements for the year ended 31 December 2024;
- Allocation of profit/loss for the year ended 31 December 2024, as shown in the parent company financial statements;
- Clearance of the debit item "retained earnings", subject to the prior adoption of the third resolution submitted to the General Meeting;
- Approval of the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code;
- Approval of the compensation paid during the fiscal year ended 31 December 2024 or awarded for the same fiscal year to Mr Philippe Mellier, Chairman of the Board of Directors for the period from 1 January 2024 to 31 July 2024;
- Approval of the compensation components paid during the financial year ended 31 December 2024 or awarded for the same fiscal year to Mr Cédric Dugardin, Chief Executive Officer for the period from 1 January 2024 to 31 July 2024;
- Approval of the compensation components paid during the financial year ended 31 December 2024 or awarded for the same fiscal year to Mr Maurice Lévy, Chief Executive Officer for the period from 31 July 2024 to 31 December 2024;
- Approval of the information relating to the compensation of corporate officers mentioned in I of Article L. 22-10-9 of the French Commercial Code;
- Approval of the compensation policy for the Chief Executive Officer;
- Approval of the Directors' compensation policy;
- Ratification of the cooptation of Mr Maurice Lévy as Director of the Company;
- Ratification of the cooptation of Mr Julien-David Nitlech as Independent Director of the Company;
- Ratification of the cooptation of Mrs Marguerite Bérard as Independent Director of the Company;
- Ratification of the cooptation of Mr Cédric O as Independent Director of the Company;
- Renewal of the term of office of Mr Alexandre Fretti as Independent Director of the Company;
- Renewal of the term of office of Mrs Delphine Grison as Independent Director of the Company;
- Authorization to be granted to the Board of Directors to purchase or transfer some Solocal Group's shares.

Board of Directors' report

to the Combined General Shareholders' Meeting of Solocal Group of 5 June 2025

RESOLUTIONS WITHIN THE POWERS OF THE EXTRAORDINARY GENERAL MEETING

- Delegation of authority to the Board of Directors in order to increase the share capital, while maintaining the shareholders' preferential subscription right, by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued;
- Delegation of authority to the Board of Directors in order to increase the share capital, with cancellation of the shareholders' preferential subscription right, through the issue of shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued, within the framework of public offerings (to the exclusion of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code);
- Delegation of authority to the Board of Directors to increase the share capital, with cancellation of the shareholders' preferential subscription right, through the issue of shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued, as part of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code;
- Authorization given to the Board of Directors to increase the number of securities to be issued, in the event of a capital increase with or without cancellation of the shareholders' preferential subscription right;
- Delegation of authority to the Board of Directors to increase the Company's share capital by incorporation of reserves, profits or premiums;
- Delegation of authority to the Board of Directors to proceed with a capital increase, with cancellation of the shareholders' preferential subscription right, reserved for members of a Group Savings Plan;
- Powers for formalities;
- Authorization granted to the Board of Directors to decide on the issuance, with cancellation of the shareholders' preferential subscription right, through the issue of shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued, in consideration for contributions in kind;
- Authorization for the Board of Directors to carry out the issue and the free allocation of shares of the Company to employees or officers of the Company or Group companies, with waiver of shareholders' preferential subscription rights;
- Approval of the transformation of the Company's corporate form to that of a European Company and of the terms of the proposed transformation – Adoption of the Articles of Association of the Company in its new form of European Company – Amendment of the Articles of Association, in particular Articles 1 (Form), 2 (Name) and 4 (Registered Office);
- Amendments to the Articles of Association: amendments to Articles 3 (Corporate purpose), 5 (Duration), 7 (Capital increase, reduction and redemption), 12 (Board of Directors), 13 (Executive shares), 16 (Convening and deliberations), 17 (Powers of the Board of Directors), 18 (General management), 25 (Shareholders' Meetings), 26 (Voting rights) and 36 (Disputes) of the Articles of Association;

RESOLUTIONS WITHIN THE POWERS OF THE ORDINARY GENERAL MEETING

- Ratification of the cooptation of Mrs Nathalie Boy de la Tour as an Independent Director of the Company;
- Appointment of Mr Éric Sasson as an Independent Director of the Company;
- Appointment of Mrs Sophie Marchessou as an Independent Director of the Company;
- Appointment of Mrs Ketty de Falco as an Independent Director of the Company;
- Appointment of Mr Olivier de Botton as an Independent Director of the Company;
- Determination of the annual amount of the compensation to be allocated to the members of the Board of Directors.

The required meeting notices were duly sent to you, and all the documents required by applicable regulations were made available to you within the legal time-limits.

This report is designed to provide you with complete information on the draft resolutions submitted to you.

Presentation of the resolutions submitted to the General Meeting

ORDINARY MATTERS

Approval of the financial statements and the consolidated financial statements for the financial year ended 31 December 2024

1st resolution and 2nd resolution

Pursuant to the first and second resolutions, we propose that you approve the financial statements (first resolution) and then the consolidated financial statements (second resolution) of the Company for the year ended 31 December 2024.

Notes on the Company's financial statements and the consolidated financial statements are provided in detail in the management report of the fiscal year 2024 by the Board of Directors, which is included in the 2024 Universal Registration Document, available on the Company's website (www.solocal.com). The reports of the Statutory Auditors on the parent company and consolidated financial statements are included in chapter 5 of the 2024 Universal Registration Document.

In addition, we ask you to approve the amount of expenditure on luxuries mentioned in Article 39 (4) of the French General Tax Code.

The amount of expenditure on luxuries for the year ended 31 December 2024 is €1,557.

Allocation of profit/loss for the year ended 31 December 2024, as shown in the parent company financial statements

3rd resolution

Pursuant to the third resolution, we propose that you:

- note that the loss for the financial year ended 31 December 2024 is €10,005,588.04;
- resolve to appropriate the full amount of the loss for the financial year ended 31 December 2024 to the "carry forward" item, the value of which after appropriation shall be negative by €1,309,460,172.71.

You are reminded that dividends have been distributed for the previous three financial years.

The table showing the Company's results over the past five years is appended to the Board of Directors' management report contained in section 5.3.5 of the 2024 Universal Registration Document accessible on the website www.solocal.com, in accordance with the provisions of Article R. 225-102 of the Commercial Code.

Clearance of the debit item "retained earnings", subject to the prior adoption of the third resolution submitted to the General Meeting

4th resolution

Pursuant to the fourth resolution, we propose that you decide, having noted that as of 31 December 2024, the "share premium" item amounts to €1,266,344,748.01 and that the "retained earnings" item has a debit balance of

€1,309,460,172.11, to deduct the sum of €1,266,344,748.01 from the "share premium" item which will thus be reduced to €0, and to allocate this sum to the item "retained earnings", the balance of which will be negative by €43,115,424.70.

Approval of the agreements mentioned in Articles L. 225-38 et seq. of the French Commercial Code

5th resolution

Pursuant to the fifth resolution, we propose that you approve the special report by the Statutory Auditors on the agreements mentioned in Article L. 225-38 of the French Commercial Code contained in section 6.6.3 of the 2024 Universal Registration Document accessible on the website www.solocal.com.

It is specified that no new related party agreement has been entered into for the year ending 31 December 2024.

Approval of the components of the compensation paid during the fiscal year ended 31 December 2024 or awarded for the same fiscal year to the executive corporate officers (ex post vote)

6th, 7th and 8th resolutions

Each year, the General Shareholders' Meeting is called to vote upon the compensation awarded or paid to the Company's executive corporate officers (ex post vote).

This so-called ex post vote deals with the Company's former executive corporate officers (resolutions 6 and 7); that is Mr Philippe Mellier in his capacity as Chairman of the Board of Directors and Mr Cédric Dugardin in his capacity as Chief Executive Officer, for the period from 1 January 2024 to 31 July 2024, as well as the compensation of the new executive corporate officer (resolution 8); that is Mr Maurice Lévy in his capacity as Chief Executive Officer, for the period from 31 July 2024 to 31 December 2024.

In accordance with Article L. 22-10-34, II of the French Commercial Code, we ask you to approve the fixed, variable and exceptional components making up the total compensation and the benefits of any kind paid or awarded in respect of the 2024 financial year to:

- Mr Philippe Mellier, Chairman of the Board of Directors for the period from 1 January 2024 to 31 July 2024 (sixth resolution);
- Mr Cédric Dugardin, Chief Executive Officer for the period from 1 January 2024 to 31 July 2024 (seventh resolution);
- Mr Maurice Lévy, Chief Executive Officer for the period from 31 July 2024 to 31 December 2024 (eighth resolution).

These components of compensation paid or awarded in respect of the 2024 financial year to corporate officers are detailed in the section entitled "Part II: Remuneration paid or awarded to corporate officers in respect of the 2024 financial year (ex post vote)" of the report on the Company's corporate governance referred to in Article L. 225-37 of the

Board of Directors' report

to the Combined General Shareholders' Meeting of Solocal Group of 5 June 2025

French Commercial Code, contained in section 4.2.3 of the 2024 Universal Registration Document accessible on the website www.solocal.com.

It is noted that Mr Maurice Lévy has renounced to his compensation for the 2024 financial year.

Approval of the information relating to the compensation of corporate officers mentioned in I of Article L. 22-10-9 of the French Commercial Code **9th resolution**

In accordance with Article L. 22-10-34 I of the French Commercial Code, the General Shareholders' Meeting is called to vote upon the information mentioned in I of Article L. 22-10-9 of the French Commercial Code regarding all the corporate officers.

This information is detailed in the section entitled "Part I: Remuneration policy for corporate officers established pursuant to Article L. 22-10-8 of the French Commercial Code (ex post vote)" of the report on the Company's corporate governance referred to in Article L. 225-37 of the French Commercial Code, contained in section 4.2.3 of the 2024 Universal Registration Document accessible on the website www.solocal.com.

Approval of the compensation policy for the Chief Executive Officer and the Directors (ex ante vote) **10th and 11th resolutions**

Each year, the General Shareholders' Meeting is called to vote upon the compensation policy of the corporate officers of the Company (ex ante vote). These policies will apply from the fiscal year 2025 and until the General Shareholders' Meeting votes on a new compensation policy.

In accordance with Article L. 22-10-8 II of the French Commercial Code, we ask you to approve the compensation policy applicable:

- to the Chief Executive Officer (tenth resolution);
- to all Directors (eleventh resolution).

The information relating to these compensation policies and the description of all the components of the fixed and variable compensation applicable respectively to the Chief Executive Officer and to the corporate officers are detailed in the section entitled "Part I: Remuneration policy for corporate officers established pursuant to Article L. 22-10-8 of the French Commercial Code (ex ante vote)" of the report on the Company's corporate governance referred to in Article L. 225-37 of the French Commercial Code, contained in section 4.2.3 of the 2024 Universal Registration Document accessible on the website www.solocal.com.

It is noted that the Chief Executive Officer has proposed to the Directors that he would not receive any compensation for the 2025 financial year, and that the Board of Directors approved this proposal.

Ratification of the cooptation of Mr Maurice Lévy as Director of the Company **12th resolution**

Under the terms of the twelve resolution, and following the resignation of Mr Cédric Dugardin from his position as Director, the General Shareholders' Meeting is asked to

ratify the cooptation of Mr Maurice Lévy, as Director of the Company, decided by the Board of Directors on 31 July 2024, for the remaining term of office of Mr Cédric Dugardin, i.e. until the end of the General Shareholders' Meeting which will meet in 2028 to approve the financial statements for the year ended 31 December 2027.

Maurice Lévy joined Publicis Groupe in 1971 as IT Director. In 1975, he was appointed Deputy Chief Executive Officer of Publicis Conseil, the Group's flagship company, rising through the ranks until his appointment as Chairman of the Management Board in 1987. He held this position for 30 years, until the Shareholders' Meeting in May 2017, following which he became Chairman of the Supervisory Board of Publicis Groupe SA. At the end of the Shareholders' Meeting in May 2024, Maurice Lévy was appointed Honorary Chairman of Publicis Groupe. He was the architect of Publicis Groupe's globalization, which he led from 1996 onwards. In 2001, Publicis Groupe's international expansion accelerated with the acquisition of Saatchi & Saatchi, followed by Bcom3 (Leo Burnett, Starcom, MediaVest, etc.) in 2002. The push into the digital world began with the acquisition of Digitas (2006), followed by Razorfish (2009) and Rosetta (2011). The acquisition of Sapient in early 2015 opened up new avenues for Publicis beyond its core business, including marketing, omni-channel commerce, and consulting.

In 2016, Maurice Lévy launched Viva Technology, a global event dedicated to collaboration between large corporations and start-ups, in partnership with the Les Echos group, with the aim of putting Paris on the digital map. VivaTech is now the largest European event dedicated to startups and technology. Maurice Lévy co-founded the French Brain and Spinal Cord Institute (ICM) in 2005 and currently chairs the Board of Directors of numerous organizations, including the Peres Center for Peace and Innovation and, since October 2015, the Pasteur-Weizmann Institute.

He has also received numerous awards for his work and his fight for tolerance. He is a Grand Officer of the Legion of Honor and a Grand Officer of the National Order of Merit.

Ratification of the cooptation of Mr Julien-David Nitlech as independent Director of the Company **13th resolution**

Under the terms of the thirteenth resolution, and following the resignation of Mr Bruno Guillemet from his position as Independent Director, the General Shareholders' Meeting is asked to ratify the cooptation of Mr Julien-David Nitlech, as Independent Director of the Company, decided by the Board of Directors on 31 July 2024, for the remaining term of office of Mr Bruno Guillemet, i.e. until the end of the General Shareholders' Meeting which will meet in 2026 to approve the financial statements for the year ended 31 December 2025.

Julien-David Nitlech is Managing Partner at IRIS in Paris, where he oversees early-stage investments in France and Germany. He specializes in technology companies, particularly in the fields of AI, Deep Tech, and Industry 4.0. Since joining IRIS in 2013, Julien-David has invested in Shift Technology, LeanIX (sold to SAP for €1.2 billion), Exotec, Armis, Monk (sold to ACV), Mailjet (sold to Mailgun), Escape, Lookout, Spinergie, Staffbase, and Virtuo.

Before joining IRIS, Julien-David held strategic sales positions, which enables him to effectively support the portfolio, particularly in their international marketing efforts. He launched and developed the European operations of Apperian, a cloud-based mobile application management platform. At Orange, he developed strategic and commercial activities in the United States, negotiated strategic and industrial partnerships, and led the global terminal portfolio business, contributing significantly to the creation of BuyIn, a joint venture with Deutsche Telekom.

Julien-David is a graduate of École Polytechnique and Telecom ParisTech.

Ratification of the cooptation of Mrs Marguerite Bérard as Independent Director of the Company **14th resolution**

Under the terms of the fourteenth resolution, and following the resignation of Mrs Ghislaine Mattlinger from his position as Independent Director, the General Shareholders' Meeting is asked to ratify the cooptation of Mrs Marguerite Bérard, as Independent Director of the Company, decided by the Board of Directors on 31 July 2024, for the remaining term of office of Mrs Ghislaine Mattlinger, i.e. until the end of the General Shareholders' Meeting which will meet in 2026 to approve the financial statements for the year ended 31 December 2025.

Please note that Marguerite Bérard served as an Independent Director between 31 July 2024, and 18 March 2025, when she resigned from her position.

Marguerite Bérard was Head of Commercial Banking in France at BNP Paribas (retail, private banking and corporate banking) from January 2019 to March 2024 and a member of the Group Executive Committee. At BPCE (Banques Populaires, Caisses d'Épargne, Natixis), which she joined in 2012, she was responsible for finance, strategy, legal affairs, compliance and the General Secretariat of the board within the Management Board.

Marguerite Bérard was a finance inspector and then advisor for social affairs in the office of the President of the Republic from 2007 to 2010, before heading the office of Xavier Bertrand, Minister of Social Affairs and Health (2011-2012). Marguerite Bérard is an Independent Director of the Carrefour group.

She is a graduate of ENA, Sciences Po and Princeton University.

Ratification of the cooptation of Mr Cédric O as Independent Director of the Company **15th resolution**

Under the terms of the fifteenth resolution, and following the resignation of Mr Philippe Mellier from his position as Independent Director, the General Shareholders' Meeting is asked to ratify the cooptation of Mr Cédric O, as Independent Director of the Company, decided by the Board of Directors on 31 July 2024, for the remaining term of office of Mr Philippe

Mellier, i.e. until the end of the General Shareholders' Meeting which will meet in 2027 to approve the financial statements for the year ended 31 December 2026.

Cédric O is an entrepreneur and former Secretary of State for Digital Affairs. He is a non-executive co-founder of the generative AI startup Mistral AI and a member of the Board of Directors of Artefact, a consulting firm specializing in data and AI. He is also a member of the National Committee of Experts on Artificial Intelligence.

Cédric O graduated from HEC in 2006. After working for Dominique Strauss-Kahn and then in consulting, Cédric O became advisor to the Minister of Economy and Finance Pierre Moscovici between 2012 and 2014. From 2014 to 2017, Cédric O worked for the Safran group, notably as deputy to the Group's Industrial Director, head of the Factory of the Future project, and then production manager.

A founding member of the En Marche movement and treasurer of the 2017 presidential campaign, Cédric O was advisor to the President of the Republic and the Prime Minister in charge of state holdings and digital technology between 2017 and 2019. In March 2019, he was appointed Secretary of State in charge of digital transition and electronic communications. In these roles, he oversees the government's innovation policy, the growth of French Tech, and international (G7) and European negotiations related to digital regulation. He was one of the architects of the Digital Markets Act and Digital Services Act during France's presidency of the Council of the European Union. He is also responsible for digital coverage across the country and the rollout of 5G, as well as digital tools for pandemic management, including the TousAntiCovid app. Finally, Cédric O is a member of the European Space Agency's High Advisory Board for Space Exploration.

Renewal of the term of Mr Alexandre Fretti as Independent Director of the Company **16th resolution**

Under the terms of the sixteenth resolution, the General Shareholders' Meeting is asked to renew Mr Alexandre Fretti's appointment as Independent Director for a period of four (4) years expiring at the end of the General Shareholders' Meeting which will meet in 2029 to approve the financial statements for the year ended 31 December 2028.

Alexandre Fretti graduated from Telecom Bretagne (2003) and Stanford (Executive MBA class of 2017).

Alexandre Fretti began his career as a strategy consultant at Deloitte and McKinsey & Company. In 2006, he joined Webhelp, where he became CEO ten years later. He helped transform one of France's most successful unicorns, growing its revenue from €30 million when he arrived to €1.5 billion when he left. In 2017, Alexandre Fretti received the Next Leader Award and was included in the Choiseul Ranking. In 2020, he joined Malt, the freelance consulting marketplace, as Managing Director and then Co-CEO in 2022, with the aim of making it the European leader in the freelance market.

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Renewal of the term of Mrs Delphine Grison as Independent Director of the Company

17th resolution

Under the terms of the seventeenth resolution, the General Shareholders' Meeting is asked to renew Mrs Delphine Grison's appointment as Independent Director for a period of four (4) years expiring at the end of the General Shareholders' Meeting which will meet in 2029 to approve the financial statements for the year ended 31 December 2028.

Delphine Grison is President of DGTL Conseil, a company through which she provides consulting services. Delphine Grison is also a Director and member of the Audit Committee of ADL Performance. She was Marketing and Data Intelligence Director at CBRE France between 2015 and 2020, after working for more than 10 years in the media, in finance, strategy, marketing, and digital roles. She notably led the digital activities of Lagardère Active Digital until 2013 as President of Lagardère Active Digital and member of the Executive Board of Lagardère Active. She was also a Director of Asmodée between 2014 and 2018.

Delphine Grison is a graduate of the ENS (1987), holds a PhD in quantum physics (1992) and is a civil engineer (1994).

Authorization to be granted to the Board of Directors for the purchase or transfer of Solocal Group shares

18th resolution

We propose that you authorize the Board of Directors, for another period of 18 months, to implement a company share buy-back program and thus authorize the Company, in accordance with Articles L. 22-10-62 et seq. of the French Commercial Code, to buy its own shares, within the limit of 10% of the value of the share capital, this percentage being applied to share capital adjusted on the basis of any relevant transactions after the date of the General Shareholders' Meeting, such that, as of the date of each buy-back, the total number of shares thus bought back by the Company since the start of the buy-back program (including those covered by said buy-back) does not exceed 10% of the shares making up the Company's share capital as of such date.

We propose that you:

- terminate, with immediate effect, for the unused portion, the authorization granted by the General Shareholders' Meeting of 19 June 2024 in its sixteenth resolution;
- authorize, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code, Articles 241-1 to 241-7 of the General Regulations of the French Financial Markets Authority, Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 and with the market practices accepted by the French Financial Markets Authority, authorizes the Board of Directors, with the option of sub-delegation under the conditions set by law, to purchase, on one or more occasions and at the times it shall determine, a number of Company's shares that may not exceed:
 - 10% of the value of the share capital, this percentage being applied to share capital adjusted on the basis of any relevant transactions after the date of the General Shareholders' Meeting, such that, as of the date of each buy-back, the total number of shares thus bought back

by the Company since the start of the buy-back program (including those covered by said buy-back) does not exceed 10% of the shares making up the Company's share capital as of such date (it being specified that when the shares are bought back to promote liquidity under the conditions set out below, the number of shares taken into account for the calculation of this 10% limit corresponds to the number of shares purchased minus the number of shares resold during the term of this authorization),

- 5% of the value of the share capital, this percentage being applied to share capital adjusted on the basis of any relevant transactions after the date of the General Shareholders' Meeting, such that, as of the date of each buy-back, the total number of shares thus bought back by the Company since the start of the buy-back program (including those covered by said buy-back) does not exceed 5% of the shares making up the Company's share capital as of such date, when these are shares acquired by the Company for retention or subsequent delivery as payment or in exchange in the context of a merger, de-merger or contribution transaction.

The Board of Directors may only buy Company shares under the following conditions:

- the maximum purchase price should not exceed €5 per share (excluding acquisition costs), it being specified that for transactions involving the share capital, in particular through the incorporation of reserves and the award of free shares, and/or a split or reverse split of the shares, this maximum price would be adjusted accordingly;
- the authorization would be granted for a period of 18 months from the General Shareholders' Meeting voting on this resolution;
- the acquisitions made by the Company pursuant to this authorization may not, under any circumstances, cause the latter to hold, directly or indirectly, at any time whatsoever, more than 10% of the shares comprising the share capital on the date in question;
- the acquisition or transfer of these shares may be carried out by any means, on the regulated market, on a multilateral trading system, via a systematic internalizer or over-the-counter, including through the acquisition or disposal of blocks or by the use of derivative financial instruments traded on a regulated or over-the-counter market, in accordance with the law and regulations in force as of the date of the transactions in question, at the times determined by the Board of Directors or the person or entity acting further to a delegation of authority granted by the Board of Directors, except during a tender offer for Company shares filed by a third party. The proportion of the program that may be carried out through block trading would not be limited and may represent the entire program.

These share purchases may be undertaken with a view to any allocation permitted by law, the purposes of this share purchase program being:

- to set up and fulfil obligations related to stock option programs or other awards of shares to employees and corporate officers of the Company or its affiliates, and in particular to award shares to the employees and corporate officers of the Solocal Group in the context (i) of the contribution made to the results of the business,

or (ii) any share purchase, stock option or free share award plan under the conditions laid down by the law, in particular Articles L. 3331-1 et seq. of the French Labor Code (including any disposal of shares referred to in Article L. 3332-24 of the French Labor Code), and carry out any hedging transactions relating to these transactions;

- to carry out sale or purchase transactions under a liquidity agreement signed with an investment services provider under the conditions set out by the market authorities;
- to deliver them, upon the exercise of the rights attaching to securities giving the right to the award of

Company shares, via redemption, conversion, exchange, presentation of a warrant or in any other way;

- to reduce the share capital of the Company via the cancellation of all or part of the shares acquired, subject to authorization from the Extraordinary Shareholders' Meeting;
- and, more generally, to complete any transaction that may be authorized by law or any market practice that may be accepted by the market authorities, it being specified that, in such a case, the Company would inform its shareholders by means of a press release.

EXTRAORDINARY MATTERS

In accordance with legal and regulatory provisions applicable to financial authorizations and capital increases, the Board of Directors has reported to you on the Company's business during the 2024 financial year and, since the beginning of the 2025 financial year, in the management report included in the 2024 Universal Registration Document accessible on the website www.solocal.com.

The financial authorizations submitted to you pursuant to resolutions 19 to 24, as well as resolution 26, as described below, are designed to give the Company a certain degree of financial flexibility (which is one of the criteria used by rating agencies to assess a company's financial health), and (via the cancellation, where applicable, of the shareholders' preferential subscription right) the possibility to swiftly respond to market opportunities, by allowing the Board of Directors to choose, in light of market conditions, the most appropriate means for the Group's financing, protection and development. The implementation of any of said authorizations would, where applicable, be decided by the Board of Directors which would then draft an additional report for your attention, describing the final terms and conditions of the transaction, defined in accordance with the authorization granted to it under the applicable legal and regulatory conditions. If, in line with the possibility it is given, the Board of Directors sub-delegates to the Chief Executive Officer the powers and authority thus received, under the applicable legal and regulatory conditions, this report would be prepared by the Chief Executive Officer. Furthermore, in any event, the Statutory Auditors would, in these cases, prepare additional reports for your attention.

Delegation of authority to the Board of Directors in order to increase the share capital, while maintaining the shareholders' preferential subscription right, by issuing shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued

19th resolution

In accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, particularly Article L. 225-129-2, Articles L. 22-10-49 et seq. and the provisions of Articles L. 228-91 et seq. of that Code, having noted that the share capital is fully paid up, we propose that you:

- delegate to the Board of Directors, with the right to

sub-delegate in accordance with legal provisions, your authority to decide to issue, while maintaining the shareholders' preferential subscription right, shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued, which may be subscribed for either in cash, or by set-off with unquestionable, liquid and due claims, or, in whole or in part, by incorporation of reserves, profits or premiums;

- resolve that the maximum nominal amount of the capital increases that may be carried out, immediately or in future, pursuant to this delegation may not exceed one hundred and one thousand six hundred and seventy-seven euros and eleven euro cents (€101,607.11), or the equivalent in any other currency or monetary unit established by reference to several currencies;
- resolve that the aggregate maximum nominal amount of the capital increases that may be carried out, immediately or in future, pursuant to this delegation and those granted pursuant to the twentieth and twenty-first resolutions submitted to the General Shareholders' Meeting shall be set at one hundred and thirty-five thousand, four hundred and seventy-six euros and fifteen euro cents (€135,476.15), or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that these limits (i) will be set without taking into account the nominal amount of the Company's shares possibly to be issued in connection with adjustments made to protect, in accordance with applicable legal and regulatory provisions and any contractual stipulations providing for other cases of adjustment, the rights of holders of securities or other rights granting access to the Company's share capital but (ii) will include the amount of any additional shares to be issued in the event of implementation of the right to increase the number of shares to be issued in the event of excess demand covered by the twenty-second resolution presented below (or any resolution subsequently replacing the same);
- resolve that the aggregate maximum nominal amount of all the debt securities issued pursuant to this resolution may not exceed three hundred million Euros (€300,000,000) (or its equivalent in Euros on the date of the issue decision in the event of an issue in foreign currencies or in units of account established by reference to several currencies), it being specified that this amount (from which the amount of additional debt securities

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to be issued in the event of excess demand within the framework of the implementation of the twenty-second resolution presented below (or any resolution that may subsequently replace it) will be deducted) is common to all the debt securities the issue of which is provided for by the nineteenth, twentieth and twenty-first resolutions that shall be submitted to the General Shareholders' Meeting;

- resolve that the shareholders shall have, in proportion to the number of shares they hold, a preferential right to subscribe for the shares on an exacts rights basis and a right to subscribe for excess shares issued, which shall be exercised in proportion to their subscription rights and within the limit of their applications;
- acknowledge that the Board of Directors may decide not to take into account the treasury shares held by the Company to determine the preferential subscription rights attaching to the other shares. Otherwise, prior to the end of the subscription period, the rights attaching to the shares held by the Company must either be sold on the stock market, or shared among the shareholders pro rata to their individual rights;
- resolve that, if subscriptions on an exacts rights basis and an excess basis, have not absorbed the entire issue, the Board of Directors may use the rights or some of the rights listed below, in the order it shall determine: (i) limit the issue to the amount of subscriptions received, provided that it reaches at least three quarters of the issue decided, (ii) freely distribute all or part of the unsubscribed securities, or (iii) make a public offering of the unsubscribed securities;
- give full powers to the Board of Directors, with the right to sub-delegate, in accordance with the conditions defined by law and by this resolution, to implement this delegation, and do everything necessary or useful to complete any issue decided pursuant to this resolution.

This delegation of authority would be granted for a period of twenty-six months and would supersede, for its unused portion, the delegation granted by the fourteenth resolution adopted by the General Shareholders' Meeting of 29 June 2023.

The Board of Directors may not, without the prior authorization of the General Shareholders' Meeting, make use of this delegation of authority as from the filing by a third party of a tender offer for the Company's securities, until the end of the offer period.

Delegation of authority to the Board of Directors in order to increase the share capital, with cancellation of the shareholders' preferential subscription right, through the issue of shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued, within the framework of public offerings (to the exclusion of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code)

20th resolution

In accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, particularly Articles L. 225-129-2,

L. 225-135 and L. 225-136 of that Code, Articles L. 22-10-49 et seq. of the same Code and the provisions of Articles L. 228-91 et seq. of that Code, having noted that the share capital is fully paid up, we propose that you:

- delegate to the Board of Directors, with the right to sub-delegate in accordance with legal provisions, your authority to decide to issue shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued, which may be subscribed for either in cash, or by set-off with unquestionable, liquid and due claims, it being specified that these public offerings may be carried out jointly with one or more public offerings mentioned in 1° of Article L. 411-2 of the French Monetary and Financial Code made pursuant to the twenty-first resolution presented below;
- resolve that the subscription price of the shares issued pursuant to this delegation shall be at least equal to the weighted average price over the last three trading days prior to the start of the public offering within the meaning of Regulation (EU) No. 2017/1129 of 14 June 2017, possibly reduced by a maximum discount of 10%). This issue price was set by the Board of Directors based on the pricing methods provided for in Article R. 22-10-32 of the French Commercial Code (it should be noted that this article is no longer applicable insofar as the new Article L. 22-10-52 of the French Commercial Code now allows the Board of Directors to freely set the issue price). It shall be communicated to the shareholders in the additional report prepared at the time of implementing this delegation;
- resolve that the maximum nominal amount of the capital increases that may be carried out, immediately or in future, pursuant to this delegation may not exceed thirty-three thousand, eight hundred and sixty-nine euros and three euro cents (€33,869.03), or the equivalent in any other currency or monetary unit established by reference to several currencies;
- resolve that the aggregate maximum nominal amount of capital increases that may be carried out, immediately or in future, pursuant to this delegation and the delegation that would be granted pursuant to the twenty-first resolution submitted to the General Shareholders' Meeting shall be set at thirty-three thousand, eight hundred and sixty-nine euros and three euro cents (€33,869.03), or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that these limits (i) shall be set without taking into account the nominal amount of the Company's shares possibly to be issued in connection with adjustments made to protect, in accordance with applicable legal and regulatory provisions and any contractual stipulations providing for other cases of adjustment, the rights of holders of securities or other rights granting access to the Company's share capital but) shall include the amount of any additional shares to be issued in the event of implementation of the right to increase the number of shares to be issued in the event of excess demand covered by the twenty-second resolution presented below (or any resolution subsequently replacing the same);

- resolve that the amount of the capital increases made pursuant to this delegation shall be deducted from the amount of the aggregate limit of capital increases of one hundred and thirty-five thousand, four hundred and seventy-six euros and fifteen euro cents (€135,476.15) stipulated in the second paragraph of the nineteenth resolution;
- resolve that the aggregate maximum nominal amount of all the debt securities issued pursuant to this delegation may not exceed, and shall be deducted from, the limit applicable to debt securities provided for in the nineteenth resolution;
- resolve that, if subscriptions have not absorbed the entire issue, the Board of Directors may use the rights or some of the rights listed below, in the order it shall determine: ((i) limit the issue to the amount of subscriptions received, provided that it reaches at least three quarters of the issue decided, (ii) freely distribute all or part of the unsubscribed securities, or (iii) make a public offering of the unsubscribed securities;
- give full powers to the Board of Directors, with the right to sub-delegate, in accordance with the conditions defined by law and by this resolution, to implement this delegation, and do everything necessary or useful to complete any issue decided pursuant to this resolution.

This delegation of authority would be granted for a period of twenty-six months and would supersede, for its unused portion, the delegation granted by the fifteenth resolution adopted by the General Shareholders' Meeting of 29 June 2023.

The Board of Directors may not, without the prior authorization of the General Shareholders' Meeting, make use of this delegation of authority as from the filing by a third party of a tender offer for the Company's securities, until the end of the offer period.

Delegation of authority to the Board of Directors to increase the share capital, with cancellation of the shareholders' preferential subscription right, through the issue of shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued, as part of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code

21st resolution

You are asked to cancel the preferential subscription right to allow the Board of Directors to carry out financing transactions by private placement, under simplified terms and conditions.

In accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, particularly Articles L. 225-129-2, L. 225-135 and L. 225-136 of that Code, Articles L. 22-10-49 et seq. of the same Code and the provisions of Articles L. 228-91 et seq. of that Code, having noted that the share capital is fully paid up, we propose that you:

- delegate to the Board of Directors, with the right to sub-delegate in accordance with legal provisions, your authority to decide to issue, in the context of a public

offering mentioned in 1° of Article L. 411-2 of the French Monetary and Financial Code, shares and/or securities granting access to the share capital, with cancellation of the shareholders' preferential subscription right, on one or more occasions, and at the times it deems appropriate, it being specified that these public offerings may be carried out jointly with one or more public offerings made pursuant to the twentieth resolution presented above;

- resolve that the subscription price of the shares issued pursuant to this delegation shall be at least equal to the weighted average price over the last three trading days prior to the start of the public offering within the meaning of Regulation (EU) No. 2017/1129 of 14 June 2017, possibly reduced by a maximum discount of 10%). This issue price was set by the Board of Directors based on the pricing methods provided for in Article R. 22-10-32 of the French Commercial Code (it should be noted that this article is no longer applicable insofar as the new Article L. 22-10-52 of the French Commercial Code now allows the Board of Directors to freely set the issue price). It shall be communicated to the shareholders in the additional report prepared at the time of implementing this delegation;
- resolve that the maximum nominal amount of the capital increases that may be carried out, immediately or in future, pursuant to this delegation may not exceed thirty-three thousand, eight hundred and sixty-nine euros and three euro cents (€33,869.03), or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this limit shall be set (i) without taking into account the nominal amount of the Company's shares possibly to be issued in connection with adjustments made to protect, in accordance with applicable legal and regulatory provisions and any contractual stipulations providing for other cases of adjustment, the rights of holders of securities or other rights granting access to the Company's share capital but (ii) shall include the amount of any additional shares to be issued in the event of implementation of the right to increase the number of shares to be issued in the event of excess demand covered by the twenty-second resolution presented below (or any resolution subsequently replacing the same);
- resolve that the amount of the capital increases made or which may be made in future pursuant to this delegation shall be deducted from (i) the aggregate limit provided for in paragraph 2 of the nineteenth resolution submitted to the General Shareholders' Meeting, or, as applicable, to the amount of any aggregate limit provided for by a similar resolution that may replace said resolution during the validity of this delegation and (ii) from the amount of the aggregate limit provided for in paragraph 3 of the twentieth resolution submitted to the General Shareholders' Meeting or, as applicable, from the amount of any aggregate limit provided for by a similar resolution that may replace said resolution during the validity of this delegation;
- resolve that the aggregate maximum nominal amount of all the debt securities issued pursuant to this delegation may not exceed, and shall be deducted from, the limit applicable to debt securities provided for in the nineteenth resolution;

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- resolve that, in any event, share issues carried out pursuant to this delegation shall not exceed the limits stipulated by regulations in force on the date of the issue (currently, 30% of the capital per year);
- resolve that, if subscriptions have not absorbed the entire issue, the Board of Directors may use the rights or some of the rights listed below, in the order it shall determine: (i) limit the issue to the amount of subscriptions received, provided that it reaches at least three quarters of the issue decided, (ii) freely distribute all or part of the unsubscribed securities, or (iii) make a public offering of the unsubscribed securities;
- give full powers to the Board of Directors, with the right to sub-delegate, in accordance with the conditions defined by law and by this resolution, to implement this delegation, and do everything necessary or useful to complete any issue decided pursuant to this resolution.

This delegation of authority would be granted for a period of twenty-six months and would supersede, for its unused portion, the delegation granted by the sixteenth resolution adopted by the General Shareholders' Meeting of 29 June 2023.

The Board of Directors may not, without the prior authorization of the General Shareholders' Meeting, make use of this delegation of authority as from the filing by a third party of a tender offer for the Company's securities, until the end of the offer period.

This delegation would optimize the Company's access to capital by benefitting from better conditions, this financing method being faster and easier than a capital increase by public offering.

Authorization given to the Board of Directors to increase the number of securities to be issued, in the event of a capital increase with or without cancellation of the shareholders' preferential subscription right

22nd resolution

If the subscriptions to the various capital increases with or without cancellation of the shareholders' preferential subscription right provided for by the resolutions submitted to the vote of the General Shareholders' Meeting exceeded the number of shares planned for the initial issue, the Company would like to be able to increase the transaction by 15%, subject to complying with the various limits applicable to the delegation pursuant to which the issue is decided.

The Company could therefore, in the event of excess applications to subscribe for the initial issue, increase the number of shares to be issued.

In accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, we therefore propose that you:

- authorize the Board of Directors, with the right to sub-delegate in accordance with legal provisions, in the event of excess applications to subscribe for each of the issues decided pursuant to the nineteenth, twentieth and twenty-first resolutions, as well as the twenty-six resolution thereafter, to increase, in accordance with Article L. 25-135-1 of the French Commercial Code, the number of shares to be issued, at the same price as that used for the initial issue and within the limit of 15% of the initial issue and subject to the various limits applicable to the delegation pursuant to which the issue is decided;

- resolve that this authorization granted to the Board of Directors must be implemented at the latest within thirty days of the end of the subscription period of the initial issue; if the Board of Directors does not make use of it within that time, it shall lapse;
- give full powers to the Board of Directors, with the right to sub-delegate, in accordance with the conditions defined by law and by the resolution presented to you, to implement this delegation.

This delegation of authority would be granted for a period of twenty-six months.

The Board of Directors may not, without the prior authorization of the General Shareholders' Meeting, make use of this delegation of authority as from the filing by a third party of a tender offer for the Company's securities, until the end of the offer period.

Delegation of authority to the Board of Directors to increase the Company's share capital by incorporation of reserves, profits or premiums

23rd resolution

We propose that the Extraordinary Shareholders' Meeting delegates to the Board its authority to decide on one or more capital increases by incorporation into the capital of all or part of the reserves, profits or premiums that may be capitalized in accordance with the law and the by-laws, followed by the creation and free award of new shares or by an increase in the par value of existing shares, or a combination of these two methods.

The maximum nominal amount of the capital increases carried out, immediately or in future, as a result of issues made pursuant to this delegation would be set at thirty-three thousand, eight hundred and sixty-nine euros and three euro cents (€33,869.03), it being specified that this limit would be set (i) without taking into account the par value of the Company's shares possibly to be issued in connection with adjustments made to protect, in accordance with applicable legal and regulatory provisions and any contractual stipulations providing for other cases of adjustment, the rights of holders of securities or other rights granting access to the Company's share capital and (ii) independently of the limits on capital increases that would result from issues of shares or securities authorized by the preceding nineteenth to twenty-first resolutions.

You are reminded that this type of capital increase does not, by nature, have a dilutive effect for existing shareholders.

We therefore propose that you grant a delegation of authority to the Board of Directors for a period of 26 months from the date of the vote in favor by the General Shareholders' Meeting to determine the amount and nature of the sums to be incorporated into the capital, decide on the number of new shares to be issued and/or the amount of existing shares comprising the share capital whose par value will be increased, set the date, even retroactively, on which the new shares will bear dividends or the effective date of the increase in the par value.

You will be asked to give the Board of Directors, with the right to sub-delegate, the necessary powers to implement the delegation granted, and particularly to record the completion of the capital increase and amend the Company's by-laws accordingly and, more generally, complete any and all formalities.

The Board of Directors may not, without the prior authorization of the General Shareholders' Meeting, make use of this delegation of authority as from the filing by a third party of a tender offer for the Company's securities, until the end of the offer period.

This delegation of authority would supersede, for its unused portion, the delegation granted by the eighteenth resolution adopted by the General Shareholders' Meeting of 29 June 2023.

Delegation of authority to the Board of Directors to proceed with a capital increase, with cancellation of the shareholders' preferential subscription right, reserved for members of a Group Savings Plan

24th resolution

In order to have instruments to allow all the Company's employees to acquire a share in its capital and to comply with the legal obligation applicable when a capital increase (or a delegation to carry out a capital increase) is submitted to the General Shareholders' Meeting, we propose that you delegate to the Board of Directors, with the right to sub-delegate in accordance with legal provisions, your authority to decide to increase the share capital, on one or more occasions, and at the times it deems appropriate, by issuing shares reserved for the members of one or more Company Savings Plan(s) (or any other plan for whose members, pursuant to Articles L. 3332-1 et seq. of the French Labor Code, a capital increase may be reserved in similar conditions) that may be established within the group formed by the Company and the French or foreign entities included the scope of consolidation or combined accounts of the Company pursuant to Article L. 3344-1 of the French Labor Code.

You will be asked to cancel the shareholders' preferential subscription right in favor of employees who are members of a Company Savings Plan (or any other plan for whose members, pursuant to Article L. 3332-18 of the French Labor Code, a capital increase may be reserved in similar conditions), the preferential right of shareholders to subscribe for the shares to be issued pursuant to this delegation.

The maximum nominal amount of the capital increase carried out, immediately or in future, as a result of the issue made pursuant to this delegation (including by incorporation of reserves, profits or premiums in the manner and within the limits defined by the abovementioned articles of the French Labor Code) would be set at three thousand three hundred and eighty-six euros and ninety euro cents (€3,386.90), this cap being separate and independent from the caps referred to in the other resolutions submitted to this General Shareholders' Meeting.

We propose that you resolve that the subscription price of the new ordinary shares shall be determined by the Board of Directors in accordance with legal or regulatory provisions and particularly in accordance with the provisions of Article L. 3332-19 of the French Labor Code, but it may not exceed the average price of the Company's share quoted on Euronext Paris over the twenty trading days preceding the date of the decision setting the subscription opening date, or be more than 30% below that average price, or more than 40% below it when the lock-up period stipulated by the

plan pursuant to Articles L. 3332-25 et seq. of the French Labor Code is greater than or equal to 10 years.

Lastly, you will be asked to grant the Board of Directors, with the right to sub-delegate, the authority necessary to implement the delegation granted, and particularly to decide and to carry out one or more share issues reserved for employees who are members of the Solocal Group Savings Plan.

The Board of Directors adds that it does not currently have any plan to carry out a capital increase reserved for the employees.

This delegation would be granted for a period of twenty-six months and would supersede, for the unused portion, the delegation granted by the nineteenth resolution adopted by the General Meeting of 29 June 2023.

Powers for formalities

25th resolution

You are asked to confer full powers upon a bearer of an original, copy of or extract from the minutes of the General Shareholders' Meeting to complete any legal or administrative formalities and file any public notices required by legislation in force.

Authorization granted to the Board of Directors to decide on the issuance, with cancellation of the shareholders' preferential subscription right, through the issue of shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued, in consideration for contributions in kind

26th resolution

You are asked to cancel the preferential subscription right to allow the Board of Directors to carry out capital increases in consideration for contributions in kind.

In accordance with the provisions of Articles L. 225-129 and L. 225-129-2 of the French Commercial Code, Article L. 22-10-53 of the same Code and the provisions of Articles L. 228-91 et seq. of the said Code, having noted that the share capital is fully paid up, we propose that you:

- authorize the Board of Directors, with the right to sub-delegate in accordance with legal provisions, to carry out a capital increase on one or more occasions, by issuing shares (excluding preference shares) and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued, to remunerate contributions in kind made to the Company in the form of equity securities or securities giving access to the Company's capital, when the provisions of Article L. 22-10-54 of the French Commercial Code do not apply;
- decide that the maximum nominal amount of capital increases that may be carried out immediately or in the future under this authorization is set at seventy-one thousand four hundred and seventy-nine euros and sixty-nine cents (€71,479.69), or the equivalent in any other

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currency or monetary unit established by reference to several currencies, it being specified that this limit (i) will be set without taking into account the nominal amount of the Company's shares possibly to be issued in connection with adjustments made to protect, in accordance with applicable legal and regulatory provisions and any contractual stipulations providing for other cases of adjustment, the rights of holders of securities or other rights granting access to the Company's share capital but (ii) will include the amount of any additional shares to be issued in the event of implementation of the right to increase the number of shares to be issued in the event of excess demand covered by the twenty-second resolution presented above (or any resolution subsequently replacing the same);

- decide that, in any event, the number of shares issued under this authorization may not exceed the limits provided for by the regulations applicable on the date of issue (currently 20% of the share capital per year);
- give full powers to the Board of Directors, with the right to sub-delegate, in accordance with the conditions defined by law and by the resolution presented to you, to implement this authorization, and to do all that may be necessary or useful to carry out any issue that may be decided by virtue of this resolution.

This delegation of authority would be granted for a period of twenty-six months.

The Board of Directors may not, without the prior authorization of the General Shareholders' Meeting, make use of this delegation of authority as from the filing by a third party of a tender offer for the Company's securities, until the end of the offer period.

This authorization would facilitate company acquisitions.

Authorization for the Board of Directors to carry out the issue and the free allocation of shares of the Company to employees or officers of the Company or Group companies, with waiver of shareholders' preferential subscription rights

27th resolution

We propose that you authorize the Board of Directors to grant existing shares or shares to be issued by the Company for free, on one or more occasions, to employees of the Company, or to certain categories of employees, and/or to corporate officers of the Company who meet the conditions set out in Article L. 225-197-1, II of the French Commercial Code, as well as to employees of related companies within the meaning of Article L. 225-197-2 of the French Commercial Code, in order to set up an attractive incentive scheme for the Group's managers and employees.

The Board of Directors will make the allocations and determine the identity of the beneficiaries of the allocations as well as the conditions and, where applicable, the criteria for the allocation of the shares, it being specified that any allocation of free shares under this authorization will be subject to the satisfaction of at least two performance conditions, the terms of which will be set by the Board of Directors.

The total number of shares that may be allocated free of charge under this authorization may not exceed 12% of the Company's share capital at the date of the Board of

Directors' decision to allocate them in accordance with the provisions of Article 225-197-1 of the French Commercial Code, including a maximum of 3% for the benefit of the Company's corporate officers, it being specified that to this amount shall be added, where applicable, the number of shares to be issued in respect of adjustments made to preserve the rights of beneficiaries of free share allocations.

The allocation of shares to their beneficiaries will become definitive at the end of a vesting period of 3 years (it being specified, notwithstanding the above, that the shares will be definitively acquired before the end of the vesting period in the event of the beneficiary's disability corresponding to classification in the second and third categories provided for in Article L. 341-4 of the French Social Security Code, and that the said shares will be freely transferable in the event of the beneficiary's disability corresponding to their classification in the aforementioned categories of the French Social Security Code). The Board of Directors may set a period during which beneficiaries must retain said shares.

This authorization will automatically entail the waiver by shareholders of their preferential right to subscribe for the new shares to be issued, and (ii) to the portion of reserves, profits or premiums which will be used in the event of the issue of new shares at the end of the Vesting Period.

This authorization would be granted for a period of thirty-eight months from the date of the Annual General Meeting.

Approval of the transformation of the Company's corporate form to that of a European Company and of the terms of the proposed transformation – Adoption of the Articles of Association of the Company in its new form of European Company – Amendment of the Articles of Association, in particular Articles 1 (Form), 2 (Name) and 4 (Registered Office)

28th resolution

Under the terms of the twenty-eight resolution, the Board of Directors proposes that you transform the Company into an "European Company" (hereinafter referred to as the "SE"), in accordance with the provisions of Section 5 of Title II of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (hereinafter referred to as the "SE Regulation") and Article L. 225-245-1 of the French Commercial Code, and adopt the Company's Articles of Association in its new form as a European Company.

1. Purpose and rationale for the transformation

Following the completion of its financial restructuring in 2024, the Group aims to open a new page in its history and open up new development opportunities, particularly within the European Union, where it aims to become the leader in its sector.

While the Group must focus on turning around its business in France, it also intends to start preparing now to expand its activities in Europe, which is a natural market for the Group and one in which it is destined to grow.

This ambition has led management to propose changing the Company's legal form and adopting the status of a European Company, in accordance with current laws and regulations.

The legal bylaws of a European Company are consistent with the Group's desire to expand its activities in European markets. This legal form simplifies the formalities to open branches in certain EU member states, or to make acquisitions by direct merger, thus facilitating the Group's expansion in Europe.

This corporate form also has the advantage of benefiting from a uniform and recognized legal regime within the European Union, and would help to consolidate the Group's position in its negotiations with its major international strategic partners (Google, Meta, Apple or Microsoft). It will also enhance the Group's attractiveness to European talents.

2. Legal status of the transformation

The transformation into an European Company is governed by (i) the provisions of the SE Regulation (and in particular Articles 284 and 37 relating to the formation of an SE by way of transformation), (ii) Articles L. 225-245-1 and R. 229-20 to R. 229-22 of the French Commercial Code, and (iii) the provisions of Council Directive 2001/86/EC of 8 October 2001 supplementing the Statute for a European Company with regard to the involvement of employees (hereinafter the **"SE Directive"**), as well as the French national provisions transposing the SE Directive as set out in Articles L. 2351-1 et seq. of the French Labor Code.

The conditions required by current legislation to transform into an European Company have been met by the Company insofar as:

- its subscribed capital is at least equal to €120,000; and
- it has had a subsidiary in a European Union country other than France for at least two years, namely Yelster Digital GmbH in Austria.

Pursuant to Article 37§6 of the SE Regulation and Article L. 225-245-1 of the French Commercial Code, one or more "commissaires à la transformation" (transformation auditors) will be appointed by the President of the Nanterre Business Court, acting on a petition.

In accordance with Article L. 225-245-1 of the French Commercial Code, the transformation auditors will prepare a report for the shareholders certifying that the Company has net assets at least equivalent to its share capital, plus any reserves that cannot be distributed by law or under the Company's Articles of Association.

Acting on Solocal Group's request, the President of the Nanterre Business Court, by order of 7 April 2025, appointed AJ Partners, 29 rue du Colisée, 75008 Paris, represented by Mr Antoine Béraud, as transformation auditor.

Pursuant to Article 37§7 of the SE Regulations and Article L. 225-245-1 of the French Commercial Code, the Extraordinary General Meeting will vote on the proposed transformation and the draft Articles of Association under the quorum and majority conditions required for the amendment of the Articles of Association of sociétés anonymes, as set out in Article L. 225-96 of the French Commercial Code.

In addition, in accordance with Articles L. 225-244 and L. 228-65 of the French Commercial Code, the holders of bonds issued by the Company (at a General Meeting of bondholders or following a written consultation, if provided

for in the issue agreement), acting by a two-thirds majority of the votes cast by the holders present or represented, will vote on the proposed transformation.

As neither the Company nor its participating subsidiaries governed by the laws of Member States other than France have any employees, there is no need to set up a special group of negotiation (SGN). Consequently, the transformation into an European Company will take effect as from the Company's registration as an European Company with the Registre du Commerce et des Sociétés.

3. Consequences of the transformation for the Company

As an European Company, the Company will be governed by its Articles of Association, the SE Regulation and the laws and regulations in force in France applicable to European Companies and, where compatible, those applicable to sociétés anonymes.

The transformation will not result in the dissolution of the Company, nor in the creation of a new legal entity.

The Company will keep the corporate name "Solocal Group", followed by the acronym "SE".

The transformation will not entail any change in the Company's duration or corporate purpose.

The duration of the current financial year will remain unchanged, and the financial statements for that year will be prepared, presented and audited under the same conditions as previously.

The Company will keep a single-person structure, in accordance with the option available under the SE Regulation, and will therefore continue to have a Board of Directors, the composition of which will remain unchanged. The terms of office of the Directors, the Chairman and Chief Executive Officer and the Statutory and Alternate Auditors in office at the time of the transformation of your Company into an European Company will continue until their respective expiry dates.

All authorizations and delegations of authority and powers granted to the Board of Directors in its current form as a société anonyme and which will be in force on the date of completion of the transformation of the Company into an European Company will, on the date of said completion, be automatically transferred to the Board of Directors of the Company in its new form as an European Company.

4. Modification of the Articles of Association

A draft of the Company's Articles of Association as an European Company (taking account of the amendments to the Articles of Association set out in the twenty-ninth resolution below) is set out in an **Appendix** to this report.

The SE Regulation lays down a limited number of rules concerning the operation of the SE, referring to the relevant provisions of national legislation. The Company's operations will therefore be governed primarily by the provisions of the French Commercial Code applicable to the management and administration of sociétés anonymes, with the exception of certain rules set out in the SE Regulations, notably the requirement for the Board of Directors to meet at least every three months.

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Apart from editorial adjustments, the main purpose of the amendments will therefore be (i) to reiterate the rules applicable to the Company transformed into an European Company, and (ii) to cross-reference the current European and national legal and regulatory provisions applicable to European Companies.

5. Consequences of the transformation for shareholders

The transformation will not affect the rights of the Company's shareholders, who will remain shareholders of the Company with no action required on their part.

As a result, the financial transformation of each shareholder will remain limited to that which he or she had subscribed prior to the conversion of the Company. Nor will the transformation affect each shareholder's proportion of the Company's voting rights.

The transformation will have no impact on the value of the Company's shares. The number of shares issued by the Company will not change as a result of this transaction.

The transformation into an SE will strengthen the political rights of shareholders, as Article 55§1 of the SE Regulations recognizes the right of one or more shareholders who together hold shares representing at least 10% of the Company's subscribed capital to request the convening of a General Meeting and the setting of the agenda, a provision which has no equivalent in a société anonyme under French law.

The transformation into an SE must be approved by the Company's Extraordinary General Meeting.

6. Consequences of the transformation for creditors

The transformation will not in itself modify the rights of the Company's creditors. Pre-transformation creditors will retain all their rights vis-à-vis the Company following completion of the transformation. Creditors will also retain the benefit of any security interests granted to them prior to the final completion of the transformation (unless otherwise stipulated in the deed granting such security interests).

In addition, the proposed transformation must be submitted for approval to the holders of bonds issued by the Company (either at a General Meeting of bondholders, or following a written consultation, if provided for in the issue contract).

7. Consequences of the transformation for employees – Information on procedures relating to employee involvement

The transformation of the Company into an SE will not alter the current configuration of the Group, which is made up of a parent company and subsidiaries and establishments located within the European Economic Area.

The individual and collective rights of employees of the Company and its various subsidiaries and establishments will remain unchanged:

- individual relations between each employee and his/her employer will continue in accordance with the national rules which usually govern them;
- collective relations will also continue to operate or evolve in accordance with national law, and in particular will not be diminished or restricted in any way as a result of the Company's transformation.

It has already been established that no changes will be made to the employment contracts of the employees of Solocal Group SA's subsidiaries as a result of the Company's transformation into an SE. Their employment contracts will therefore continue under same terms and conditions as prior to the final completion of the transformation.

As a result, the Director representing the employees of the Company and those of its direct and indirect subsidiaries whose registered office is located in France, elected on 15 October 2024, will retain his or her position on the Company's Board of Directors unchanged.

Insofar as neither the Company nor its participating subsidiaries governed by the laws of Member States other than France have any employees, there is no need to set up a special group of negotiation (SGN).

Amendments to the Articles of Association: amendments to Articles 3 (Corporate purpose), 5 (Duration), 7 (Capital increase, reduction and redemption), 12 (Board of Directors), 13 (Executive shares), 16 (Convening and deliberations), 17 (Powers of the Board of Directors), 18 (General management), 25 (Shareholders' Meetings), 26 (Voting rights) and 36 (Disputes) of the Articles of Association 29th resolution

Under the terms of the Under the terms of the twenty-nine resolution, and subject to the prior adoption of the twenty-eighth resolution submitted to the General Shareholders' Meeting, the Board of Directors proposes that you amend the Company's Articles of Association in order to clarify and update certain provisions of the Articles of Association.

The proposed changes would be as follows:

- Article 3 (Corporate purpose): addition of wording to cover designed to cover all general information relating to local life within the scope of the Company's services;
- Article 5 (Duration): in accordance with the provisions of Article 1844-6 of the French Civil Code, extend the Company's duration, initially set at 99 years from 31 December 1954 and expiring in 2053, for a further 99 years from the date of this General Shareholders' Meeting, i.e. until 5 June 2124;
- Article 7 (Capital increase, reduction and redemption): addition of a clarification of three cases in which the Company's Extraordinary General Meeting may decide to increase the Company's capital (implementation of a profit-sharing contract for the benefit of all employees, remuneration in connection with free share issues, remuneration of acquisitions);
- Article 12 (Board of Directors): in accordance with the provisions of Article L. 225-27 of the French Commercial Code, you are asked to include in the Articles of Association the possibility of appointing two Directors under the optional system for appointing Directors representing employees (depending on the number of directors on the day of appointment of the Directors representing employees), and to update the appointment procedure in line with the number of seats to be filled;

- Article 13 (Executive shares): removal of the requirement for Directors to hold company shares, as this is no longer a legal requirement; Article 13 would now be indicated as [Reserved] so as not to change the entire numbering of subsequent articles in the Articles of Association;
- Article 16 (Convening and deliberations): addition of the possibility for Directors to vote by written consultation (and describe the applicable procedure), and to vote by correspondence, under the conditions provided for by the applicable legal and regulatory provisions;
- Article 17 (Powers of the Board of Directors): addition of wording ("*in accordance with its corporate interest, taking into account the social and environmental challenges of its business*") to the powers of the Board of Directors, in order to align the wording of the Articles of Association with the text of Article L. 225-35 of the French Commercial Code;
- Article 18 (General management): limitation of the maximum number of Deputy Chief Executive Officers to three (instead of the current five);
- Article 25 (Shareholders' Meetings): addition of the principle that Shareholders' Meetings are broadcast live or

deferred, except in the event of technical reasons making such broad-cast impossible or seriously disrupting it;

- Article 26 (Voting rights): amendment of the first paragraph to clarify that double voting rights are conferred on certain shares in accordance with Article 10 of the Articles of Association (i.e., all fully paid-up shares for which proof is provided that they have been registered in the name of the same shareholder for at least two (2) years) and of the fifth paragraph to update the number of the text of the French Civil Code applicable to electronic signatures; and
- Article 36 (Disputes): deletion of the reference to the Tribunal de Grande Instance, to be replaced by a reference to the Tribunal Judiciaire.

A draft of the Company's Articles of Association reflecting these changes is set out in an **Appendix** to this report. These draft Articles of Association take into account the Company's prior transformation into an European Company (and the adoption of the amendments to the Articles of Association provided for in the twenty-eighth resolution above).

ORDINARY MATTERS

Ratification of the cooptation of Mrs Nathalie Boy de la Tour as an Independent Director of the Company 30th resolution

As a reminder, under the terms of the fourteenth resolution, the General Shareholders' Meeting is asked to ratify the cooptation of Mrs Marguerite Bérard as an Independent Director by decision of the Board of Directors on 31 July 2024.

Under the terms of the thirtieth resolution, and following the resignation of Mrs Marguerite Bérard from her position as Independent Director, the General Shareholders' Meeting is asked to ratify the cooption of Mrs Nathalie Boy de la Tour as an Independent Director of the Company, decided by the Board of Directors on 29 April 2025, for the remaining term of office of Marguerite Bérard's, i.e. until the end of the General Shareholders' Meeting which will meet in 2026 to approve the financial statements for the year ended 31 December 2025.

Nathalie Boy de la Tour began her professional career with Bossard Consultants (now Cap Gemini Invent), where she worked for ten years, before heading the B2L-BBDO agency (digital subsidiary of the BBDO group) for three years. She was an Independent Director of the Ligue de football professionnel (LFP) in 2013, then elected to the LFP Presidency (a position she held between 2016 and 2020).

She then created the Blimli platform, a "home sales 2.0" platform as a new distribution channel, and held the positions of Executive Advisor (2021) then Senior Advisor (from 2023) with the SLAM fund (Sports, Luxury, Arts and Music). In 2024, she launched LeadHers (www.lead-hers.com), a European network of women executives.

Nathalie Boy de la Tour is a graduate of the École supérieure libre des sciences commerciales appliquées and holds a specialized master's degree from ESCP Europe.

Appointment of Mr Éric Sasson as an Independent Director of the Company 31st resolution

In the thirty-first resolution, the General Shareholders' Meeting is asked to approve the appointment of Mr Éric Sasson as an Independent Director for a period of four (4) years, expiring at the close of the General Shareholders' Meeting which will meet in 2029 to approve the financial statements for the year ended 31 December 2028.

Éric Sasson is founder of RedTree Capital, a management company specializing in real estate investment. Prior to this, he worked for 12 years at The Carlyle group, which he joined in 2001 as Head of the European Real Estate Fund, responsible for building the team and structure. He successfully raised 3 funds, invested over €4 billion in equity and completed over 100 transactions in more than 13 countries. He recruited some fifty talented professionals of different nationalities, based in 7 European countries.

Éric Sasson is a graduate of ESTP (École spéciale des travaux publics) and holds a Master of Sciences in Nuclear Engineering from MIT (Massachusetts Institute of Technology). He also holds an MBA from INSEAD (Institut européen d'administration des affaires).

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Appointment of Mrs Sophie Marchessou as an Independent Director of the Company

32nd resolution

In the thirty-second resolution, the General Shareholders' Meeting is asked to approve the appointment of Mrs Sophie Marchessou as an Independent Director for a period of four (4) years, expiring at the close of the General Shareholders' Meeting which will meet in 2029 to approve the financial statements for the year ended 31 December 2028.

Sophie Marchessou is currently, and since 2021, Chief Customer Officer at MIRAKL Paris, a company that has developed an e-commerce solution for retailers and Business-to-Business players, and which she joined in 2011. She previously worked for McKinsey & Company, first as a senior associate in charge of the beauty, fashion and luxury sectors, then as a partner. She previously co-founded Keaton Row, a company specializing in style advice for working women.

Sophie Marchessou is a graduate of the Entrepreneurial Major at HEC Paris (class of 2006). She also obtained an MBA from Harvard while working at McKinsey & Company.

Appointment of Mrs Ketty de Falco as an Independent Director of the Company

33rd resolution

In the thirty-third resolution, the General Shareholders' Meeting is asked to approve the appointment of Mrs Ketty de Falco as an Independent Director for a period of four (4) years, expiring at the close of the General Shareholders' Meeting which will meet in 2029 to approve the financial statements for the year ended 31 December 2028.

Ketty de Falco has been President of Lefebvre Dalloz since February 2024. Ketty de Falco was Deputy CEO of Ipsos/Synovate France (2006-2012), President and CEO of CSA (Havas group) between 2012 and 2018, then President and CEO of Kantar Insights France between 2018 and 2023. She was also Managing Director Europe of Kantar between 2021 and 2023, before taking up a position at Lefebvre Dalloz.

Ketty de Falco is a graduate of the Faculty of Economics in Rennes and the IAE in Lille.

Appointment of Mr Olivier de Botton as an Independent Director

34th resolution

In the thirty-four resolution, the General Shareholders' Meeting is asked to approve the appointment of Mr Olivier de Botton as an Independent Director for a period of four (4) years, expiring at the close of the General Shareholders' Meeting which will meet in 2029 to approve the financial statements for the year ended 31 December 2028.

Olivier de Botton began his career with KPMG before joining Cartier International, where he held a number of management positions, culminating as Director of Boutiques Worldwide, overseeing the retail network and global marketing strategy. As a committed entrepreneur, he then took over OSF Flavors Inc. (www.osfflavors.com), an American company specializing in food flavors, which he developed into an industrial group present on four continents over three decades.

For many years, his knowledge of the SME sector, his expertise in international development and his dual culture have helped him to support the growth and governance of companies in which he has personally invested.

Olivier de Botton is a Mining Engineer and holds a Master of Science in Technology and Policy/Materials Science from MIT (Massachusetts Institute of Technology).

Determination of the annual amount of the compensation to be allocated to the members of the Board of Directors

35th resolution

Under the terms of the thirty-five resolution, the General Shareholders' Meeting is asked to set the amount of the annual compensation to be allocated to the members of the Board of Directors at €800,000, in order to take account of the new composition of the Board of Directors.

The Board of Directors asks you to adopt the resolutions submitted for your approval.

Appendix

Articles of Association of the Company under the form of European Company taking into account the amendments submitted to the General Shareholders' Meeting

TITLE I – FORM – NAME – PURPOSE – REGISTERED OFFICE – DURATION – SHARE CAPITAL

Article 1 – Form

The Company, initially incorporated as a société anonyme, was transformed into a société européenne (Societas Europaea) by decision of the Extraordinary General Meeting of 5 June 2025.

The Company is governed by current and future Community and national provisions, and by these Articles of Association.

Article 2 – Name

The Company's name is "Solocal Group".

In all deeds and documents issued by the Company and intended for third parties, this name must always be preceded or immediately followed by the words "Société Européenne" or the abbreviation "SE", a statement of the amount of share capital and the place and number of registration in the Trade and Companies Register.

Article 3 – Corporate purpose

The Company has the following corporate purpose, in France and abroad:

- the acquisition and holding of shares or other securities in French or foreign legal entities, the definition of policies to be implemented by subsidiary companies, and the provision of all services to companies in which it holds securities;
- the acquisition by any means, without exception or reservation, the holding by any means and in any capacity whatsoever, the management and, where applicable, the transfer by any means, without exception or reservation, in whole or in part, of any majority or minority shareholdings that may be directly or indirectly related to the corporate purpose or to any similar or ancillary purpose.

In addition, the Company's corporate purpose, in France and abroad, directly or indirectly, is to:

- the publication, on its own behalf or on behalf of third parties, of all directories published by all current and future processes and means, the provision of information services by all current and future processes and means, as well as the operation of advertising in all its forms, by all means and for all purposes;

- consultancy, study, design, manufacture, update and maintenance of all services relating to any information circulation system on a network, open or not, of computer or telephone interconnection, wired, satellite, cable or otherwise, as well as any other activity relating to such services, and more particularly Internet or Intranet sites;
- the collection, acquisition, enrichment, management, processing, marketing or hosting of data or files of any kind;
- all activities directly or indirectly related to such services, or which are a prerequisite, accessory, condition or extension of them, or which are likely to encourage or develop them, and in particular all general information relating to local life; and
- in general, any industrial, commercial, financial, civil, securities or real estate transactions that may be directly or indirectly related to any of the aforementioned purposes or to any similar or related purposes.

Article 4 – Registered office

The registered office is located at 204, Rond-point du Pont de Sèvres, Boulogne Billancourt (Hauts-de-Seine), France.

Article 5 – Duration

The duration of the Company, initially set at 99 years from 31 December 1954 and expiring in 2053, was extended by decision of the Extraordinary General Meeting of 5 June 2025 for a further 99 years from the date of the said meeting, i.e. until 5 June, 2124, except in the event of early dissolution or extension as provided for in these Articles of Association.

Article 6 – Share capital

The share capital is three hundred and fifty-seven thousand three hundred and ninety-eight euros and forty-five cents (€357,398.45).

It is divided into thirty-five million seven hundred and thirty-nine thousand eight hundred and forty-five (35,739,845) shares, each with a par value of one euro cent (€0.01), fully paid up and all of the same class.

TITLE II – SHARES

Article 7 – Capital increase, reduction and redemption

Share capital may be increased, reduced or redeemed in accordance with the law.

I. The Extraordinary General Meeting has sole authority to decide, on the basis of a report from the competent body, to increase the share capital, either by issuing new shares or by increasing the par value of existing shares.

In accordance with the law, shareholders have a preferential right to subscribe for any shares issued in connection with a capital increase, in proportion to the number of shares they hold, right that they may waive individually or that the Shareholders' Meeting may waive. They also have a reducible subscription right, if expressly decided by the Shareholders' Meeting.

Board of Directors' report

to the Combined General Shareholders' Meeting of Solocal Group of 5 June 2025

The right to receive new shares following the capitalization of reserves, profits or issue premiums belongs to the bare owner, subject to the rights of the beneficial owner.

The Extraordinary General Meeting may also decide to increase the Company's capital:

- as part of the implementation of a profit-sharing contract for all employees, in accordance with the conditions set by the Board of Directors;
- as remuneration for free share issues under plans whose final terms will be determined by the Board of Directors in accordance with the conditions set by the authorization granted by the Extraordinary General Meeting;
- to pay for acquisitions.

II. The Extraordinary Shareholders' Meeting may also, subject to the rights of creditors in accordance with the law, authorize or decide to reduce the share capital for any reason whatsoever.

The reduction of share capital, for any reason whatsoever, to an amount below the legal minimum, may only be decided subject to the condition precedent of a capital increase intended to bring it to at least the legal minimum, unless the Company is transformed into a Company of another form that does not require a capital higher than the share capital after its reduction.

III. By resolution of the Extraordinary Shareholders' Meeting, the capital may be redeemed by equal repayment of each share from profits or reserves, with the exception of the legal reserve.

Article 8 – Paying-up of shares

In the event of a capital increase, shares issued for cash must be fully paid up at the time of subscription, except in the event of a capital increase with shareholders' preferential subscription rights maintained, or in the event of a capital increase with shareholders' preferential subscription rights waived in favor of one or more persons, or in the event of a capital increase in favor of one or more categories of persons with specific characteristics, in which case the shares may be paid up to the minimum amount stipulated by law. Partially paid-up shares are held in registered form until they are fully paid up. The surplus is paid up in one or more instalments, as decided by the competent body, within a maximum period of five years from the date on which the capital increase becomes definitive.

Subscribers are notified of any calls for funds subsequent to the payment of the initial subscription by registered letter with acknowledgement of receipt, sent at least fifteen days before the date set for each payment. These payments are made either at the registered office, or at any other location indicated for this purpose.

Any delay in the payment of the sums due on the unpaid amount of the shares will entail, ipso jure and without the need for any formality whatsoever, the payment of legal interest, day for day, from the due date, without prejudice to actions that the Company may take against the defaulting holder, and to the sanctions and enforcement measures provided for by law.

Article 9 – Form, transfer and transmission of shares

I. Fully paid-up shares may be held in registered or bearer form, at the shareholder's option.

In order to identify bearer shares, the Company may, in accordance with the applicable laws and regulations and subject to any applicable legal or regulatory penalties, request from any organization or intermediary, including the central depository for financial instruments, the information required by law or regulation to identify the holders of shares in the Company conferring immediate or future voting rights at Shareholders' Meetings, and in particular the number of shares held by each of them and any restrictions to which the shares may be subject.

In the case of registered shares giving immediate or future access to the capital, the intermediary registered in accordance with Article L. 228-1 of the French Commercial Code is required to disclose the identity of the owners of such shares, upon simple request by the Company or its agent, which may be made at any time.

II. In addition to the legal obligation to inform the Company of the holding of certain fractions of the capital or voting rights, any person acting alone or in concert who comes to hold or ceases to hold directly or indirectly a fraction – of the capital, voting rights or securities giving access in the future to the capital of the Company – equal to or greater than 1% or a multiple of this fraction, must notify the Company, by registered letter with acknowledgement of receipt, of the total number of shares, voting rights and securities giving access to the capital that it holds directly or indirectly, alone or in concert, no later than the close of trading on the fourth trading day following the date on which this threshold is crossed.

Without prejudice to any suspension of voting rights ordered by a court of law, failure to comply with the above provisions will result in the loss of voting rights for shares or attached rights exceeding the notifiable threshold, until the end of a two-year period following the date of regularization, if the application of this sanction is requested by one or more shareholders holding at least 1% of the Company's capital. This request is recorded in the minutes of the Shareholders' Meeting.

III. The shares are freely negotiable within the framework of the legal and regulatory provisions in force. Shares are registered and transferred in accordance with the terms and conditions set out in the applicable laws and regulations.

Article 10 – Rights attached to each share

Each share entitles the holder to a portion in the profits, ownership of the Company's assets and liquidation surplus, equal to the proportion of the capital it represents. Each share also entitles the holder to vote and be represented at Shareholders' Meetings, in accordance with legal and statutory conditions. Ownership of a share automatically entails acceptance of the Company's Articles of Association and the decisions of the Shareholders' Meeting.

Double voting rights are granted to all fully paid-up shares registered in the name of the same shareholder for at least two (2) years. In the event of a capital increase through

the capitalization of reserves, profits or additional paid-in capital, this double voting right will apply, from the time of issue, to new shares allotted to a shareholder on the basis of existing shares already entitled to this right. Any shares converted to bearer form or transferred to another shareholder will lose their double voting rights, subject to the exceptions provided for by law.

Shareholders bear losses only up to the amount of their contributions.

The heirs, creditors, beneficiaries or representatives of a shareholder may not request that seals be affixed to the Company's assets, securities or shares, nor request their distribution or sale, nor interfere in the Company's administration. In exercising their rights, they must refer to the Company's inventories and to the decisions of the Shareholders' Meeting.

TITLE III – MANAGEMENT OF THE COMPANY

Article 12 – Board of Directors

I. The Board of Directors comprises at least the legal minimum number of members and at most eighteen (18) members, subject to the derogation provided for by law in the event of a merger, appointed or renewed in accordance with the applicable legal provisions.

II. The Board of Directors includes among its members one or two director(s) representing the employees of the Company and those of its direct or indirect subsidiaries (within the meaning of the optional scheme provided for in Article L. 225-27 of the French Commercial Code) whose registered office is located in France, depending on the number of directors on the date of their appointment (the number of directors representing employees being two if the number of directors is greater than eight on the date of appointment of the directors representing employees, and one if the number of directors is equal to or less than eight on the date of appointment of the director representing employees).

When only one seat is to be filled, the election is by majority vote in two rounds. Each candidacy must include, in addition to the name of the candidate, the name of any replacement in the event of a vacancy for any reason whatsoever. Candidates and replacements must be of different genders.

When there are two seats to be filled, employees are divided into two colleges voting separately. The first college comprises engineers, managers and similar staff, while the second comprises other employees. Elections are by majority vote in two rounds within each college. In addition to the name of the candidate for each college, each candidacy must include the name of any replacement in the event of a vacancy for any reason. The candidate for each college and his or her replacement must be of different genders.

Staff members who meet the statutory conditions are eligible to vote and stand for election.

Whenever it is necessary to own several shares in order to exercise any right, owners of shares who do not possess the required number must personally arrange for the grouping and, where applicable, the purchase or sale of the necessary shares.

Article 11 – Indivisibility of shares – Bare ownership – Usufruct

The shares are indivisible with respect to the Company.

Joint owners of shares are required to be represented before the Company by one of their owner, considered as the sole owner or sole agent. In the event of disagreement, the sole representative may be appointed in court at the request of the most diligent co-owner.

Unless the Company is notified to the contrary, voting rights are held by the beneficial owner at Ordinary Shareholders' Meetings and by the bare owner at Extraordinary Shareholders' Meetings.

The candidate who obtains an absolute majority of the votes cast in the first round, and a relative majority in each of the colleges in the second round if there are two colleges, is declared elected.

The first director representing the employees will take office at the first meeting of the Board of Directors held after the full results of the first elections have been announced.

The next director representing the employees will take office on expiry of the term of office of the outgoing director representing employees.

The term of office for directors representing the employees is four years.

Elections are held every four years, so that a second round of voting can take place no later than fifteen days before the end of the term of office of the outgoing director representing the employees.

At the time of each election, the Board of Directors draws up the list of subsidiaries and sets the election date so as to comply with the deadlines set out below.

The deadlines for each election are as follows:

- the election date is posted at least eight weeks before the polling date;
- the posting of voters' lists at least six weeks before the election date;
- the submission of candidacies at least five weeks before the election date;
- posting of candidate lists at least four weeks before the election date;
- the dispatch of documents required for postal voting, at least three weeks before the election date.

If there are no candidates, the seat remains vacant until the next elections to renew the term of office of the director representing employees.

Votes are cast electronically and/or on paper.

Board of Directors' report

to the Combined General Shareholders' Meeting of Solocal Group of 5 June 2025

In the case of paper ballots, voting takes place on a single day, at the workplace and during working hours. However, the following people may vote by post:

- members of staff who are likely to be absent on polling day;
- members of staff who, because of the nature or conditions of their work, are away from the polling station to which they are assigned;
- staff working on sites where there is no polling station.

In the event of voting by electronic means and/or on paper, the terms and conditions relating to the organization and conduct of the election of the director representing the employees not specified by the legislative or regulatory provisions in force or by these Articles of Association are decided by the Board of Directors, or by the Chief Executive Officer upon delegation.

III. In the event that:

- (i) the conditions set out in Article L. 225-27-1 of the French Commercial Code relating to the obligation to appoint one or more directors representing the employees to the Company's Board of Directors have been met; and
- (ii) the Company does not benefit from a derogation of the aforesaid obligation (in particular in respect of the appointment of the member representing the employees elected pursuant to Article L. 225-27 of the French Commercial Code and paragraph II. above),

upon expiry of the current term of office of the director representing the employees elected in application of II. above, the Board of Directors includes one or two directors representing employees, appointed in accordance with the procedures set out below.

The number of directors representing employees is two if the number of directors is greater than eight on the day the directors representing the employees are appointed, and one if the number of directors is equal to or less than eight on the day the director representing the employees is appointed.

Directors representing the employees are elected in accordance with the conditions laid down by law and the procedures described below.

When only one seat is to be filled, the election is by majority vote in two rounds. In addition to the candidate's name, each nomination must include the name of any replacement. Candidates and replacements must be of different genders.

In all other cases, the election is by proportional representation with the highest number of votes remaining, and no vote-splitting. Each list must include twice the number of candidates as the number of seats to be filled, and must be composed alternately of one candidate of each sex. On each list, the difference between the number of candidates of each sex may not exceed one.

Staff members who meet the statutory conditions are eligible to vote and stand for election.

The term of office for directors representing the employees is four years.

Elections are held every four years in such a way that a second round can be held no later than fifteen days before the end of the term of office of the outgoing director or directors representing the employees appointed in accordance with Article L. 225-27-1 of the French Commercial Code or, where applicable, appointed in accordance with Article L. 225-27 of the French Commercial Code.

At the time of each election, the Board of Directors draws up the list of subsidiaries and sets the election date so as to comply with the deadlines set out below.

The deadlines for each election are as follows:

- the election date is posted at least eight weeks before the polling date;
- the posting of voters' lists at least six weeks before the election date;
- the submission of candidacies at least five weeks before the election date;
- posting of candidate lists at least four weeks before the election date;
- the dispatch of documents required for postal voting, at least three weeks before the election date.

If there are no candidates, the seat remains vacant until the next elections to renew the term of office of the director representing the employees.

Votes are cast in accordance with the procedures set out in paragraph II above.

In the event that the conditions relating to the obligation to appoint one or more directors representing employees are no longer met, the terms of office of the directors representing the employees elected in accordance with the present paragraph III. shall continue until their term of office without prejudice to the stipulations of paragraph II above.

The same applies if the number of directors is reduced to eight or less. However, at the end of the terms of office of the directors representing the employees, and in the event that the number of directors is still equal to or less than eight on the date of appointment of the directors representing the employees, the number of directors representing the employees is reduced to one.

IV. Directors representing the employees are not taken into account in determining the minimum and maximum number of directors provided for in paragraph I. above

If a director representing the employees loses his or her employee status, his or her term of office is terminated.

In the event of a vacancy for any reason whatsoever in the seat of a director representing employees, which cannot give rise to the replacement provided for in Article L. 225-34 of the French Commercial Code, the Board of Directors, duly composed of the remaining members, may validly meet and deliberate before electing the new director representing the employees.

V. The Board of Directors may appoint one or more non-voting observers to attend Board meetings and to be invited to attend, under the same conditions as Board members. However, observers do not have voting rights

and, as such, do not vote on Board decisions. They will be entitled to the same information as members of the Board of Directors, and will be bound by the same confidentiality obligations. Observers may be natural persons or legal entities. Observers which are legal entities are represented by their legal representative, unless they appoint a person specially empowered to represent them as their permanent representative at the time of their appointment or at any time during their term of office.

Article 13 – [Reserved]

Article 14 – Term of office – Vacancy

Directors are appointed for a term of four years, expiring in accordance with applicable legal and regulatory conditions.

Outgoing directors are eligible for re-election.

In the event of a vacancy, following death or resignation, the Board may appoint a replacement in accordance with the applicable legal and regulatory conditions. A director appointed to replace another remains in office only for the remainder of his predecessor's term.

Article 15 – Bureau of the Board

The Board of Directors elects a Chairman from among its members. The Chairman is elected for the duration of his or her mandate as director, and is eligible for re-election.

In the event of the Chairman's temporary incapacity or death, the Board of Directors may delegate the Chairman's duties to a Director. In the event of temporary vacancy, this delegation is given for a limited period. In the event of death, it is valid until the election of a new Chairman.

Article 16 – Convening and deliberations

Directors are convened to meetings of the Board of Directors by any means. In urgent cases, meetings may also be called verbally. The Board of Directors meets as often as the Company's interests require, and at least once every three months, at the Chairman's invitation and whenever he deems it appropriate, at the registered office or at any other place indicated in the invitation.

If the Board of Directors has not met for more than two months, at least one-third of the Board members may ask the Chairman to convene a Board meeting on a specific agenda. The Chief Executive Officer may also ask the Chairman to convene the Board of Directors on a specific agenda. The Chairman is then bound by these requests.

The Board of Directors can only validly deliberate if at least half of its members are present.

An attendance register is kept and signed by the directors attending the meeting.

Decisions are taken by a majority of members present or represented. In the event of a tie, the Chairman has the casting vote.

Subject to legal and regulatory provisions, meetings of the Board of Directors may be held by videoconference or any other means of telecommunication. Directors who take part in Board meetings by videoconference or telecommunication means that enable them to be identified and guarantee their effective participation are deemed to be present for the purposes of calculating quorum and majority.

Decisions falling within the Board's specific regulatory powers may be taken by written consultation of Board members, including by electronic means, provided that none of them objects.

The Chairman of the Board of Directors (or any other person empowered to convene the Board) invites the directors, either directly or through the Secretary of the Board of Directors, to give their opinion in writing on a draft decision or decisions which he sends to them. The consultation is sent by any means.

Directors must reach a decision within a reasonable timeframe, as determined by the author of the consultation, taking into account the context and nature of the decisions to be made.

If they do not reply within this time limit, and unless this time limit is extended by the author of the consultation, they are deemed not to have participated in the consultation.

If one of the directors objects to the decision being taken by means of written consultation, he or she must inform the Chairman of the Board of Directors (or the author of the consultation) of his or her objection by any written means; said objection must be received by the Chairman within the time limit specified in the consultation.

The decision can only be adopted if it is supported by a majority of the directors who took part in the written consultation, who must themselves represent at least half of the members of the Board of Directors in office. In the event of a tie, the Chairman has the casting vote.

The Board of Directors' by-laws may provide for additional consultation procedures where appropriate.

Directors who so request, and with the agreement of the Chairman of the Board of Directors, may vote by correspondence, in accordance with applicable laws and regulations, prior to the Board meeting, using a form sent by the Company.

The deliberations and decisions of the Board of Directors are recorded in minutes drawn up in accordance with the law.

Copies or extracts of these minutes are issued and certified in accordance with the law.

Article 17 – Powers of the Board of Directors

The Board of Directors determines the direction of the Company's business and oversees its implementation, in accordance with its corporate interests, taking into account the social and environmental challenges of its business. Subject to the powers expressly vested in the Shareholders' Meetings, and within the limits of the corporate purpose, the Board deals with all matters concerning the smooth running of the Company, and settles all matters concerning it through its deliberations.

In relation to third parties, the Company is bound even by acts of the Board of Directors that do not fall within the Company's corporate purpose, unless it can prove that the third party knew that the act exceeded that purpose or could not have been unaware of it given the circumstances, it being excluded that the sole publication of the Articles of Association is sufficient to constitute such proof.

Board of Directors' report

to the Combined General Shareholders' Meeting of Solocal Group of 5 June 2025

The Board of Directors carries out the controls and verifications it deems appropriate.

The Chairman or Chief Executive Officer of the Company is required to provide each Director with all documents and information necessary for the performance of his or her duties.

The Board of Directors may grant one or more of its members, or third parties, whether shareholders or not, special powers of attorney for one or more specific purposes.

The Board of Directors is empowered to decide on or authorize the issue of bonds and any other debt securities. The Board of Directors may delegate to one or more of its members, to the Chief Executive Officer or, in agreement with the Chief Executive Officer, to one or more Deputy Chief Executive Officers, the powers required to issue such bonds or securities within one year, and to determine the terms and conditions thereof. The persons appointed report to the Board of Directors under the conditions determined by the latter.

Article 18 – General management

I – Organizational principles

In accordance with the law, the Chairman of the Board of Directors or another individual appointed by the Board of Directors and bearing the title of Chief Executive Officer is responsible for the Company's general management.

The choice between these two methods of exercising general management is made by the Board of Directors, which must inform shareholders and third parties in accordance with the conditions laid down by law.

The decision of the Board of Directors concerning the choice of the Executive Management structure is taken by a majority of the directors present or represented.

The change in the mode of exercise of the General Management does not entail a change in the Articles of Association.

II – Chief Executive Officer

1. Appointment – Removal

Depending on the choice made by the Board of Directors in accordance with the provisions of paragraph I above, General Management is carried out either by the Chairman, or by an individual appointed by the Board of Directors and bearing the title of Chief Executive Officer.

When the Board of Directors chooses to separate the functions of Chairman and Chief Executive Officer, it appoints the Chief Executive Officer, sets his or her term of office (which may not exceed six years), determines his or her remuneration and, where applicable, limits his or her powers.

The Chief Executive Officer may be dismissed at any time by the Board of Directors.

2. Powers

The Chief Executive Officer is vested with the broadest powers to act on behalf of the Company in all circumstances. He exercises these powers within the limits of the corporate purpose and subject to those powers expressly granted by law to Shareholders' Meetings and the Board of Directors.

The Chief Executive Officer represents the Company in relation to third parties. The Company is bound even by the acts of the Chief Executive Officer that do not fall within the Company's corporate purpose, unless it can prove that the third party knew that the act exceeded that purpose or could not have been unaware of it given the circumstances, it being excluded that the mere publication of the Articles of Association is sufficient to constitute such proof.

III – Deputy Chief Executive Officers

On the recommendation of the Chief Executive Officer, the Board of Directors may appoint one or more individuals to assist the Chief Executive Officer, with the title of Deputy Chief Executive Officer.

The maximum number of Deputy Chief Executive Officers is set at three.

In agreement with the Chief Executive Officer, the Board of Directors determines the scope and duration (which may not exceed six years) of the powers granted to the Deputy Chief Executive Officers.

With respect to third parties, the Deputy Chief Executive Officer(s) has (have) the same powers as the Chief Executive Officer.

Deputy Chief Executive Officers may be dismissed at any time by the Board of Directors, on the recommendation of the Chief Executive Officer.

The Board of Directors sets the remuneration of the Deputy Chief Executive Officers.

Should the Chief Executive Officer cease to hold office or be prevented from carrying out his/her duties, the Deputy Chief Executive Officers retain their functions and powers until a new Chief Executive Officer is appointed, unless the Board of Directors decides otherwise.

Article 19 – Committees

The Board of Directors may decide to set up Committees from among its members, whose composition and terms of reference it determines, and which carry out their activities under its responsibility, without said terms of reference having the effect of delegating to a Committee the powers granted to the Board of Directors by law or the Articles of Association, or having the effect of reducing or limiting the powers of the Chairman, Chief Executive Officer or Deputy Chief Executive Officers.

Article 20 – Chairman of the Board of Directors

The Chairman of the Board of Directors organizes and directs the work of the Board, on which he reports to the Shareholders' Meeting.

It oversees the proper functioning of the Company's governing bodies and ensures, in particular, that the directors are able to fulfil their duties.

The Chairman may be dismissed at any time by the Board of Directors, which determines the amount, method of calculation and payment of his/her compensation, if any.

Article 21 – Compensation – Prohibitions – Liability

The Board of Directors may be granted a compensation allowance, the size of which is set by the Shareholders' Meeting and remains unchanged until a decision is taken to the contrary.

The Board decides on the allocation of this allowance in the proportions it deems appropriate.

The mandate of director representing the employees is free of charge.

By virtue of their office and management, directors do not undertake any obligations or responsibilities other than those provided for by current legislation.

Article 22 – Agreements between the Company and a director, the Chief Executive Officer, one of the Deputy Chief Executive Officers or a shareholder

Any agreement entered into directly, indirectly or through an intermediary between the Company and its Chief Executive Officer, one of its Deputy Chief Executive Officers, one of its directors, one of its shareholders holding more than 10% of voting rights or, in the case of a shareholder which is a legal entity, the Company controlling it within the meaning of Article L. 233-3 of the French Commercial Code, must be submitted to the Board of Directors for prior authorization.

The same applies to agreements between the Company and a company, if the Chief Executive Officer, one of the Deputy Chief Executive Officers, or one of the Company's directors is an owner, partner with unlimited liability, manager, director, member of the Supervisory Board or, in general, a manager of this company.

The Director, Chief Executive Officer or one of the Deputy Chief Executive Officers concerned must inform the Board as soon as they become aware of an agreement requiring authorization. The interested party may not take part in the vote on the authorization requested.

These agreements are authorized in accordance with the law.

The foregoing provisions do not apply to agreements entered into in the ordinary course of business and on arm's length terms, nor to agreements entered into between two companies of which one holds, directly or indirectly, the entire share capital of the other, after deduction, where

applicable, of the minimum number of shares required to meet the requirements of Article 1382 of the French Civil Code or Articles L. 225-1 and L. 226-1 of the French Commercial Code.

These agreements are disclosed as required by law.

Article 23 – Age limits for Directors, the Chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officers

The number of individual directors and permanent representatives of directors which are legal entities over the age of 70 may not exceed one-third of the total number of directors on the Board of Directors.

If this limit is exceeded, this is acknowledged each year at the meeting of the Board of Directors convening the Ordinary General Meeting.

If, on that date, one or more permanent representatives have reached the age of 70, the legal entities they represent must, within three months of the date on which the age was exceeded, replace them to the extent necessary to stop the age being exceeded. The oldest permanent representatives must be replaced first.

If, after application of the provisions of the previous paragraph, the number of individual directors over the age of 70 exceeds one-third of the members of the Board of Directors, the Board appoints, at the meeting provided for in paragraph 2 above, those members who will remain in office.

The term of office of the Chairman, Vice-Chairman (if any), Chief Executive Officer or Deputy Chief Executive Officers shall expire at the latest at the close of the Annual General Meeting following the date on which they reach the age of ninety (90).

Any excess of this limit is recorded each year at the meeting of the Board of Directors convening the Ordinary General Meeting.

TITLE IV – CONTROL OF THE COMPANY

Article 24 – Statutory Auditors

The Company's financial statements are audited by two Statutory Auditors appointed in accordance with the law.

TITLE V – GENERAL MEETINGS

Article 25 – Shareholders' Meetings

Shareholders' Meetings are attended by all shareholders whose shares have been fully paid up and for whom proof of entitlement to attend Shareholders' Meetings has been provided by registration of the shares either in the name of the shareholder or, if the shareholder is not domiciled in France, in the name of the intermediary registered on the shareholder's behalf, by midnight (Paris time) on the second business day prior to the Shareholders' Meeting.

Shares must be registered within the time limit specified in the preceding paragraph, either in the registered share accounts held by the Company, or in the bearer share accounts held by the authorized intermediary.

The access to the Shareholders' Meeting is opened to its members on presentation of proof of their status and

Where a statutory auditor appointed in this way is a natural person or a one-person company, an alternate statutory auditor is appointed under the same conditions, to replace the incumbent in the event of refusal, resignation or death.

identity. The Board of Directors may, if it sees fit, deliver shareholders with personal admission cards in their own name, and require that these cards be produced.

The Shareholders' Meeting is broadcast live and recorded, unless technical reasons make this impossible or seriously disrupt the broadcast. A recording of the Shareholders' Meeting may be consulted on the Company's website, in accordance with the conditions, forms and deadlines provided by law.

Article 26 – Voting rights

Each member of the meeting has as many votes as the number of shares he or she owns or represents, subject to any deprivation of voting rights and to the provisions of the double voting rights conferred in accordance with Article 10 of the Articles of Association.

Board of Directors' report

to the Combined General Shareholders' Meeting of Solocal Group of 5 June 2025

All shareholders may be represented, under the conditions provided by law, by any individual or legal entity of their choice.

Voting by mail or by proxy is subject to the terms and conditions provided by law and regulations. The voting form must be received by the Company no later than 3 p.m. (Paris time) on the day before the meeting.

Proxies and absentee ballot forms, as well as certificates of attendance, may be drawn up on a duly signed electronic medium under the conditions provided by the applicable legal and regulatory provisions. Shareholders voting remotely or by proxy, within the period stipulated in this article, using the form made available to shareholders by the Company, are treated in the same way as shareholders present or represented.

If the Board of Directors so decides at the time of convening the meeting, the form may be entered and signed electronically directly on the website set up by the Company, using a process that includes the use of an identifier code and password, in accordance with the conditions set out in the first sentence of the second paragraph of Article 1316-4 1367 of the French Civil Code, or any other process that meets the conditions set out in the first sentence of the second paragraph of Article 1316-4 1367 of the French Civil Code.

Subject to the provisions set out below, any such electronic proxy or vote, and any acknowledgement of receipt thereof, will be deemed to have been made in writing and will be binding on all parties. By way of exception, in the event of the sale of shares before midnight (Paris time) on the second business day prior to the Shareholders' Meeting, the Company will invalidate or amend accordingly, as the case may be, the proxy or vote cast prior to the Shareholders' Meeting by the electronic means set up by the Board of Directors.

Owners of shares in the Company who are not domiciled in France may be registered in an account and represented at the Shareholders' Meeting by any intermediary registered on their behalf and benefiting from a general securities management mandate, provided that the intermediary has previously declared its status as an intermediary holding securities on behalf of others at the time of registration in the account with the Company or the financial intermediary holding the account in accordance with legal and regulatory provisions.

The Company is entitled to ask the intermediary registered on behalf of shareholders who are not domiciled in France and who have a general mandate to provide a list of the shareholders he or she represents whose rights will be exercised at the meeting.

Shareholders' Meetings may be held by videoconference or any other means of telecommunication, including the Internet, which enables shareholders to be identified in accordance with applicable laws and regulations.

Article 27 – Forms and delays of convocations

Shareholders' Meetings are convened by the Board of Directors in accordance with the law.

Failing this, they may also be convened by the Statutory Auditors or by any other authorized person.

Shareholders' Meetings are held at the registered office or at any other location specified in the notice of meeting.

This period is reduced to ten clear days for Shareholders' Meetings convened on second notice and for postponed Shareholders' Meetings.

Meetings are held on the date, at the time and place indicated in the convening notice.

In particular, convening notices must indicate the agenda for the meeting, which is set by the author of the notice.

One or more shareholders representing at least the percentage of capital required by law, or any shareholder association meeting the conditions required by law and acting within the legal time limits and conditions, may request that items or draft resolutions be included on the agenda. Requests for agenda items must state the reasons on which they are based.

Article 28 – Attendance sheet and minutes

An attendance sheet containing the information required by law is kept at each meeting.

Minutes are drawn up and copies or extracts of deliberations are issued and certified in accordance with the legal and regulatory provisions in force.

Article 29 – Bureau of the Shareholders' Meetings

Shareholders' Meetings are chaired by the Chairman of the Board of Directors or, in his absence, by a director delegated for this purpose by the Board. Failing this, the meeting elects its own Chairman.

The duties of scrutineers are performed by the two members of the meeting with the highest number of votes who accept these duties.

The bureau of the Shareholders' Meeting appoints the secretary, who may be chosen outside the shareholders.

Article 30 – Ordinary General Meeting

The Ordinary General Meeting is called to take all decisions that do not modify the Articles of Association. It meets at least once a year, within six months of the end of each financial year, to approve the accounts for the previous year, unless extended by court order.

Shareholders present, represented or voting by correspondence must hold at least one-fifth of the shares carrying voting rights. On second call, no quorum is required. Resolutions are passed by a majority of the votes cast by shareholders present, represented or voting by correspondence.

For the purposes of calculating quorum and majority, shareholders who take part in the meeting by videoconference or other means of telecommunication that enable them to be identified, the nature and conditions of which are determined by the laws and regulations in force, are deemed to be present.

Article 31 – Extraordinary General Meeting

The Extraordinary General Meeting has sole authority to amend all provisions of the Articles of Association. It may not, however, increase shareholders' commitments, except in the case of transactions resulting from a regular reverse stock-split.

Subject to the legal provisions applicable to capital increases carried out through the capitalization of reserves, profits or share premiums, the meeting is valid only if the shareholders present, represented or voting by correspondence hold at least one-quarter of the voting rights on first call, and one-fifth on second call. In the absence of the latter quorum, the second meeting may

be adjourned to a date no more than two months after the date on which it was convened, and the quorum requirement of one-fifth shall once again apply.

Subject to the same provision, decisions are taken by a two-thirds majority of the votes cast by shareholders present, represented or voting by correspondence.

For the purposes of calculating quorum and majority, shareholders who take part in the meeting by videoconference or other means of telecommunication that enable them to be identified, the nature and conditions of which are determined by the laws and regulations in force, are deemed to be present.

TITLE VI – SOCIAL RESULTS

Article 32 – Financial year

Each financial year runs for one year, from 1 January to 31 December.

Article 33 – Setting, allocation and distribution of dividends

At least 5% of net income for the year, less any prior-year losses, is transferred to the legal reserve. This deduction ceases to be mandatory when the reserve fund reaches one-tenth of the share capital.

Profit available for distribution comprises net income for the year, less any losses carried forward from prior years and any sums to be transferred to reserves in accordance with the law or the Company's Articles of Association, plus any retained earnings. From this profit, the Shareholders' Meeting may deduct any amounts it sees fit to allocate to any optional reserves or to retained earnings.

In addition, the Shareholders' Meeting may decide to distribute sums deducted from the reserves at its disposal, expressly indicating the reserve items from which the deductions are to be made. However, dividends are deducted in priority from the distributable profit for the year.

Except in the event of a capital reduction, no distribution may be made to shareholders when shareholders' equity is, or would become following such a distribution, less than the amount of capital plus legal or statutory reserves.

Article 34 – Dividend payment terms – Interim payments

The terms of payment of dividends approved by the Shareholders' Meeting are set by the meeting itself or, failing this, by the Board of Directors. However, dividends must be paid within nine months of the end of the fiscal year, unless extended by court order.

The Ordinary General Meeting may grant each shareholder the option of receiving all or part of the dividend in cash or in shares, in accordance with the law.

The Board of Directors may decide to pay interim dividends in accordance with the conditions laid down by law.

Dividends not claimed within five years of payment are prescribed and reserved for the French State.

TITLE VII – DISSOLUTION

Article 35 – Dissolution

On expiry of the Company's term or in the event of its early dissolution, one or more liquidators are appointed by the Shareholders' Meeting under the quorum and majority conditions required for Ordinary General Meetings.

TITLE VIII – DISPUTES

Article 36 – Disputes

Any disputes that may arise during the Company's existence or liquidation, either between shareholders or between the Company and the shareholders themselves, concerning the interpretation or execution of these Articles of Association or generally concerning corporate matters, shall be submitted to the jurisdiction of the competent courts at the registered office under the conditions of ordinary law.

To this end, in the event of a dispute, any shareholder will be required to elect domicile within the jurisdiction of the aforementioned courts and all summonses or notifications will be duly served at this elected domicile.

In the absence of an address for service, summonses are validly served on the Public Prosecutor's Office of the Tribunal Judiciaire of the registered office.



Composition of the Board of Directors

As of the date of this document, the Board of Directors is composed of the following members:

- Maurice Lévy, Chairman and CEO;
- Nathalie Boy de la Tour, independent Director;
- Alexandre Falkenstein, Director representing employees.
- Alexandre Fretti, independent Director;
- Delphine Grison, independent Director;
- Marie-Christine Levet, independent Director;
- Julien-David Nitlech, independent Director;
- Cédric O, independent Director.

A full presentation of the composition of the Company's Board of Directors and management bodies is provided in chapter 4 of the 2024 Universal Registration Document, which is available at www.solocal.com.

At the end of the General Shareholders' Meeting of 5 June 2025, subject to the adoption of the resolutions relating to the co-option, reappointment and appointment of Directors, the composition of the Board of Directors will be as follows:

- Maurice Lévy, Chairman and CEO;
- Nathalie Boy de la Tour, independent Director;
- Olivier de Botton, independent Director;
- Ketty de Falco, independent Director;
- Alexandre Falkenstein, Director representing employees;
- Alexandre Fretti, independent Director;
- Delphine Grison, independent Director;
- Marie-Christine Levet, independent Director;
- Sophie Marchessou, independent Director;
- Julien-David Nitlech, independent Director;
- Cédric O, independent Director;
- Éric Sasson, independent Director.

Directors whose co-option

the Combined General Shareholders' Meeting
of 5 June 2025 is asked to ratify

Maurice LÉVY



Born 18/02/1942
Nationality
French
Date appointed
31/07/2024
Date office expires
2028 GSM
Number of shares
23,274,541⁽ⁱ⁾

Address

204 Rond-Point du Pont de Sèvres
92100 Boulogne-Billancourt

Function

Chairman and CEO

Maurice Lévy joined Publicis Groupe in 1971 as IT Director. In 1975, he was appointed Executive Vice-President of Publicis Conseil, the Group's flagship, moving up the ranks to become Chairman of the Management Board in 1987. He held this role for 30 years, until the General Shareholders' Meeting of May 2017, when he was appointed Chairman of the Supervisory Board of Publicis Groupe SA. At the end of the General Shareholders' Meeting of May 2024, he was appointed Honorary Chairman of Publicis Groupe. He is the driving force behind Publicis Groupe's globalisation, which he has led since 1996. In 2001, Publicis Group's international expansion accelerated with the acquisition of Saatchi & Saatchi, followed by Bcom3 (Leo Burnett, Starcom, MediaVest, etc.) in 2002. The push into digital began with the acquisition of Digitas (2006), followed by Razorfish (2009) and Rosetta (2011). The acquisition of Sapient at the beginning of 2015 opened up new avenues for Publicis beyond its core business, into marketing, omni-channel commerce and consulting. In 2016, Maurice Lévy launched Viva Technology in partnership with the Les Echos Group. VivaTech is a global event focused on collaboration between large companies and startups, designed to put Paris firmly on the global digital tech map, and which is now Europe's biggest startup and tech event. Maurice Lévy co-founded the Institut français du cerveau et de la moëlle épinière (ICM) in 2005 and today chairs the Board of Directors of numerous organisations, including the Peres Center for Peace and Innovation, and, since October 2015, the Institut Pasteur-Weizmann. He has also received numerous distinctions for his work and his efforts to promote tolerance. He is Grand Officier de la Légion d'honneur and Grand Officier de l'Ordre National du Mérite.

OTHER DUTIES AND MAIN OFFICES HELD IN ALL COMPANIES OVER THE PAST 5 YEARS

Offices held:

- Chairman of Regicom Webformance SAS (France, unlisted)
- Honorary Chairman of Publicis SA (France, listed)
- Chairman of L'Escalator SAS (France, unlisted)
- Founding Chairman of YourArt SAS (France, unlisted)
- Founder and Manager of Ycor Management SARL (Luxembourg, unlisted)
- Director of Mora & F SA (Luxembourg, unlisted)
- Manager of Mora Investissements SC (France, unlisted)
- Co-manager of Molain Z SCI (France, unlisted)
- Manager and partner with unlimited liability

Volunteer positions held outside the Group:

- Member of the Global Advisory Board: Amundi SA, listed company (France)*
- Founding member and Director: Institut du Cerveau et de la Moëlle épinière (ICM) (France)
- Co-Chairman: Friends of the ICM Committee (France)

- Chairman: French Committee of the Weizmann Science Institute (France)
- Chairman of the Board of Directors: Pasteur-Weizmann Council (association) (France)
- Board member: The Weizmann Institute (Israel)
- Chairman: Les Amis français du Peres Center for Peace and Innovation (endowment fund) (France)
- Chairman of International Board of Governors: The Peres Center for Peace and Innovation (Israel)
- Trustee of the Appeal of Conscience Foundation (United States)
- Member of the Global Advisory Committee: Bank of America (United States)

Offices no longer held:

- Chairman of the Supervisory Board of Publicis Groupe SA (France, listed)
- Chairman of the Supervisory Board of Iris Capital Management SAS (France, unlisted)

(i) Via Ycor SCA.

Directors whose co-option

the Combined General Shareholders' Meeting of 5 June 2025 is asked to ratify

Julien-David NITLECH



Address

62 rue Pierre Charron
75008 Paris
France

Functions

Director
Member of the Strategy & Innovation Committee
Member of the Audit Committee

Born 30/06/1977

Nationality
French

Date appointed
31/07/2024

Date office expires
2026 GSM

Number of shares
50

Julien-David Nitlech graduated from the École Polytechnique (2000) and the École Nationale Supérieure des Télécommunications (2002). He began his career at Orange, after a brief period in strategy consulting. At Orange, he held positions in business development and management in both the United States and France, before spending seven years managing business and technology activities related to mobile devices for the entire Orange group and then helping to build a joint venture between Orange and Deutsche Telekom. He left Orange at the end of 2011 to work in the startup sector, contributing to fundraising and leading the European expansion of Apperian, a Boston-based US startup specialising in cloud and mobile technology. In 2013 he joined Iris Capital, a venture capital and growth firm specialising in new technology, as Principle focused on early stage investments. In this role, Julien-David Nitlech has backed high-potential tech companies such as Shift Technology, LeanIX (sold to SAP last year for €1.2 billion), Armis (in a similar sector to that of Solocal), Exotec and Monk, among many others. He became Partner in 2016 and took over the management of the company (renamed IRIS) as Managing Partner and Chairman in July 2021. In this role, he currently sits on the boards of five of IRIS's portfolio companies.

OTHER DUTIES AND MAIN OFFICES HELD IN ALL COMPANIES OVER THE PAST 5 YEARS

- Chairman and Managing Partner of Iris Capital Management SAS (France, unlisted)
- Managing Partner at Iris Capital Partners SAS (France, unlisted)
- Director of Shift Technology SAS (France, unlisted)
- Director of Armis SAS (France, unlisted)
- Director of Exotec SAS (France, unlisted)
- Director of Spinergie SAS (France, unlisted)
- Director of Escape LLC (United States, unlisted)
- Guest member of the Board of Encuentro SAS (France, unlisted)

Offices no longer held:

- Director of Virtuo SAS (France, unlisted)
- Director of Monk SAS (France, unlisted)

Marguerite BÉRARD



Address

5 rue Auguste Comte
75006 Paris
France

Functions

Vice-Présidente du Conseil d'administration
Administrateur
Présidente du Comité de gouvernance

Born 31/12/1977

Nationality
French

Date appointed
31/07/2024

Date of resignation
18/03/2025

Number of shares
1

Marguerite Bérard was head of BNP Paribas French Commercial and Personal Banking and a member of the Group's Executive Committee from January 2019 to March 2024. The French Commercial and Personal Banking division covers the Group's corporate, private and retail banking (BNPP and Hello Bank! brands) operations in France. Marguerite Bérard previously served as a member of the Management Board and was Managing Director of Groupe BPCE from 2016 in charge of finance, strategy, legal affairs, compliance and the Board secretariat function. Marguerite joined Groupe BPCE in June 2012 to head up strategy. Her previous career was in the public sector. Marguerite graduated from the École nationale d'administration in 2004, becoming a finance inspector and then serving as an advisor on labour issues to the office of the President of the French Republic between May 2007 and the end of 2010. In 2011 and 2012, she was Chief of Staff for Xavier Bertrand, Minister for Labour, Employment and Health. Marguerite Bérard is currently a non-executive Board member of Carrefour. She has been a non-executive Board member of Scor and Havas and a non-independent Board member of Natixis, Coface, Nexity and Cardif. She is a graduate of the École nationale d'administration and of Sciences Po and holds a Master in Public Affairs from the University of Princeton. The shareholders of Dutch bank ABN AMRO will be asked to approve the appointment of Marguerite Bérard as CEO of that bank at their annual general meeting on 23 April 2025.

OTHER DUTIES AND MAIN OFFICES HELD IN ALL COMPANIES OVER THE PAST 5 YEARS

- Director of Carrefour (France, listed)

Volunteer positions held outside the Group:

- Member of the Steering Committee of Institut Montaigne (France)
- Director of the Le Siècle association (France)
- Director of Domaine de Chantilly (France)

Mandats qui ne sont plus exercés :

- Director of Cardif SA (France, unlisted)
- Director of Scor SE (France, listed company)

Directors whose co-option

the Combined General Shareholders' Meeting of 5 June 2025 is asked to ratify

Nathalie BOY DE LA TOUR



Address

5, rue Henri de Bornier
75116 Paris
France

Function

Director

Born 19/08/1968

Nationality

French and Swiss

Date appointed

29/04/2025

Date office expires

2026 GSM

Number of shares

Currently vesting

Nathalie Boy de la Tour has a diverse professional background, ranging from entrepreneurship to the management of complex federal organisations. She spent the first eight years of her career in management consultancy at Bossard Consultants (now Cap Gemini Invent), specialising in telecoms and media, before heading up the digital subsidiary of the BBDO communication group for three years. In 2004, she founded Galaxy Foot, the first football expo aimed at the general public. After selling it, she launched and led the Fondation du Football (renamed FondaCtion du Football) with Philippe Séguin. She joined the Board of Directors of the Ligue de Football Professionnel in July 2013 and was elected President in November 2016 for a four-year term. Digital transformation, international development and CSR strategy were central to her vision and her mandate. She left LFP in September 2021 to focus on new entrepreneurial projects, including the launch of LeadHers, a European network and service platform for female leaders. She sits on several Boards of Directors (RC Lens, SSM Groupe) and is currently an independent Board member of Caisse Fédérale du Crédit Mutuel and a member of the Appointments Committee. She is also a Senior Advisor for TRAIL's SLAM fund (Sport, Luxury, Art, Music). She is a graduate of ESLSA and has a master's degree from ESCP. In 2022, she obtained a Board Director Certificate from IFA-Sciences Po.

OTHER DUTIES AND MAIN OFFICES HELD IN ALL COMPANIES OVER THE PAST 5 YEARS

- Independent Director of Caisse Fédérale du Crédit Mutuel (France, unlisted)
- CEO of Gypsofil/LeadHers (France, unlisted)

Positions held :

- CEO of Gypsofil/LeadHers
- Vice-President of FondaCtion du Football (non-profit) (France)
- Senior Advisor at TRAIL Capital (SLAM fund – Sports Luxury Art Music) (France, unlisted)

Offices no longer held :

- Member of the Supervisory Board of SSM Groupe (France, unlisted)
- Independent Board member of Racing Club de Lens (France, unlisted)
- Chair of the Board of Directors of the Ligue de Football Professionnel (France)

Cédric O



Born 18/12/1982

Nationality
French

Date appointed
31/07/2024

Date office expires
2027 GSM

Number of shares
100

Address

17 rue Bouloi
75001 Paris
France

Functions

Director
Chairman of the Strategy & Innovation Committee

Cédric O is an entrepreneur and former Secretary of State for Digital Affairs. He is a non-executive co-founder of the generative AI startup Mistral AI and Board member of Artefact, a consultancy firm specialising in data & AI. He is also a member of the French National Committee on Artificial Intelligence. Cédric O graduated from HEC in 2006. He has served as an advisor to the French President and and to the French Prime Minister in charge of state holdings and digital affairs between 2017 and 2019. Between March 2019 and May 2022, he was Secretary of State for the Digital Transformation and Electronic Communications.

OTHER DUTIES AND MAIN OFFICES HELD IN ALL COMPANIES OVER THE PAST 5 YEARS

- Member of the Supervisory Board of Artefact (France, unlisted)
- Co-founder and CEO of The Marshmallow Project (France, unlisted)

Volunteer positions held outside the Group:

- Co-founder of Mistral AI (France, unlisted)
- Volunteer member of the French National Committee on AI (France)
- Member of the Strategic Committee (volunteer) of La Plateforme (France)

Offices and/or positions no longer held:

- Secretary of State for the Digital Transformation and Electronic Communications (France)
- Member of the High Level Advisory Group of the ESA (France)
- Chairman of the Editorial Committee (volunteer) of Entretiens de Royaumont (France)
- Volunteer member of the French National Committee on AI (France)

Additional information is provided in the table of responsibilities of the members of the Board of Directors included in chapter 4 of the Universal Registration Document, which is available at www.solocal.com.

Directors whose reappointment

the Combined General Shareholders' Meeting
of 5 June 2025 is asked to approve

Alexandre FRETTI



Address

6 rue Blanche
75009 Paris
France

Functions

Director
Member of the Strategy & Innovation Committee
Member of the Governance Committee

Born 21/10/1980

Nationality
French

Date appointed
07/06/2023

Date office expires
2025 GSM

Number of shares
1

Alexandre Fretti is a graduate of Telecom Bretagne (2003) and Stanford University (Executive MBA, class of 2017). He began his career as a strategy consultant with Deloitte and McKinsey & Company. In 2006, he joined Webhelp and became CEO of the company ten years later. He helped transform one of France's most successful unicorns, increasing its revenue from €30 million when he joined the company to €1.5 billion at the time of his departure. In 2017, Alexandre Fretti received the Next Leader Award and entered the Choiseul ranking of the most promising young business leaders. In 2020, he joined the freelance consulting marketplace Malt as Managing Director and then Co-CEO from 2022 onwards, building it into the European leader in the freelance market. Alexandre resigned from his post in October 2024.

OTHER DUTIES AND MAIN OFFICES HELD IN ALL COMPANIES OVER THE PAST 5 YEARS

- Director of Mayday (France, unlisted)
- Director of Episto (France, unlisted)
- Director of Chance (France, unlisted)

Offices no longer held:

- Deputy Chief Executive Officer of Malt Community (France, unlisted)

Delphine GRISON



Born 10/12/1968
Nationality
French
Date appointed
13/06/2017
Date office expires
2025 GSM
Number of shares
5 ⁽ⁱ⁾

Adress

Solocal
204, rond-point du Pont-de-Sèvres
92100 Boulogne-Billancourt
France

Functions

Director
Chairwoman of the Audit Committee
Member of the Governance Committee

Delphine Grison is Chair of DGTL Conseil, where she works as a digital strategy and transformation consultant. She is also a Director of Dekuple and the Pierre & Vacances Center Parcs group. From 2015 and 2020, she served as Chief Marketing and Data Intelligence Officer at CBRE France, having previously spent over a decade in the media sector in various roles spanning finance, strategy, marketing and digital. In particular, she led Lagardère Active's digital activities until 2013, as Chair of Lagardère Active Digital and a member of the Lagardère Active Executive Committee. She also served as a Director at Asmodée from 2014 to 2018. Ms Grison is an alumnus of the ENS, has a doctorate in quantum physics and is a civil engineer.

OTHER DUTIES AND MAIN OFFICES HELD IN ALL COMPANIES OVER THE PAST 5 YEARS

- Chair of DGTL Conseil SASU (France, unlisted)
- Director of Dekuple and member of the Audit Committee and the Appointments and Compensation Committee (listed company - France)
- Lead Director of Pierre & Vacances and member of the Audit Committee and the Strategy & CSR Committee (listed company - France)

Offices no longer held:

- None

(i) Delphine Grison held 5,929 shares in 2024. Following the financial restructuring in July 2024, Delphine Grison holds five shares.

Additional information is provided in the table of responsibilities of the members of the Board of Directors included in chapter 4 of the Universal Registration Document, which is available at www.solocal.com.



Directors whose appointment

the Combined General Shareholders' Meeting of 5 June 2025 is asked to approve

Olivier DE BOTTON



Address

40 Baker Hollow Road, Windsor,
CT 06095
USA

Born 08/07/1963

Nationality
French and
American

Number of shares
166 666

Olivier de Botton is an engineering graduate of the Massachusetts Institute of Technology (MIT) and holds a Master of Science in Technology and Policy/Materials Science. He has solid international experience in the consulting, luxury goods and industrial sectors.

After starting his career at KPMG, he joined Cartier International, where he held various management roles before becoming Director of Global Stores, overseeing the retail network and the global marketing strategy.

A committed entrepreneur, he then took over OSF Flavors Inc. (www.osfflavors.com), a US company specialising in food flavourings, which he developed over three decades into an industrial group with a presence on four continents.

For many years, his knowledge of the SME landscape, his expertise in internal development and his dual culture have helped him support the growth and governance of companies in which he has personally invested.

OTHER DUTIES AND MAIN OFFICES HELD IN ALL COMPANIES OVER THE PAST 5 YEARS

- Chief Executive Officer of OSF Flavors Inc. (United States, unlisted)
- Chief Executive Officer of OSF France (France, unlisted)
- Board member of DS Café (France, unlisted)
- Board member of Webcheck (France, unlisted)

Offices no longer held:

- None
-

Ketty DE FALCO



Address

10, place des Vosges
92072 Paris La Défense Cedex
France

Born 28/01/1976

Nationality
French

Number of shares
Currently vesting

I am 49 and a graduate of Lille University. I spent my childhood and teenage years abroad, including several years in Jordan, an experience that has shaped who I am and helped me adapt to different environments.

From the age of 23, after leaving university, I have always wanted to run companies so that I could make my own choices, bring teams onboard and achieve results. I never wanted to start up my own business, but rather to take over companies with a history and a past, led by people before me who have made their own choices. For this to happen, I needed to hone my skills, advance through the ranks and take risks in a sector I was familiar with. It turns out that the sector I chose, market research, is one of the most competitive and certainly one of the hardest to turn into a profitable business in France. At 34, I had the opportunity to do just that, and two years later the company was acquired by Ipsos. After transforming Kantar (formerly SOFRES), and after 25 years in that sector, I decided to put my leadership experience to the test in a completely different industry.

Lefebvre Dalloz employs 1,200 people and has three core businesses: publishing, training and software and services. My arrival came at a pivotal moment given that we launched our offering incorporating generative AI on 4 April. It was a real change. Six months into leading this great company, the response has been overwhelmingly positive. A manager's skills are transposable. I have been corporate officer of the companies I manage for seven years. I also had the opportunity to lead five other countries at Kantar for three years — a highly successful international experience.

OTHER DUTIES AND MAIN OFFICES HELD IN ALL COMPANIES OVER THE PAST 5 YEARS

- Corporate officer of Lefebvre Dalloz legal entities (France, unlisted)
- Chairman and CEO of Lefebvre Dalloz (France, unlisted)

Offices no longer held:

- Corporate officer of Kantar (France, unlisted)

Directors whose appointment

the Combined General Shareholders' Meeting of 5 June 2025 is asked to approve

Sophie MARCHESSOU



Address

12, rue de Lubeck
75016 Paris
France

Born 30/06/1982

Nationality
French and
American

Number of shares
Currently vesting

Sophie Marchessou graduated from HEC Paris in 2006 and also received an MBA from Harvard Business School in 2011.

She spent a period of her career as a Partner at McKinsey in New York and Paris, where she focused on the consumer goods, luxury and beauty sector, and had the opportunity to work on transformation and digital growth projects.

Since 2021, she has been Chief Customer Officer at Mirakl Paris, where she is responsible for key accounts and the associated revenue. This includes supporting customers with their marketplace launch and growth, and upselling new products. She also heads a new business unit aimed at SMEs that sell through marketplaces. She is in charge of defining the services they need and the corresponding product roadmap and software acquisition strategy, as well as the marketing approach. She is also responsible for the unit's financial performance.

OTHER DUTIES AND MAIN OFFICES HELD IN ALL COMPANIES OVER THE PAST 5 YEARS

– Chief Customer Officer at Mirakl Paris (France, unlisted)

Offices no longer held:

– None

Éric SASSON



Adress

7 place d'Iéna
75116 Paris
France

Born 03/01/1964

Nationality
French

Number of shares
Currently vesting

Éric Sasson founded real estate investment manager RedTree Capital in 2013.

Prior to that, Éric worked for 12 years at The Carlyle group, which he joined in 2001 as Head of the European Real Estate Fund, in charge of building the team and structure. He successfully raised three funds, invested over €4 billion of equity capital and completed more than 100 transactions in over 13 countries. He recruited 50 or so talented professionals of different nationalities, based in seven European countries.

Before 2001, Éric Sasson was Head of Continental Europe for LaSalle Investment Management, with responsibility for assets and acquisitions across Continental Europe. He raised and invested several funds in this role.

Éric Sasson has an engineering degree from ESTP (École spéciale des travaux publics) and an SM in nuclear engineering from the Massachusetts Institute of Technology. He also holds an MBA from INSEAD.

OTHER DUTIES AND MAIN OFFICES HELD IN ALL COMPANIES OVER THE PAST 5 YEARS

- Manager of REDTREE CAPITAL (France, unlisted)

Offices no longer held:

- None
-



Statutory Auditors' reports

Statutory Auditors' report on the capital increase reserved for members of a Company Savings Plan

Combined General Shareholders' Meeting of 5 June 2025

TWENTY-FOURTH RESOLUTION

To the General Shareholders' Meeting of Solocal Group,

As Statutory Auditors of your Company and in compliance with Articles L. 225-135 et seq. of the French Commercial Code (Code de commerce), we hereby present our report on the proposal to delegate authority to the Board of Directors to decide on a capital increase through the issue of ordinary shares with cancellation of preferential subscription rights, reserved for members of one or more Company Savings Plans (or any other plan for the members of which a capital increase may be reserved under equivalent conditions under Articles L. 3332-1 et seq. of the French Labour Code (Code du travail)) that may be set up within the group formed by your company and the French or foreign companies falling within the scope of your Company's consolidated or combined financial statements in accordance with Article L. 3344-1 of the French Labour Code, for a maximum nominal amount of €3,386.90, which you are being asked to vote on.

This capital increase is subject to your approval in accordance with Articles L. 225-129-6 of the French Commercial Code and L. 3332-18 et seq. of the French Labour Code.

On the basis of its report, your Board of Directors asks that you delegate to it, for a period of twenty-six months from the date of this meeting, the authority to decide on a capital increase and to cancel your preferential subscription rights. If applicable, it will be responsible for setting the final issue terms and conditions for these operations.

The Board of Directors is responsible for preparing a report in accordance with Articles R. 225-113 and R. 225-114 of the French Commercial Code. Our role is to express an opinion on the fair presentation of the financial information taken from the financial statements, on the proposed cancellation of the preferential subscription rights and on certain other information concerning the issue, set out in this report.

We performed those procedures that we considered necessary in accordance with the professional guidelines issued by France's national auditing body, the CNNC, relating to this type of engagement. These procedures consisted in verifying the content of the Board of Directors' report relating to this operation and the methods used to determine the issue price of the shares.

Subject to the subsequent review of the terms and conditions of the proposed capital increase, we have no matters to report on the methods used to determine the issue price of the ordinary shares to be issued, as set out in the Board of Directors' report.

As the final terms and conditions under which the capital increase will be carried out have not been set, we are unable to express an opinion on them or, therefore, on the proposal put to you to cancel the preferential subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report, if necessary, when this delegation of authority is used by your Board of Directors.

Paris-La Défense, 24 April 2025
The Statutory Auditors

AUDITEX
Member of the Ernst & Young Global Limited network
Mohamed MABROUK

DELOITTE & ASSOCIÉS
Stéphane RIMBEUF

Statutory Auditors' report on the issue of shares and other securities with or without waiver of preferential subscription rights

Combined General Shareholders' Meeting of 5 June 2025

NINETEENTH, TWENTIETH, TWENTY-FIRST AND TWENTY-SECOND RESOLUTIONS

To the General Shareholders' Meeting of Solocal Group,

As Statutory Auditors of your Company and in compliance with Articles L. 228-92 and L. 225-135 et seq. of the French Commercial Code (Code de commerce), we hereby present our report on the proposals to delegate authority to the Board of Directors to decide on various issues of shares and/or securities, which you are being asked to vote on.

On the basis of its report, your Board of Directors asks that you delegate to it, with the option to sub-delegate, for a period of twenty-six months from the date of this meeting, the authority to decide on the following operations and to set the final terms and conditions of these issues, and proposes the cancellation, where applicable, of your preferential subscription rights:

- the issue with retention of preferential subscription rights (nineteenth resolution) of shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued;
- the issue with cancellation of preferential subscription rights by way of public offerings, to the exclusion of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code (twentieth resolution), of shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued;
- the issue with cancellation of preferential subscription rights by way of public offerings referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code and within the legal limit of 30% of the share capital per year (twenty-first resolution) of shares and/or equity securities granting access to other equity securities and/or granting the right to the award of debt securities and/or securities granting access to equity securities to be issued.

Under the nineteenth resolution, the total nominal amount of capital increases that may be carried out, immediately or in the future, may not exceed €135,476.15 with respect to the nineteenth, twentieth and twenty-first resolutions, it being specified that the nominal amount of the capital increases that may be carried out, immediately or in the future, may not exceed:

- €101,607.11 in the case of the nineteenth resolution;
- €33,869.03 in the case of the twentieth and twenty-first resolutions individually and together.

Under the nineteenth resolution, the total nominal amount of debt securities that may be issued may not exceed €300,000,000 with respect to the nineteenth, twentieth and twenty-first resolutions.

These ceilings take account of the additional number of securities to be issued under the delegations of authority referred to in the nineteenth, twentieth and twenty-first resolutions, under the conditions provided for in Article L. 225-13-51 of the French Commercial Code, if you adopt the twenty-second resolution.

The Board of Directors is responsible for preparing a report in accordance with Articles R. 225-113 et seq. of the French Commercial Code. Our role is to express an opinion on the fair presentation of the financial information taken from the financial statements, on the proposed waiver of the preferential subscription rights and on certain other information concerning these operations, set out in this report.

We performed those procedures that we considered necessary in accordance with the professional guidelines issued by France's national auditing body, the CNCN, relating to this type of engagement. These procedures consisted in verifying the content of the Board of Directors' report relating to these operations and the methods used to determine the issue price of the equity securities to be issued.

Subject to the subsequent review of the terms and conditions of the proposed issues, we have no matters to report on the methods used to determine the issue price of the equity securities to be issued, as set out in the Board of Directors' report in respect of the twentieth and twenty-first resolutions.

In addition, as this report does not specify the methods used to determine the issue price of the equity securities to be issued under the nineteenth resolution, we are unable to give our opinion on the choice of elements used to calculate this issue price.

Statutory Auditors' reports

As the final terms and conditions under which the issues will be carried out have not been set, we are unable to express an opinion on them or, therefore, on the proposal put to you in the twentieth and twenty-first resolutions to waive the preferential subscription rights.

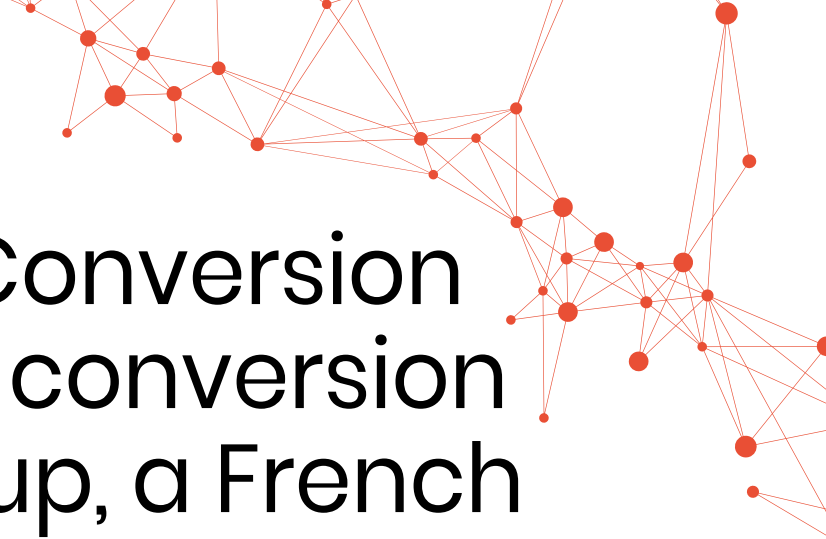
In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report, if necessary, when your Board of Directors makes use of these delegations of authority in the event of the issue of securities that are equity securities giving access to other equity securities or granting entitlement to the allotment of debt securities, in the event of the issue of securities giving access to equity securities to be issued and in the event of the issue of shares with waiver of preferential subscription rights.

Paris-La Défense, 24 April 2025
The Statutory Auditors

AUDITEX
Member of the Ernst & Young Global Limited network
Mohamed MABROUK

DELOITTE & ASSOCIÉS
Stéphane RIMBEUF

The Statutory Auditors' reports on the 26th and 27th resolutions are available on the Company's website www.solocal.com in the Investors section.



Report of the Conversion Auditor on the conversion of Solocal Group, a French public limited company (*société anonyme*), into a European company

The report is available on the Company's website www.solocal.com under General Meetings in the Investors section.

Request for documents

COMBINED GENERAL SHAREHOLDERS' MEETING OF SOLOCAL GROUP

to be held on 5 June 2025

**Tours du Pont de Sèvres – Citylights
204, Rond-Point du Pont de Sèvres
92100 Boulogne-Billancourt**



**Return this document, duly
completed and signed, directly to:**

**SOLOCAL GROUP –
SHAREHOLDER RELATIONS**

204, Rond-Point du Pont de Sèvres
92649 Boulogne-Billancourt Cedex

Mr. ☐ Mrs. ☐ Company ☐

Surname or company name: _____

First name(s): _____

Address: _____

Post code: _____ Town/City _____

Email address: _____@_____

Registered account number: _____

In accordance with the provisions of Article R. 225-88 of the French Commercial Code, I request that Solocal Group send me all the documents and information concerning the Combined General Shareholders' Meeting to be held on 5 June 2025, as listed in Article R. 225-83 of the French Commercial Code.

- In my capacity as an owner of registered shares, I also request that a proxy form and the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code be sent to me at the time of each subsequent Shareholders' Meeting.
- In my capacity as an owner of shares, all in bearer form (*this section should not be completed by shareholders who hold registered shares*).

I represent that these shares are registered in an account held by:

Name and address of your financial intermediary:

authorised intermediary, and that the certificate issued by such intermediary certifying that the shares were registered no later than **Tuesday 3 June 2025**, midnight (*Paris time*), was filed with Solocal Group, the depositary designated in the notice of meeting (Articles R. 225-85 and R. 225-88 of the French Commercial Code).

Your personal data collected from this form are used by Solocal Group to respond to your request and, if applicable, send you the requested information. To learn more about the use of your data and the exercise of your rights, please visit the Privacy page of Solocal.com.

Signed in: _____ on _____ 2025

Signature: _____



Sign up to receive meeting notices by email

DOCUMENTS FOR PARTICIPATING IN GENERAL SHAREHOLDERS' MEETINGS TO BE SENT TO REGISTERED SHAREHOLDERS⁽ⁱ⁾

In recognition of its environmental responsibilities, Solocal Group has decided to limit the use of paper in its communications as much as possible. This form has been sent to you for this purpose. We hope that as many of you as possible will join us in adopting this socially responsible measure.



Return this document, duly completed and signed, directly to:

**SOLOCAL GROUP –
SHAREHOLDER RELATIONS**

204, Rond-Point du Pont de Sèvres
92649 Boulogne-Billancourt Cedex

You may register directly on our dedicated website (<https://www.investors.uptevia.com>) to request any documents you wish.

- ☐ I would like my notice of meeting and the documents required to participate in Solocal Group General Shareholders' Meetings to be sent to me by email, at the email address stated below, with effect from the Annual Ordinary General Shareholders' Meeting to be held in 2025.
- ☐ I expressly authorise Solocal Group (or its representative if applicable) to send me all communications concerning Solocal Group corporate matters by email.

Mr. ☐ Mrs. ☐ Company ☐

Surname or company name:

First name(s):

Address:

Post code: Town/City

Email address:@.....

Registered account number:

Signed in: on 2025

Signature:

If at any time you decide that you would prefer to receive your notice of meeting and the documents for participating in General Shareholders' Meetings by post, simply notify us by registered letter with acknowledgement of receipt.

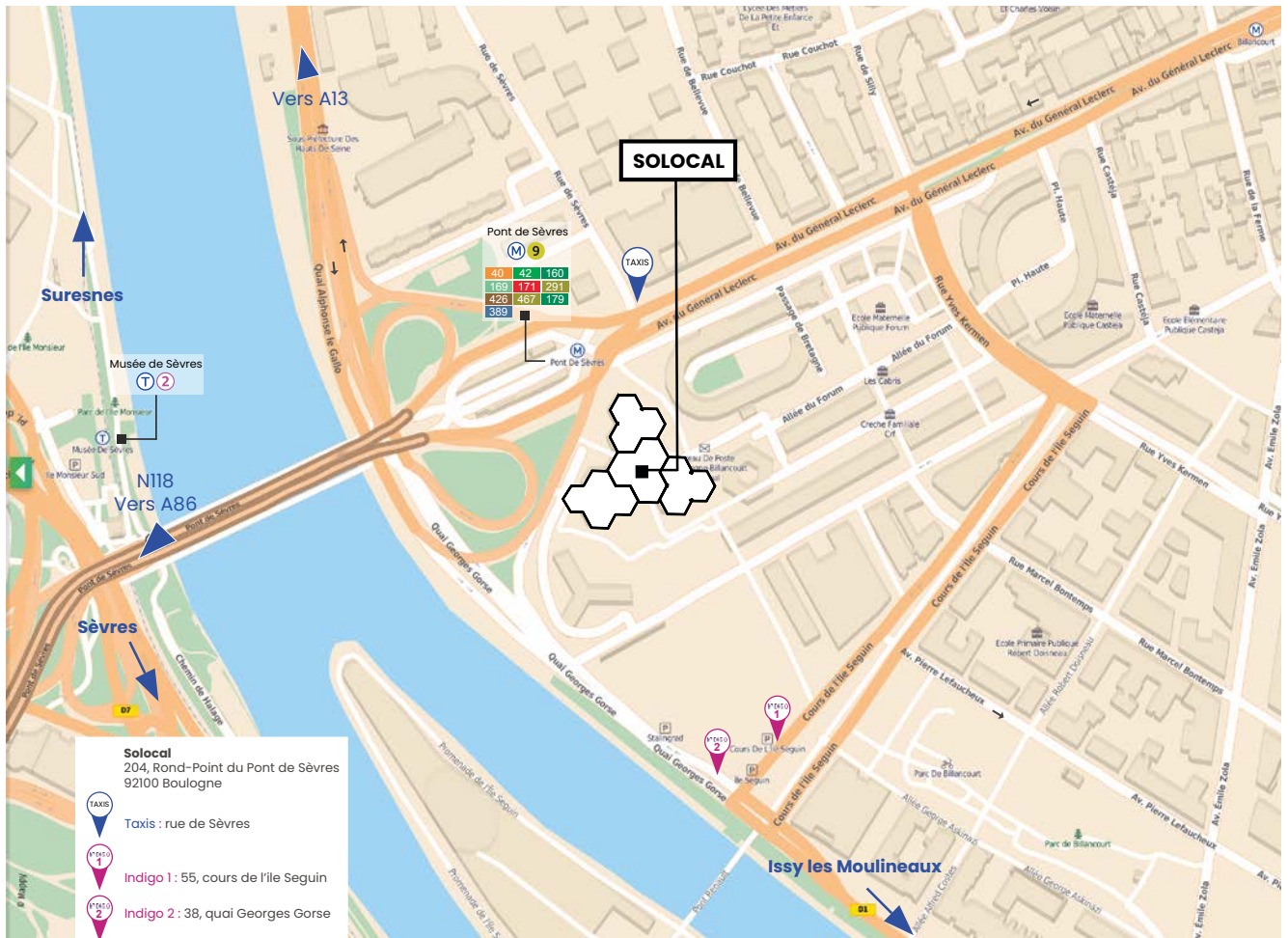
Registered office: 204, Rond-Point du Pont de Sèvres – 92649 Boulogne-Billancourt Cedex

Email: actionnaire@solocal.com – www.solocal.com

⁽ⁱ⁾ This option is available only to registered shareholders of Solocal Group.



HOW TO GET TO THE GENERAL SHAREHOLDERS' MEETING?



solocal

SOLOCAL GROUP

Public limited company with a capital of €357,398.45

Commercial and Companies Register Nanterre 552 028 425

Head office

204 Rond-Point du Pont de Sèvres
92649 Boulogne-Billancourt Cedex

01 46 23 37 50

Shareholder Relations

actionnaire@solocal.com

Investor Relations

ir@solocal.com

www.solocal.com