



solocal

COMBINED GENERAL SHAREHOLDERS' MEETING OF SOLOCAL GROUP

29 June 2023 at 9:30 a.m.
Shareholder registration from 8:30 a.m.

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

NOTICE OF MEETING 2023

WELCOME















to the Combined General Shareholders' Meeting

29 June 2023 at 9:30 a.m.


Shareholder registration from 8:30 a.m.

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

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CONTACT US

 **By telephone:** +33 (1) 55 77 35 00 from 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

SOLOCAL GROUP

Public limited company with a capital of €131,906,654, Nanterre Trade and Companies Register 552 028 425

Registered office:
204 Rond-Point du Pont de Sèvres –
92649 Boulogne-Billancourt Cedex

Hereinafter "Solocal Group" or the "Company", with "Solocal" referring to Solocal Group and its entities.

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.

HOW TO PARTICIPATE IN THE GENERAL SHAREHOLDERS' MEETING

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

Thursday, 29 June 2023 at 9:30 a.m. – Shareholder registration from 8:30 a.m.

**At 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 and available on video afterwards via the following link:

https://channel.royalcast.com/landingpage/solocal/20230629_1/



TERMS AND CONDITIONS OF PARTICIPATION IN THE GENERAL SHAREHOLDERS' MEETING

Regardless of how you choose to participate, you must provide evidence beforehand of your Solocal Group shareholder status.

Providing evidence of shareholder status

- **If you hold registered shares:** your shares must be registered in your name in a share register (whether managed by a financial intermediary or by Solocal Group) no later than the second business day preceding the General Shareholders' Meeting, i.e. **27 June 2023 at 00:00 (Paris time)**.
- **If you hold bearer shares:** you must have a shareholder certificate drawn up as soon as possible certifying that your shares were registered no later than the second

business day preceding the General Shareholders' Meeting, i.e. **27 June 2023 at 00:00 (Paris time)**, in the securities account held by your financial intermediary (bank, stockbroker or online broker). To be taken into account, this certificate must reach **Uptevia**, the bank acting as the centralising agent for the Solocal Group General Shareholders' Meeting, no later than **28 June 2023 at 3:00 p.m. (Paris time)**.

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: If 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 28 June 2023 at 3:00 p.m. (Paris time).**

IF YOU HOLD BEARER SHARES

- Tick **box A** on the paper form (see template 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).

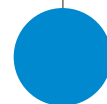
Your financial intermediary will send the form, together with a shareholder certificate certifying that the shares are registered to you, to:

**Uptevia Assemblées Générales
Les Grands Moulins de Pantin
9, rue du Débarcadère – 93761 Pantin Cedex**

To be taken into account, the form and certificate must reach **Uptevia Assemblées Générales no later than 28 June 2023 at 3:00 p.m. (Paris time).**



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 HOLDERS OF REGISTERED SHARES (WHETHER MANAGED BY A FINANCIAL INTERMEDIARY OR BY SOLOCAL GROUP)

Holders of registered shares (whether managed by a financial intermediary or by Solocal Group) may apply for an admission card online on the VOTACCESS secure platform via the Planetshares website accessible at <https://planetshares.uptevia.pro.fr>

Access to the website is protected by username and password. Data exchanges are encrypted to ensure confidentiality. The Planetshares website will be available from 14 June 2023. The deadline for applying for an admission card online is 28 June 2023 at 3:00 p.m. (*Paris time*).

Holders of registered shares entered directly in the Solocal Group share register should access the Planetshares website using their usual login details. Holders of intermediary registered shares should access the Planetshares website using their ID number which can be found at the top right of their paper voting form. If you no longer have your username and/or your password, please contact **+33 0(1) 55 77 35 00**.

After logging on, registered shareholders should follow the instructions displayed on screen to access the VOTACCESS platform and request an admission card.

FOR BEARER SHAREHOLDERS

Holders of bearer shares should ascertain whether their account keeper is connected to the VOTACCESS platform.

If the institution that holds your securities account is connected to the VOTACCESS website, you must sign into the institution's online portal using your usual login details. Next, follow the instructions displayed on screen to access the VOTACCESS platform and request 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 28 June 2023 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, 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 **27 June 2023** at 00:00 (*Paris time*), together with proof of identity, at the counter set up for such purpose at the meeting entrance.

OPTION 2: If 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 am voting by post" **box 1** and place your vote.
- If you wish to vote "against" a resolution or if you wish to "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 am granting 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 am granting proxy" **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 28 June 2023 at 3:00 p.m.** (Paris time).

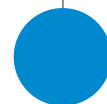
IF YOU HOLD BEARER SHARES

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
Les Grands Moulins de Pantin
9, rue du Débarcadère – 93761 Pantin Cedex**

The form and certificate must reach Uptevia Assemblées Générales **no later than 28 June 2023 at 3:00 p.m.** (Paris time).



TO VOTE OR TO APPOINT/REVOKE A PROXY ONLINE

FOR HOLDERS OF REGISTERED SHARES (WHETHER MANAGED BY A FINANCIAL INTERMEDIARY OR BY SOLOCAL GROUP)

Holders of registered shares (whether managed by a financial intermediary or by Solocal Group) may vote or appoint/revoke a proxy online on the VOTACCESS secure platform via the Planetshares website accessible at <https://planetshares.uptevia.pro.fr>.

This option is an additional way of participating available to all shareholders who are eligible for all the options available on the paper form. Access to the website is protected by username and password. Data exchanges are encrypted to ensure confidentiality. The Planetshares website will be available from **14 June 2023**. The deadline for appointing/revoking a proxy online is **28 June 2023 at 3:00 p.m. (Paris time)**. However, in order to ease traffic on the dedicated voting website prior to the General Shareholders' Meeting, we advise shareholders not to wait until the day before the meeting to vote.

Holders of registered shares entered directly in the Solocal Group share register should access the Planetshares website using their usual login details. Holders of intermediary registered shares should access the Planetshares website using their ID number which can be found at the top right of their paper voting form. If you no longer have your username and/or your password, please contact freephone: +33 0(1) 55 77 35 00.

After logging on, registered shareholders should follow the instructions displayed on screen to access the VOTACCESS platform and to vote or to appoint/revoke a proxy. You will also be able to access the official documents related to the General Shareholders' Meeting from the same site.

FOR BEARER SHAREHOLDERS

You must ascertain whether the institution that holds your securities account is connected to the VOTACCESS secure platform and, if it is, whether access thereto is subject to specific conditions of use.

Only bearer shareholders whose account keeper is connected to the VOTACCESS platform may vote or appoint/revoke a proxy online. Otherwise, bearer shareholders will need to arrange to vote by post.

If the institution that holds your securities account is connected to the VOTACCESS website, you must sign into the institution's online portal using 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 platform and to vote or appoint/revoke a proxy. You will also be able to access the official documents related to the General Shareholders' Meeting from the same site.

If the institution that holds your securities account is not connected to the VOTACCESS platform, notice of the appointment or revocation of a proxy may also be given electronically, in accordance with Article R. 225-79 of the French Commercial Code, by following the procedures below:

- you must send an email to **Paris_France_CTS_mandats@uptevia.pro.fr**. This email must contain the following information: the name of the relevant company, the date of the meeting, the first and last names, address and bank details of the principal, as well as the first and last names and, if possible, the address of the proxy holder;
- you must ask the financial intermediary that manages your securities account to send a written confirmation to **Uptevia Assemblées Générales – Les Grands Moulins de Pantin, 9, rue du Débarcadère – 93761 Pantin Cedex**.

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.

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. **28 June 2023 at 3:00 p.m. (Paris time)**. Appointments or revocations of proxies made using a paper form must be received no later than the day before the meeting, i.e. **28 June 2023 at 3:00 p.m. (Paris time)**. The VOTACCESS dedicated secure website will be available from 12 June 2023.

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 **28 June 2023 before 3:00 p.m.**

**Uptevia
Assemblées Générales
Les Grands Moulins de Pantin
9, rue du Débarcadère – 93761 Pantin 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

S.A. au capital de 131 906 654 €
Siège social : 204, rond-point du pont de Sèvres
92100 BOULOGNE BILLANCOURT
552 028 425 RCS Nanterre

ASSEMBLEE GENERALE MIXTE

Convoquée pour le jeudi 29 juin 2023 à 9h30 au siège social,
204 Rond-Point du Pont de Sèvres 92100 Boulogne-Billancourt

COMBINED GENERAL MEETING

To be held on June 29th, 2023, at 9:30 a.m. at the headquarters,
204 Rond-Point du Pont de Sèvres 92100 Boulogne-Billancourt

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account
Nombre d'actions / Number of shares
Nominatif Registered / Porteur Bearer
Vote simple Single vote / Vote double Double vote
Nombre de voix - Number of voting rights

1 JE VOTE PAR CORRESPONDANCE / I 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"/>	<input type="checkbox"/>	<input type="checkbox"/>	<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"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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"/>	<input type="checkbox"/>	<input type="checkbox"/>	<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"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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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"/>	<input type="checkbox"/>	<input type="checkbox"/>	<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"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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"/>	<input type="checkbox"/>	<input type="checkbox"/>	<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"/>	<input type="checkbox"/>	<input type="checkbox"/>	<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.
If 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.

Peut être pris en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than :

à / o : Uptevia Service Assemblées Les Grands Moulins 9 rue du Débarcadère 93761 Pantin Cedex

sur 1^{ère} convocation / on 1st notification 28 juin 2023 à 15h / June 28th, 2023 at 3 p.m.

* 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 pouvoir au 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.

2 JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE

Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

3 JE DONNE POUVOIR A :

Cf. au verso (4)

I HEREBY APPOINT : to represent me at the above mentioned Meeting

M., Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION : As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (1)
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

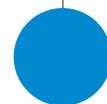
Whatever you decide, sign and date it here.

Date & Signature

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

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 **23 June 2023**.

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.

In accordance with current legislation, a written question will be deemed to have been answered if the answer thereto is included in the "Questions and Answers" section of the Company's website.

SECURITIES LENDING AND BORROWING

In accordance with Article L. 225-126 I 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. **27 June 2023 at 00:00 (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 email the AMF the stipulated information 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 29 June 2023 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 and information provided for in Article R. 225-73-1 of the French Commercial Code may be viewed on the Company's website: www.solocal.com, as of the 21st day prior to the General Shareholders' Meeting, i.e. from 8 June 2023.

AGENDA

● Important note

This agenda is the same as that which appears in the notice of the Combined General Shareholders' Meeting of the Company published on 5 May 2023 in the French legal gazette (BALO), issue 54. Shareholders are advised that the agenda may be subject to change following (a) requests to add items and draft resolutions to the agenda sent by shareholders in accordance with the law, and (b) amendments made by the Company's Board of Directors, where relevant. The final text of the agenda will be included in the notice of the Combined General Shareholders' Meeting to be published in the French legal gazette (BALO) before the Combined General Shareholders' Meeting to be held on 29 June 2023. Shareholders are invited to check the "Investors" page of the Company's website regularly for any updates to documents and information about the Combined General Shareholders' Meeting to be held on 29 June 2023.

RESOLUTIONS WITHIN THE SCOPE OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

- Approval of the Company financial statements for the financial year ended 31 December 2022;
- Approval of the consolidated financial statements for the financial year ended 31 December 2022;
- Allocation of net income for the financial year ended 31 December 2022, as shown in the Company financial statements;
- Approval of the agreements referred to in Article L. 225-38 of the French Commercial Code;
- Approval of the items of compensation paid during or awarded for the financial year ended 31 December 2022 to Philippe Mellier, Chairman of the Board of Directors;
- Approval of the items of compensation paid during or awarded for the financial year ended 31 December 2022 to Hervé Milcent, Chief Executive Officer;
- Approval of the information on the compensation of corporate officers referred to in Article L. 22-10-9 I of the French Commercial Code;
- Approval of the compensation policy for the Chairman of the Board of Directors;
- Approval of the compensation policy for the Chief Executive Officer;
- Approval of the compensation policy for Directors;
- Renewal of the term of office of Philippe Mellier as an Independent Director;
- Ratification of the cooptation of Ghislaine Mattlinger as an Independent Director of the Company;
- Authorisation to be granted to the Board of Directors to purchase or transfer Solocal Group shares.



RESOLUTIONS WITHIN THE SCOPE OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' 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;
- 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, in favour of qualified investors or a small circle of investors;
- Authorisation 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; and
- Power for formalities.

BRIEF OVERVIEW OF SOLOCAL GROUP'S FINANCIAL SITUATION DURING THE PAST FINANCIAL YEAR

OVERVIEW

The Solocal Group operates in the "Digital" sector which generated revenue for continued activities of €400 million during the financial year 2022. It can be broken down as follows:

- the Connect activity allows VSEs and SMEs to control their digital presence over the entire Web (several tens of medias in total including Google, Facebook, Bing, Tripadvisor, Instagram, etc.) with just a few clicks, in real time and with complete autonomy, via a single mobile application, or a web interface. This offer moreover facilitates the management of interactions among the professionals and their customers thanks to several relational features (instant messaging, quote formulation, appointment scheduling, Click & Collect...). Connect represents revenue of €96.9 million during the financial year 2022 and is marketed in subscription mode with automatic renewal;
- the Booster activity allows companies to increase their digital visibility beyond their natural presence over the entire Web, in a logic for developing local market shares. This offer integrates among others the Priority Referencing service launched in the third quarter of 2019 and represents revenue of €241.6 million during the financial year 2022;
- with the Website activity, Solocal offers customers website creation and referencing, according to different budget levels, always in subscription mode with automatic renewal. This offer represents revenue of €61.4 million during the financial year 2022.

Intended for VSE/SMEs, the Connect and Booster ranges are also available for large network accounts.



COMMENTARY ON THE RESULTS AS AT 31 DECEMBER 2022

Consolidated income statement for the financial years ended 31 December 2022 and 31 December 2021

<i>(in millions of euros)</i>	As at 31/12/2022 consolidated	As at 31/12/2021 consolidated*	As at 31/12/2021 (reported)	Change recurring 2022/2021
Revenues	400.0	428.0	428.0	-6.6%
Net external expenses	(113.1)	(122.4)	(121.2)	-7.6%
Staff expenses	(171.9)	(185.0)	(184.3)	-7.1%
Restructuring costs	(0.3)	9.3	8.2	-103.0%
EBITDA	114.7	129.9	130.8	-11.7%
<i>As % of revenues</i>	28.7%	30.4%	30.6%	-5.5%
Depreciation and amortization	(56.2)	(59.5)	(59.5)	-5.6%
OPERATING INCOME	58.5	70.4	71.3	-16.9%
<i>As % of revenues</i>	14.6%	16.5%	16.7%	-11.0%
Financial income	0.5	0.2	0.2	125.9%
Financial expenses	(29.0)	(28.7)	(28.7)	0.9%
FINANCIAL INCOME	(28.5)	(28.5)	(28.5)	-0.1%
INCOME BEFORE TAX FROM CONTINUED ACTIVITIES	30.1	41.9	42.8	-28.3%
Corporate income tax	(33.3)	(19.1)	(19.3)	-74.8%
NET INCOME FROM DISCONTINUED ACTIVITIES	(3.3)	22.9	23.5	-114.2%

* The 2021 result has been restated for the impact of the IFRIC IC decision on the recognition of SAAS contracts for 0.6 million euros.

Order book analysis

Revenue

Total revenue for 2022 amounted to €400.0 million, down 6.6% compared to total revenue for 2021.

As at 31 December 2022, total revenue already secured for 2023 totalled €191.5 million.

Order backlog

(in millions of euros)

	As at 31/12/2022	As at 31/12/2021
TOTAL ORDER BACKLOG – END OF PERIOD	221.6	243.5

At 31 December 2022, the order backlog totalled €221.6 million, down by 9% versus 31 December 2021 and by 5.5% versus 30 September 2022 due to a lower level of commercial acquisition in December 2022.

Based on management's best estimates, the sales already recorded before 31 December 2022 will generate a secured revenue for 2023 of €191.5 million. It amounted €206.8 million as at 31 December 2021 for the year 2022.

Performance indicators of Solocal

In 2022, Solocal's commercial performance measured by the order intake for the year is €380.6 million versus €385.3 million in 2021. Renewal order intake increased from €210 million in 2021 to €235 million in 2022. Order intake from

the acquisition was down by 21% to €145 million (including more than half from the corporate channel). This decline stemmed from the large account segment and difficulties to increase and stabilize the salesforce.

Solocal's customer base evolved as follows in Q4 2022 and over the year 2022:

(in thousands)

	Q4 2021	Q4 2022	Change	FY 2021	FY 2022	Change
Customer base – BoP⁽¹⁾	311	293	(19)	315	309	(6)
+ Acquisitions	10	9	(1)	43	35	(8)
- Churn	(13)	(14)	(1)	(49)	(56)	(7)
Customer base – EoP⁽¹⁾	309	288	(21)	309	288	(21)
Net change BoP – EoP	(2)	(4)	-	(6)	(21)	-
Churn ⁽²⁾ (in %)	12.8%	16.6%	3.8 pts	12.8%	16.6%	3.8 pts

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

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

The Group's customer base stood at 288 thousand customers at 31 December 2022, down -6.8% versus 31 December 2021 owing to:

- a level of new customers' acquisition below expectations (+35 thousand customers);
- a loss in customers (-56 thousand customers) slightly up compared with 2021.

The Group's churn rate was 16.6% at 31 December 2022, up from 12.8% at 31 December 2021.

Group ARPA was approximately €1,345 at 31 December 2022, stable versus ARPA at 30 September 2022 and slightly down versus 31 December 2021 (c. €1,370).



Analysis of EBITDA

Net external expenses

Recurring external expenses amounted to €113.1 million in 2022, down -7.6% versus 2021 due to: (i) a reduction in the use of external services, (ii) a reduction in direct marketing expenditure (iii) a reduction in media spend in line with declining activity and (iv) strict cost control

Personnel expenses

Recurring personnel expenses amounted to €171.9 million during 2022, down -7.1% representing €13.1 million versus 2022. This drop can be explained by:

- recruitment difficulties and a higher-than-expected turnover rate in sales capacity, particularly in the field;
- further downsizing of average FTEs in support functions;

- a positive effect of reversal of the provision for end-of-service benefits.

The Group's workforce as at 31 December 2022 is 2,313 people (excluding long-term absence) including 46% in sales.

Non-recurring items

Non-recurring items amounted to -€0.3 million during 2022, mainly composed of reversals of provisions made for the Group's transformation as well as reclassification of the impact on 2022 of sales cancellations from previous periods.

EBITDA

EBITDA amounted to €114.7 million in 2022 versus €129.9 million during 2021, declining by 11.7% or €15.2 million versus 2021.

Analysis of the other items in the income statement

The table below shows the Group's operating income and net income for 2022 and 2021:

(in millions of euros)	As at 31/12/2022 consolidated	As at 31/12/2021 consolidated*	As at 31/12/2021 (reported)	Change recurring 2022/2021
EBITDA	114.7	129.9	130.8	-11.7%
As % of revenues	28.7%	30.4%	30.6%	-5.5%
Depreciation and amortization	(56.2)	(59.5)	(59.5)	-5.6%
OPERATING INCOME	58.5	70.4	71.3	-16.9%
As % of revenues	14.6%	16.5%	16.7%	-11.0%
Financial income	0.5	0.2	0.2	125.9%
Financial expenses	(29.0)	(28.7)	(28.7)	0.9%
FINANCIAL INCOME	(28.5)	(28.5)	(28.5)	-0.1%
INCOME BEFORE TAX FROM CONTINUED ACTIVITIES	30.1	41.9	42.8	-28.3%
Corporate income tax	(33.3)	(19.1)	(19.3)	-74.8%
NET INCOME FROM CONTINUED ACTIVITIES	(3.3)	22.9	23.5	-114.2%

* The 2021 result has been restated for the impact of the IFRIC 18 decision on the recognition of SAAS contracts for 0.6 million euros.

As at 31 December 2022, impairment and amortisation amounted -€56.2 million at 31 December 2022 and are down versus 2021 owing to declining investments during the comparative period used as basis for depreciation.

The Group's operating income stood at €58.5 million versus €70.4 million in 2021.

As at 31 December 2022, the consolidated pre-tax operating income amounted to €30.1 million as at 31 December 2022 and €41.9 million as at 31 December 2021.

This expense was mainly composed of the consumption of deferred tax assets for -€33.3 million and the depreciation of deferred tax assets on tax loss carryforwards amounting to -€26.1 million.

The Group consolidated net income is positive as at 31 December 2022 and stands at -€3.3 million compared to €22.9 million as at 31 December 2021.

Consolidated cash flow presentation

The Group's cash flows for the year 2022 shows a recurring EBITDA of €115 million.

(in millions of euros)	FY 2021	FY 2022	Change	Change
RECURRING EBITDA	120.6	115.0	(5.6)	-5%
Non-monetary items included in EBITDA	5.1	3.9	(1.2)	-24%
Net change in working capital	(20.2)	(34.7)	(14.5)	72%
– Of which change in receivables	(10.6)	(14.1)	(3.5)	33%
– Of which change in payables	(10.6)	(6.3)	4.3	-41%
– Of which change in other WCR items	1.0	(14.3)	(15.3)	NA
Acquisitions of tangible and intangible fixed assets	(33.4)	(31.6)	1.8	-5%
RECURRING OPERATING FREE CASH FLOW	72.1	52.6	(19.5)	-27%
Non-recurring items	(8.1)	(6.4)	1.7	-21%
Disbursed financial result	(13.5)	(19.7)	(6.2)	46%
Corporate income tax paid	(6.0)	(4.5)	1.5	-25%
Others	(0.6)	0.4	1.0	NA
FREE CASH FLOW	43.9	22.4	(21.5)	-49%
Increase (decrease) in borrowings	(6.1)	(14.0)	(7.9)	130%
IFRS 16 & Others	(19.7)	(17.9)	1.8	-9%
NET CHANGE IN CASH	18.8	(9.5)	(28.3)	-150%
Net cash & cash equivalents BoP	61.4	80.2	18.8	31%
NET CASH & CASH EQUIVALENTS EOP	80.2	70.8	(9.4)	-12%
OPERATING FREE CASH FLOWS*	43.8	28.7	(15.1)	-34%

* Operating cash flow = Recurring EBITDA (including IFRS 16 rent adjustment) + Non-cash items included in EBITDA + Change in working capital – Capex – non-recurring items.

Change in working capital requirements amounts to -€34.7 million in 2022 compared to -€20.2 million in 2021. This working capital need comes from:

- an increasing receivables working capital requirement by -€14.1 million in line with 2022 sales performance and former customers churn;
- a deterioration in "Other" working capital items by -€14.3 million, mainly due to the repayment of "passif fiscal et social" -€7 million and a reversal of provisions for paid leave in connection with the reduction in workforce -€4 million.

Capex amount to €31.6 million in 2022, down -5% compared to 2021, due to a refocus of investments on targeted programs.

Cashed-out financial expenses amount to -€19.7 million in 2022 and correspond to the payment of the bonds' interests in cash, of the annual interests on the RCF and of the annual interests of the BPI loan. In 2021, the financial expenses paid amounted to -€13.5 million as the Group only paid 50% of its bonds' coupons in cash, the remaining 50% were capitalised.

Consolidated Free Cash Flow is positive, at €22.4 million in 2022 compared to €43.9 million in 2021, resulting from a more negative change in working capital in 2022 than in the previous year.

Decrease in borrowings by -€14 million reflects the partial repayment of the RCF for €10 million and amortization of the BPI loan for €4.0 million.

The change in "Others" by -€17.9 million mainly derives from the cash-flow corresponding to the financial amortization of capitalised rights of use related with the application of IFRS 16 (i.e. the rents paid by the Group for c. €20 million).

Group net change in cash is therefore negative at -€9.4 million in 2022.

As at 31 December 2022, Group cash position amounts to €70.8 million, compared to €80.2 million as at 31 December 2021.

In 2022, the Group repaid €14 million of RCF and "Prêt ATOUT" and €7 million of "passif social et fiscal".



CONSOLIDATED LIQUIDITIES, CAPITAL RESOURCES AND INVESTMENT EXPENSES

The table below shows the cash flows for continued activities of the Group as at 31 December 2022 and as at 31 December 2021:

<i>(in millions of euros)</i>	As at 31/12/2022	As at 31/12/2021
Net cash from operations	53.6	77.9
Net cash used in investing activities	(31.2)	(33.9)
Net cash provided by (used in) financing activities	(31.9)	(25.1)
NET INCREASE (DECREASE) IN CASH POSITION	(9.4)	18.8

The net cash flow from operations stood at €53.6 million at 31 December 2022 compared €77.9 million as at 31 December 2021.

The net cash from operations used in investment activities amounted to -€31.2 million at 31 December 2022 compared to -€33.9 million as at 31 December 2021, representing a change of -€2.7 million.

The net cash flow used in financing activities was a disbursement of €31.9 million as at 31 December 2022 compared to a net disbursement of €25.1 million as at 31 December 2021.

The table below shows **the changes in the Group's consolidated net cash position and debt** as at 31 December 2022, and as at 31 December 2021:

<i>(in millions of euros)</i>	As at 31/12/2022	As at 31/12/2021
Cash equivalents	20.0	0.4
Cash	50.8	79.8
GROSS CASH	70.8	80.2
Bank overdrafts	-	-
NET CASH	70.8	80.2
Nominal value of bond loans	195.4	187.9
Fair value of hedging instruments	(16.9)	(16.9)
Nominal value of revolving credit facilities drawn	34.0	44.0
Debt issue costs integrated into the effective interest rate of the debts	(4.1)	(4.1)
Amortization of the difference in fair value and costs at the effective interest rate	8.5	4.5
Other loans	11.0	15.0
Accrued interest not yet due on loans	0.9	8.3
Others	0.1	0.1
Current and non current financial liabilities	228.8	238.8
Long-term and short-term liabilities	60.0	74.3
GROSS FINANCIAL DEBT	288.9	313.1
<i>of which current</i>	63.8	27.2
<i>of which non-current</i>	225.0	285.9
NET DEBT	218.1	232.9
NET DEBT OF CONSOLIDATED GROUP	218.1	232.9

Net financial debt amounts to €171 million at 31 December 2022 (excluding IFRS 16), a slight improvement compared to €175 million at 31 December 2021. It includes Bonds maturing in 2025 (respectively €177 million and €19 million), the fully drawn RCF maturing in September 2023 (€34 million), the "Prêt ATOUT" loan (€11 million), the accrued interests for around €1 million and a net cash position of €70.8 million.

The application of IFRS 16 impact on net financial debt is +€60 million as at 31 December 2022, resulting from the reclassification of rental expenditures in rental obligations as part of liabilities on the balance sheet.

Net leverage as defined in the documentation pertaining to Solocal's 2025 maturity Bonds is 1.7x as at 31 December 2022 (to which IFRS 16 does not apply). The EBITDA to interest expenses ratio⁴ (ISCR) amounted to 4.3x.

The Group complies with the financial covenants⁴ requested by the Bonds documentation, with respectively 51% and 44% of headroom.

INVESTMENT EXPENSE

<i>(in millions of euros)</i>	As at 31/12/2022	As at 31/12/2021
Software and internally generated intangible assets	29.9	31.9
Acquisition of tangible and intangible fixed assets	1.9	2.4
Right-of-use assets related to leases	4.2	1.0
CURRENT INVESTMENTS	36.0	35.3

Rights of use concerning leases posted in the assets amount to €4.2 million.

Intangible and tangible investments amounted to €31.8 million in 2022, including €29.9 million of internally developed software.

OUTLOOK FOR 2023

In a context of early **2023**, which is marked by inflationary pressures and difficulties in retaining VSE/SME customers in an uncertain environment, the Group expects **revenue in the coming quarters to be in line with the revenue of the first quarter of 2023 (€93.3 million), below 2022**. In 2023, the group will continue cost control efforts to maintain an EBITDA margin between 20% & 25%. Beyond market conditions,

the Group will be impacted by the full-year effect of the sales force increase implemented in 2022, the impact of the communication campaign broadcast in 2023 and an expected slightly unfavorable product mix. Finally, the group will focus on productivity of the sales force and improving customer satisfaction in order to limit the churn.



EVENTS AFTER THE 31 DECEMBER 2022 YEAR-END

Q1 2023 revenue and backlog analysis

(in million euros)	Q4 2021	Q4 2022	Change	Q1 2022	Q1 2023	Change
Total revenue	428.0	400.0	-6.6%	101.5	93.3	-8.0%

First quarter 2023 consolidated revenue amounts to €93.3 million, down -€8.2 million, i.e. -8.0% compared to first quarter revenue 2022. Revenue from renewal model raises to €51.9 million i.e. 56% of revenue (vs. 49% in first quarter 2022).

Revenue from acquisition (new customer, customer base development, and migration) amounts to €41.3 million i.e. 44% of revenue.

(in million euros)	31/12/2021	31/03/2022	30/06/2022	30/09/2022	31/12/2022	31/03/2023	Change
Digital order backlog	243.5	242.6	239.9	234.5	221.6	221.7	0.0%

Order backlog amounts to €221.7 million as at 31 March 2023 and flat compared to 31 December 2022.

Based on management's best estimate, approximately 34% of this order backlog will flow into 2023 second quarter revenue, 42% in the 2023 second semester and 13% in 2024.

Solocal revenue for Q1 2023 is presented below:

(in million euros)	Q1 2022	Q1 2023	Change	Allocation
Connect	23.7	25.5	7.5%	27%
Booster	62.6	53.4	-14.8%	57%
Websites	15.2	14.5	-4.4%	16%
TOTAL REVENUE	101.5	93.3	-8.0%	100%

Connect activity represents 27% of Q1 2023 revenue. It is up +7.5% compared to first quarter 2023, driven by the retention offer proposed to customers and a slight price increase at the end of the year 2022.

relatively higher churn level on our "Booster" and "Priority Ranking" offers.

Booster activity represents 57% of Q1 2023 revenue. It is down by -14.8% compared first quarter 2022 due to a

Websites activity represents 16% of Q1 2023 revenue. It decreases by -4.4% compared to first quarter 2022, mainly due to a higher churn on the premium range.

(in thousands)	Q1 2022	Q1 2023	Change
Customer base - BoP⁽¹⁾	309	288	(21)
+ Acquisitions	9	8	(1)
- Churn	(14)	(16)	1
Customer base - EoP⁽¹⁾	304	281	(23)
Net change BoP - EoP	(5)	(7)	-
Churn ⁽²⁾ (in %)	13.7%	17.4%	3.6 pts

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

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

Customer base stood at 281,000 customers as at 31 March 2023, down -7.6% compared to 31 December 2022, resulting from:

- a level of new customers' acquisition (+8k customers) slightly down compared to Q1 2022;
- a loss in customers (-16k customers) slightly up compared to Q1 2022.

Churn rate, stands at **17.4%** as at 31 March 2023, up from 16.6% as at 31 December 2022.

Group ARPA was approximately €1,340 as at 31 March 2023, slightly down compared to 31 March 2022 (c. €1,360) and to 31 December 2022 (c. €1,345).

Quarterly financial information has not been audited. The elements financial statements presented in this press release for Q1 2023 are revised in the light of the scope of activities on 31 March 2023.

ASSESSMENT OF FINANCIAL IMPACT OF ENVIRONMENTAL RISKS

As mentioned in the Extra-Financial Performance Statement, the risks related to environmental impacts were low for Solocal Group in 2022. The main key indicators of the 2021 commitments, detailed in the Extra-Financial Performance Statement, are to optimise energy consumption and use of resources, while reducing the carbon impact of its operations.

The challenges of these commitments did not have a significant financial impact on the consolidated financial statements for the year ended 31 December 2022.



ADDITIONAL INFORMATION

Transactions with related parties

There were no new transactions with related parties during 2022. Key management as related parties as at 31 December 2021 are the members of the Board of Directors including the Chief Executive Officer and the members of the Executive Committee. Solocal does not have any related parties other than its key management and Directors.

Information on the main risks and uncertainties

The main risks and uncertainties are described in section 2 "Risk Factors" of the 2022 Universal Registration Document.

In view of Solocal's cash forecast for the next 12 months, the 2022 consolidated and annual financial statements were prepared on a going concern basis. As at 31 December 2022, the Group's cash position amounted to €70.8 million. Solocal calls attention to the maturity of its debt and the risks associated with the refinancing thereof. In effect, there are two main maturity dates for the debt: €34 million is due at the end of September 2023 on the RCF debt and €195 million is due in March 2025 on the bond debt. Solocal's cost structure is mainly fixed (gross margin rate: around 90%). Group's financial performance and ability to generate cash are highly dependent on commercial performance (acquisition and retention of existing customers) and customers' economic environment. Solocal therefore considers that the refinancing risk factor described in section 2.5 "Financial risks" of Solocal's, has increased. This situation creates a material uncertainty regarding the going concern status. If the Group were unable to meet or, if necessary, renegotiate these repayments, it might no longer be able to realise its assets and settle its liabilities

in the normal course of business. In this context, the Group is working on different options and deploying an offensive strategy to win new customers while developing its existing customer base and by introducing specific measures to reduce the level of churn.

Definitions

Order backlog: The order backlog corresponds to the portion of revenue that remains to be recognised as at 31 December 2022 on orders for sales such as validated and committed by customers. For income from subscriptions, only the current commitment period is considered.

Secured revenue: Sum of turnover at 31 December 2022 and estimated turnover to be recognised during Q1 2023 from sales with a service start date before 31 December 2022.

EBITDA: EBITDA is an alternate indicator of performance presented in the income statement in operating income and before taking impairment, amortisation and depreciation into account.

Recurring EBITDA corresponds EBITDA before taking account of items defined as non-recurring. These non-recurring items are expenses and income in very small numbers which are unusual, abnormal and infrequent and with amounts that are particularly substantial. They primarily include restructuring expenses: These are income or expenses for a program that is planned and controlled by management, which substantially changes either the company's scope of business, or the way its business is managed.

Sales: Taking of orders by the sales force, that gives 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)	Financial year 2018	Financial year 2019	Financial year 2020	Financial year 2021	Financial year 2022
1 – Financial position at year-end					
a) Share capital	58,363,037	61,954,147	129,505,837	131,694,468	131,906,654
b) Number of existing ordinary shares	583,630,365	619,541,466	129,505,837	131,694,468	131,906,654
2 – Total income from operations					
a) Revenues excl. tax ⁽¹⁾	20,312	18,419	19,027	15,910	16,383
b) Earnings before tax, profit-sharing, depreciation, amortisation and provisions	(5,167)	(47,565)	(191,661)	(12,325)	(2,448)
c) Corporate income tax	(5,665)	(11,547)	(11,659)	(12,724)	7,290
d) Employee profit-sharing due for the financial year	-	-	-	-	-
e) Earnings after tax, depreciation, amortisation and provisions	(14,381)	(52,353)	(566,473)	(9,885)	(558,089)
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	(0.02)	0.05	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	977	936	715	748	771

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

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

PRESENTATION OF THE RESOLUTIONS

to be submitted to the Combined General
Shareholders' Meeting of 29 June 2023

A presentation of the resolutions is included in the Board of Directors' report on pages 34 et seq. of this document.

DRAFT RESOLUTIONS

to be submitted to the Combined General Shareholders' Meeting of 29 June 2023

Important note

This agenda is the same as that which appears in the notice of the Combined General Shareholders' Meeting of the Company published on 5 May 2023 in the French legal gazette (BALO), issue 54. Shareholders are advised that the agenda may be subject to change following (a) requests to add items and draft resolutions to the agenda sent by shareholders in accordance with the law, and (b) amendments made by the Company's Board of Directors, where relevant. The final text of the agenda will be included in the notice of the Combined General Shareholders' Meeting to be published in the French legal gazette (BALO) before the Combined General Shareholders' Meeting to be held on 29 June 2023. Shareholders are invited to check the "Investors" page of the Company's website regularly for any updates to documents and information about the Combined General Shareholders' Meeting to be held on 29 June 2023.

WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

(Approval of the parent company financial statements for the year ended 31 December 2022)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, after having taken note of 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 2022, 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 2022, which amounted to €14,997.

SECOND RESOLUTION

(Approval of the consolidated financial statements for the year ended 31 December 2022)

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 2022, 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 2022, 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 2022 amounted to €558,088,717.44;

- decides to allocate the entire loss for the year ended 31 December 2022 to "retained earnings", which after allocation will be a debit of €1,171,743,430.08.

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

(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.

FIFTH RESOLUTION

(Approval of the compensation paid during the fiscal year ended 31 December 2022 or awarded for the same fiscal year to Mr Philippe Mellier, Chairman of the Board of Directors)

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 2022 or awarded for the same fiscal year to Mr Philippe Mellier, Chairman of the Board of Directors, as presented in Solocal Group's Universal Registration Document 2022, 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 2022 (ex post vote)".

SIXTH RESOLUTION

(Approval of the compensation components paid during the financial year ended 31 December 2022 or awarded for the same fiscal year to Mr Hervé Milcent, Chief Executive Officer)

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 2022, to Mr Hervé Milcent, Chief Executive Officer, as presented in Solocal Group's Universal Registration Document 2022, 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 2022 (ex post vote)".

SEVENTH 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 2022, 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 2022 financial year (ex-post vote)".

EIGHTH RESOLUTION

(Approval of the compensation policy for the Chairman 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 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 Chairman of the Board of Directors, as presented in Solocal Group's Universal Registration Document 2022, 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)".

NINTH 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 2022, 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)".

TENTH 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 2022, 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)".

ELEVENTH RESOLUTION**(Renewal of the term of office of Mr Philippe Mellier 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 Philippe Mellier will expire at the end of this General Meeting; and
- resolves to renew the term of office of Mr Philippe Mellier as Independent Director for a period of four (4) years, which will expire at the end of the General Meeting called in 2027 to approve the financial statements for the year ending 31 December 2026.

TWELFTH RESOLUTION**(Ratification of the cooptation of Mrs Ghislaine Mattlinger 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 Anne-France Laclide-Drouin as Director dated 3 January 2023 (effective 31 May 2023); and
- decides to ratify, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, the appointment of Mrs Ghislaine Mattlinger, coopted as Independent Director by decision of the Board of Directors on 26 April 2023 (with effect as from 31 May 2023), to replace Mrs Anne-France Laclide-Drouin, 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.

THIRTEENTH RESOLUTION**(Authorization to be granted to the Board of Directors to purchase or transfer Solocal Group 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 2 June 2022 in its nineteenth 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 16 April 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 repurchase 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 according to transactions affecting it after this General Meeting, so that on the date of each buyback, the total number of shares thus bought back by the Company since the start of the buyback program (including those subject to the said buyback) 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 bonus shares, and/or division or consolidation of shares, this maximum price shall be adjusted accordingly;
- as an indication, without taking into account the shares already held, the theoretical maximum amount that Solocal Group could devote to share purchases under this resolution would be €65,953,325 (excluding acquisition costs), corresponding to 13,190,665 shares acquired at the unit price (excluding acquisition costs) of €5 decided above and on the basis of the share capital at 26 April 2023;
- this authorization is granted for a period of 18 months from the date of this 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 comprising the share capital at the date in question;
- the acquisition or transfer of such shares may be effected 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 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 as 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 capital by cancelling all or part of the shares acquired, subject to 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 Shareholders' Meeting grants full powers to the Board of Directors, with the option to sub-delegate such powers under the conditions set 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 bonus share issue, a stock split or reverse stock split, a distribution of reserves or any other assets, a redemption of capital, 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;
- to draw up all documents, make all declarations, announcements and formalities with the Autorité des marchés financiers and any other body, relating to the operations 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 ASSEMBLY

FOURTEENTH 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 26 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 thirty-nine million five hundred and seventy-one thousand nine hundred and ninety-six euros (€39,571,996), 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 fifteenth and sixteenth resolutions submitted to this General Shareholders' Meeting is set at fifty-two million seven hundred and sixty-two thousand six hundred and sixty-one euros (€52,762,661), 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 seventeenth 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 seventeenth 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 fourteenth, fifteenth and sixteenth 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 exacts 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 twentieth resolution adopted by the General Meeting of 2 June 2022.

FIFTEENTH 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)

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 26 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, it being specified that they may be carried out jointly with one or more public offerings mentioned in Article L. 411-2 (1) of the French Monetary and Financial Code made pursuant to the sixteenth resolution below.

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 thirteen million one hundred and ninety thousand six hundred and sixty-five euros (€13,190,665), 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 thirteen million one hundred and ninety thousand six hundred and sixty-five euros (€13,190,665), 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 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 seventeenth 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 fourteenth 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 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 minimum amount required by regulatory provisions applicable on the date of the issue (currently, 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 twenty-first resolution adopted by the General Meeting of 2 June 2022.

SIXTEENTH 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, in favor of qualified investors or a small circle of investors)

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 26 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 Article L. 411-2 (1) of the French Monetary and Financial Code, it being specified that they may be carried out jointly with one or more public offerings made pursuant to the preceding fifteenth 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 thirteen million one hundred and ninety thousand six hundred and sixty-five euros (€13,190,665), 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 seventeenth 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, 20% 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 fourteenth 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 fifteenth 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 preceding fifteenth 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 minimum amount required by regulatory provisions applicable on the date of the issue (currently, 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 twenty-second resolution adopted by the General Meeting of 2 June 2022.

SEVENTEENTH 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 26 months from this General Shareholders' Meeting, for each issue decided pursuant to the preceding fourteenth, fifteenth, and sixteenth resolutions, 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.

EIGHTEENTH 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 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 26 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 thirteen million one hundred and ninety thousand six hundred and sixty-five euros (€13,190,665), 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 fourteenth to sixteenth 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 twenty-fourth resolution adopted by the General Meeting of 2 June 2022.

NINETEENTH 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 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 one million three hundred and nineteen thousand and sixty-six euros (€1,319,066), 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 twenty-fifth resolution adopted by the General Meeting of 2 June 2022.



TWENTIETH RESOLUTION

(Powers for formalities)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, grants full powers to the bearer of an original, copy or extract of the minutes of its deliberations to carry out all filings and formalities required by law.

BOARD OF DIRECTORS' REPORT

to the Combined General Shareholders' Meeting
of Solocal Group of 29 June 2023

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 financial statements for the financial year ended 31 December 2022;
- Approval of the consolidated financial statements for the financial year ended 31 December 2022;
- Allocation of profit/loss for the year ended 31 December 2022, as shown in the parent company financial statements;
- Approval of the agreements mentioned in Articles L. 225-38 et seq. of the French Commercial Code;
- Approval of the components of the compensation paid during the fiscal year ended 31 December 2022 or awarded for the same fiscal year to Mr Philippe Mellier, Chairman of the Board of Directors;
- Approval of the compensation components paid during the financial year ended 31 December 2022 or awarded for the same fiscal year to Mr Hervé Milcent, Chief Executive Officer;
- Approval of the information relating to the compensation of the corporate officers referred to Article L. 22-10-9 (I) of the French Commercial Code;
- Approval of the compensation policy for the Chairman of the Board of Directors;
- Approval of the compensation policy for the Chief Executive Officer;
- Approval of the Directors' compensation policy;
- Renewal of the term of office of Mr Philippe Mellier as Independent Director of the Company;
- Ratification of the cooptation of Mrs Ghislaine Mattlinger as Independent Director of the Company;
- Authorization to be granted to the Board of Directors to purchase or transfer Solocal Group shares.



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;
- 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, in favor of qualified investors or a small circle of investors;
- 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.

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 2022 (1st and 2nd resolutions)

Pursuant to the 1st and 2nd resolutions, we propose that you approve the financial statements (1st resolution) and then the consolidated financial statements (2nd resolution) of the Company for the year ended 31 December 2022.

Notes on the Company's financial statements and the consolidated financial statements are provided in detail in the management report of the fiscal year 2022 by the Board of Directors, which is included in the 2022 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 4 of the 2022 Universal Registration Document.

It is specified that the losses recorded in the Company's financial statements for the year ended 31 December 2022 show an amount of shareholders' equity of less than half the Company's share capital. However, the provisions of Article L. 225-248 of the French Commercial Code, which require that an Extraordinary Shareholders' Meeting is convened by the Board of Directors within four months of the approval of the financial statements in order to decide whether to dissolve the company early, do not apply to the Company, which benefits from an accelerated safeguard plan as approved by the Commercial Court of Nanterre on 9 May 2014, and subsequently amended twice by the same court (on December 22, 2016 and 6 August 2020, respectively), and therefore falls within the scope of the exception provided for in the last paragraph of the aforementioned provision of the French Commercial Code.

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 2022 is €14,997.

Allocation of profit/loss for the year ended 31 December 2022, as shown in the parent company financial statements (3rd resolution)

Pursuant to the 3rd resolution, we propose that you:

- note that the loss for the financial year ended 31 December 2022 is €558,088,717.44;
- resolve to appropriate the full amount of the loss for the financial year ended 31 December 2022 to the "carry forward" item, the value of which after appropriation shall be negative by €1,171,743,430.08.

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 5.3.4 of the 2022 Universal Registration Document accessible on the website www.solocal.com, in accordance with the provisions of Article R. 225-102 of the Commercial Code.

Approval of the agreements mentioned in Articles L. 225-38 et seq. of the French Commercial Code (4th resolution)

Pursuant to the 4th 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 2022 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 2022;

Approval of the components of the compensation paid during the fiscal year ended 31 December 2022 or awarded for the same fiscal year to the executive corporate officers (ex post vote) (5th and 6th 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 executive corporate officers (resolutions 5 and 6); that is Mr Philippe Mellier in his capacity as Chairman of the Board of Directors and Mr Hervé Milcent in his capacity as Chief Executive Officer.

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 2022 financial year to:

- Mr Philippe Mellier, Chairman of the Board of Directors (5th resolution);
- Mr Hervé Milcent, Chief Executive Officer (6th resolution).

These components of compensation paid or awarded in respect of the 2022 financial year to corporate officers are detailed in the section entitled "Part II: Remuneration paid or awarded to corporate officers in respect of the 2022 financial year (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 2022 Universal Registration Document accessible on the website www.solocal.com.



Approval of the information relating to the compensation of the corporate officers referred to in Article L. 22-10-9 (I) of the French Commercial Code (7th 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 Article L. 22-10-9 (I) 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 2022 Universal Registration Document accessible on the website www.solocal.com.

Approval of the compensation policy for the Chairman of the Board of Directors, the Chief Executive Officer and the corporate officers (ex ante vote) (8th, 9th and 10th 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 2023 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 Chairman of the Board of Directors (8th resolution);
- to the Chief Executive Officer (9th resolution);
- to all the corporate officers (10th 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 Chairman of the Board of Directors, 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 2022 Universal Registration Document accessible on the website www.solocal.com.

Renewal of the term of Mr Philippe Mellier as Independent Director of the Company (11th resolution)

Under the terms of the eleventh resolution, the General Shareholders' Meeting is asked to renew Mr Philippe Mellier'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 2027 to approve the financial statements for the year ended 31 December 2026.

Philippe Mellier has been Fraikin's Executive Chairman since 2018 and has led a profound transformation of the leading industrial and commercial vehicle rental company in Europe by restoring its profitability and developing value-added services, particularly in the field of digital and telematics services. In 2020, Philippe Mellier enhanced Fraikin's leadership in Europe with the acquisition of Via Location. Philippe has extensive governance experience and is currently a Director of Groupe Réel (mid-cap company in the Lyon area).

Philippe Mellier is a graduate of ENSTA and INSEAD. He started his career at Ford where he became the Marketing, Sales and Services Vice-President for Ford of Europe. In 2000, he was appointed Chairman and Chief Executive Officer of Renault Trucks. In 2003, he joined Alstom. As Executive Vice-President of Alstom and President of Alstom Transport, he played a key role in the Group restructuring until 2011. He then joined De Beers as Group Chief Executive Officer until 2016 and led a profound transformation of the diamond leader to address the rapid transformation of the market where he put the client at the heart of the strategy.

Ratification of the cooptation of Mrs Ghislaine Mattlinger as Independent Director of the Company (12th resolution)

Under the terms of the twelve resolution, and following the resignation of Mrs Anne-France Laclide-Drouin from his position as Director, the General Shareholders' Meeting is asked to ratify the cooptation of Mrs Ghislaine Mattlinger, as Independent Director of the Company, decided by the Board of Directors on 26 April 2023 (with effect as from 31 May 2023), for the remaining term of office of Mrs Anne-France Laclide-Drouin, 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.

Ghislaine Mattlinger joined Compagnie du Ponant in June 2022 as Group Chief Financial Officer and a member of the Management Board. She began her career at Arthur Andersen, and has been Chief Financial Officer of various companies in both the financial sector (VIEL Tradition, Natixis and Newedge) and the non-financial sector (PagesJaunes Group from 2006 to 2010 and Indigo). She was non-executive Chair of Smovengo and is currently a Board member of the Ponant Foundation and Chair of Aurige Conseil. Ghislaine Mattlinger is a graduate of HEC business school and holds a Company Directors' Certificate from Science Po-IFA and IFMT certification (Institut de Formation Management de Transition). Her term of office as an Independent Director at Solocal Group will begin on 31 May 2023.

Authorization to be granted to the Board of Directors for the purchase or transfer of Solocal Group shares (13th 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 2 June 2022 in its nineteenth 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;
- for information only, without taking into account the shares already held, the theoretical maximum amount that the Company could spend on share purchases under this resolution would be €65,953,325 (excluding acquisition costs), corresponding to 13,190,665 shares acquired at the par value per share (excluding acquisition costs) of €5 decided above and based on the share capital at 26 April 2023;
- 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 2022 financial year and, since the beginning of the 2023 financial year, in the management report included in the 2022 Universal Registration Document accessible on the website www.solocal.com.

The financial authorizations submitted to you pursuant to resolutions 14 to 17, 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 **(14th resolution)**

In accordance with the provisions of Articles L. 22-10-49 et seq. and Articles L. 225-129 et seq. of the French Commercial Code, particularly Article L. 225-129-2, 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 securities granting access to the Company's share capital, while maintaining the shareholders' preferential subscription right, on one or more occasions, and at the times it deems appropriate, it being specified that 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 and that it shall particularly 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;
- 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-nine million five hundred and seventy-one thousand nine hundred and ninety-six euros (€39,571,996), 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 fifteenth and sixteenth resolutions submitted to the General Shareholders' Meeting shall be set at fifty-two million seven hundred and sixty-two thousand six hundred and sixty-one euros (€52,762,661), 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 seventeenth 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 to be issued in the event of excess demand within the framework of the implementation of the twenty-third 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 fourteenth, fifteenth and sixteenth 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 twentieth resolution adopted by the General Shareholders' Meeting of 2 June 2022.

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
(15th resolution)**

In accordance with the provisions of Articles L. 22-10-49 et seq. as well as Articles L. 225-129 et seq. of the French Commercial Code, particularly Articles L. 225-129-2, L. 225-136 and L. 225-136 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 securities granting access to the Company's share capital through a public offering, 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 mentioned in Article L. 411-2 (1) of the French Monetary and Financial Code made pursuant to the sixteenth resolution presented below;

- resolve that the subscription price of the shares issued pursuant to this delegation shall be at least equal to the minimum amount required by regulatory provisions applicable on the date of the issue (currently, the weighted average price over the last three trading days prior to the start of the public offering, possibly reduced by a maximum discount of 10%). This issue price 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 thirteen million one hundred and ninety thousand six hundred and sixty-five euros (€13,190,665), 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 sixteenth resolution submitted to the General Shareholders' Meeting shall be set at thirteen million one hundred and ninety thousand six hundred and sixty-five euros (€13,190,665), 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 seventeenth 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 fifty-two million seven hundred and sixty-two thousand six hundred and sixty-one euros (€52,762,661) stipulated in the fourteenth 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 fourteenth 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 twenty-first resolution adopted by the General Shareholders' Meeting of 2 June 2022.

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, in favor of qualified investors or a small circle of investors
(16th resolution)**

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.

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. 22-10-49 et seq. as well as Articles L. 225-129 et seq. of the French Commercial Code, particularly Articles L. 225-129-2, L. 225-136 and L. 225-136 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 Article L. 411-2 (1) 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 fifteenth resolution presented above;
- resolve that the subscription price of the shares issued pursuant to this delegation shall be at least equal to the minimum amount required by regulatory provisions applicable on the date of the issue (currently, the weighted average price over the last three trading days

prior to the start of the public offering, possibly reduced by a maximum discount of 10%). This issue price 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 thirteen million one hundred and ninety thousand six hundred and sixty-five euros (€13,190,665), 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 seventeenth 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 fourteenth 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 fifteenth 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 fourteenth resolution;
- 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, 20% 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 twenty-second resolution adopted by the General Shareholders' Meeting of 2 June 2022.

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.

**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
(17th 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 fourteenth, fifteenth and sixteenth resolutions, 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
(18th resolution)**

We propose that the Ordinary 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 thirteen million one hundred and ninety thousand six hundred and sixty-five euros (€13,190,665), 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 fourteenth, fifteenth and sixteenth 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 twenty-four resolution adopted by the General Shareholders' Meeting of 2 June 2022.

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 (19th 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, subject to the adoption of any of the twentieth, twenty-first and twenty-second resolutions submitted to the General Shareholders' Meeting, 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 one million three hundred and nineteen thousand and sixty-six euros (€1,319,066), 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 twenty-fifth resolution adopted by the General Meeting of 2 June 2022.

Powers for formalities (20th 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.

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

COMPOSITION OF THE BOARD OF DIRECTORS

As of the date of this document, the Board of Directors has the following members:

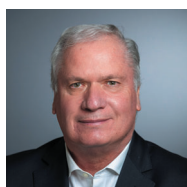
- Philippe Mellier, Chairman of the Board of Directors;
- David Amar, Vice-Chairman of the Board of Directors;
- Delphine Grison;
- Bruno Guillemet;
- Marie-Christine Levet;
- Ghislaine Mattlinger;
- Catherine Robaglia, Director representing employees;
- Sophie Sursock,

A full presentation of the composition of the Company's Board of Directors and management bodies is provided in chapter 4 of the 2022 Universal Registration Document, which is available on the website www.solocal.com.

DIRECTOR WHOSE REAPPOINTMENT

the Combined General Shareholders' Meeting of 29 June 2023 is asked to approve

Philippe MELLIER



Born 02/09/1955

Nationality
French

Date appointed
30/06/2021

Date office expires
General Shareholders' Meeting to be held in 2023

Number of shares
140,000

Address

16 villa Dupont
75116 Paris
France

Function

– Chairman of the Board of Directors

Philippe Mellier has been the Executive President of Fraikin since 2018 and has overseen a comprehensive overhaul of the leading company in industrial and utility vehicle leasing in Europe, returning it to profitability and developing value-added services, especially in the area of digital and telematic services. In 2020, Philippe Mellier consolidated Fraikin's leading position in Europe with the acquisition of Via Location. Philippe has extensive experience of governance and is currently a Director of REEL group (a mid-cap in the Lyon region).

Philippe Mellier is a graduate of ENSTA and INSEAD. He began his career at Ford where he became Vice-President of Marketing, Sales and Services for Ford of Europe. In 2000, he was appointed Chairman and CEO of Renault Trucks. In 2003, he joined Alstom. As Executive Vice-President of Alstom and President of Alstom Transport, he played a key role in the Group's recovery until 2011. He was then Chief Executive Officer of De Beers until 2016, where he oversaw the major transformation of the diamond giant in response to a rapidly changing market, with a renewed focus on the customer.

Other duties and main offices held in all companies over the past 5 years

- Chairman and member of the Board of Directors of Fraikin (France)
- Director of REEL group (France)
- Chairman of the Supervisory Board of Ermewa (France)

Offices held over the past 5 years and no longer held

- None

Additional information is provided in the table of responsibilities of the members of the Board of Directors included in chapter 4 of this Universal Registration Document, which is available at www.solocal.com.

DIRECTOR WHOSE COOPTATION

the Combined General Shareholders' Meeting of 29 June 2023 is asked to ratify

Ghislaine MATTLINGER



Address

204, rond-point du Pont-de-Sèvres
92100 Boulogne-Billancourt
France

Function

– Independent Director (appointment subject to the approval of the General Shareholders' Meeting of 29 June 2023)

Born 10/05/1968

Nationality
French

Date appointed
26/04/2023

Date office expires
General Shareholders' Meeting to be held in 2026

Number of shares*
0

Ghislaine Mattlinger joined Compagnie du Ponant in June 2022 as Group Chief Financial Officer and a member of the Management Board. She began her career at Arthur Andersen, and has been Chief Financial Officer of various companies in both the financial sector (VIEL Tradition, Natixis and Newedge) and the non-financial sector (PagesJaunes Group from 2006 to 2010 and Indigo). She was non-executive Chair of Smovengo and is currently a Board member of the Ponant Foundation and Chair of Aurige Conseil. Ghislaine Mattlinger is a graduate of HEC business school and holds a Company Directors' Certificate from Science Po-IFA and IFMT certification (Institut de Formation Management de Transition).

Other duties and main offices held in all companies over the past 5 years

- Chair of Aurige Conseil
- Group Chief Financial Officer and member of the Management Board of Compagnie du Ponant
- Board member of the Ponant endowment fund

Offices held over the past 5 years and no longer held

- Chair of Smovengo
- Member of the Management Board of Indigo Infra

* The shares will vest in the event that the General Shareholders' Meeting ratifies Ghislaine Mattlinger's cooptation as a Director.

Additional information is provided in the table of responsibilities of the members of the Board of Directors included in chapter 4 of this Universal Registration Document, which is available at www.solocal.com.

STATUTORY AUDITORS' REPORTS

Statutory Auditors' report on the issuance of shares and other transferable securities with retention or cancellation of preferential subscription rights

Combined General Shareholders' Meeting of 29 June 2023 – Fourteenth, fifteenth, sixteenth and seventeenth resolutions

To the General Shareholders' Meeting of Solocal Group,

In our capacity as statutory auditors of your company and in compliance with Articles L. 228-92 and L. 225-135 et seq. as well as Article L. 22-10-52 of the French Commercial Code, we hereby present our report on the proposals to delegate to the Board of Directors the power to decide various issues of shares and transferable securities, which you are being asked to vote on.

On the basis of its report, your Board of Directors is asking shareholders to delegate to it, with the option to sub-delegate, for a period of twenty-six months from the date of this General Meeting, the power to decide the following operations and to determine the final conditions of such issues, and is asking shareholders, where applicable, to waive their preferential subscription rights:

- issuance with retention of preferential subscription rights (fourteenth resolution) of shares and/or equity securities giving access to other equity securities and/or granting entitlement to the allotment of debt securities, and/or transferable securities giving access to equity securities to be issued;
- issuance with cancellation of preferential subscription rights by way of public offerings, other than those referred to in Article L. 411-2 1° of the French Monetary and Financial Code and carried out under the sixteenth resolution (fifteenth resolution) of shares and/or equity securities giving access to other equity securities and/or granting entitlement to the allotment of debt securities, and/or transferable securities giving access to equity securities to be issued;
- issuance with cancellation of preferential subscription rights by way of public offerings referred to in Article L. 411-2 1° of the French Monetary and Financial Code and within the limit of 20% of the share capital per year (sixteenth resolution) of shares and/or equity securities giving access to other equity securities and/or granting entitlement to the allotment of debt securities, and/or transferable securities giving access to equity securities to be issued.

Le montant nominal global des augmentations du capital susceptibles d'être réalisées, immédiatement ou à terme, ne pourra, selon la quatorzième résolution, excéder € 52 762 661, au titre des quatorzième, quinzième et seizième résolutions, étant précisé que le montant nominal des augmentations du capital susceptibles d'être réalisées, immédiatement ou à terme, ne pourra excéder :

- €39,571,996 for the fourteenth resolution;
- €13,190,665 for the fifteenth and sixteenth resolutions individually and together.

Under the fourteenth resolution, the aggregate nominal amount of the debt securities that may be issued may not exceed €300,000,000 with respect to the fourteenth, fifteenth and sixteenth resolutions.



STATUTORY AUDITORS' REPORTS

Statutory Auditors' report on the issuance of shares and other transferable securities with retention or cancellation of preferential subscription rights

These ceilings take account of the additional number of securities to be issued under the delegations of powers referred to in the fourteenth, fifteenth and sixteenth resolutions, under the conditions provided for in Article L. 225-135 1 of the French Commercial Code, if you adopt the seventeenth 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 cancellation of the preferential subscription rights and on certain other information concerning these operations, set out in this report.

We have performed those duties deemed necessary by us in accordance with professional standards of the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*), as applicable to this 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 a subsequent review of the conditions of any issues that may be decided, we have no observations to make on the methods used to determine the issue price of the equity securities to be issued set out in the Board of Directors' report under the fifteenth and sixteenth resolutions.

In addition, since this report does not specify the methods used to determine the issue price of the equity securities to be issued under the fourteenth resolution, we are unable to give our opinion on the choice of elements used to calculate this issue price.

Since the final conditions under which the issues would be carried out have not been determined, we are unable to express an opinion on them or, therefore, on the proposal to cancel the preferential subscription rights that is being put to you in the fifteenth and sixteenth resolutions.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report, if applicable, upon the use of these delegations of powers by your Board of Directors in the event of the issuance of transferable 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 issuance of transferable securities giving access to equity securities to be issued and in the event of the issuance of shares with cancellation of preferential subscription rights.

Paris-La Défense, 17 May 2023

The Statutory Auditors

AUDITEX

Mohamed Mabrouk

DELOITTE & ASSOCIES

Stéphane Rimbeuf



Statutory Auditors' report on the capital increase reserved for members of a company savings plan

Combined General Shareholders' Meeting of 29 June 2023 – Nineteenth resolution

To the General Shareholders' Meeting of Solocal Group.,

In our capacity as statutory auditors of your company and in compliance with Articles L. 225-135 et seq. of the French Commercial Code, we hereby present our report on the proposal to delegate to the Board of Directors the power to decide a capital increase by issuance of ordinary shares with cancellation of preferential subscription rights, reserved for members of one or more company savings plans (or any other plan with members for which a capital increase may be reserved under Articles L. 3332-1 et seq. of the French Labour Code under equivalent conditions) that may be set up within the group comprising your company and French or foreign undertakings falling within the scope of your company's consolidated or combined financial statements pursuant to Article L. 3344-1 of the French Labour Code, for a maximum nominal amount of €1,319,066, which you are being asked to vote on.

This capital increase is subject to your approval pursuant to the provisions of 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 is asking shareholders to delegate to it, for a period of twenty-six months from the date of this General Meeting, the power to decide a capital increase and to cancel your preferential subscription rights to the ordinary shares to be issued. If applicable, it will be responsible for determining the final conditions of issuance for this operation.

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 have performed those duties deemed necessary by us in accordance with the professional standards of the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*), as applicable to this 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 further examination of the terms and conditions of the capital increase which will be decided, we have no observations to make on the methods used to determine the issue price of the ordinary shares to be issued set out in the Board of Directors' report.

Since the final conditions under which the capital increase would be carried out have not been determined, we are unable to express an opinion on them or, therefore, on the proposal to cancel the preferential subscription rights that is being put to you.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report, if applicable, upon the use by your Board of Directors of this delegation of powers.

Paris-La Défense, 17 May 2023

The Statutory Auditors

AUDITEX

Mohamed Mabrouk

DELOITTE & ASSOCIES

Stéphane Rimbeuf

REQUEST FOR DOCUMENTS

COMBINED GENERAL SHAREHOLDERS' MEETING OF SOLOCAL GROUP

to be held on 29 June 2023

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 29 June 2023, as they are 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 **27 June 2023 at 00:00 (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 _____ 2023

Signature: _____



SIGN UP TO RECEIVE MEETING NOTICES BY EMAIL

DOCUMENTS FOR PARTICIPATING IN GENERAL SHAREHOLDERS' MEETINGS TO BE SENT TO HOLDERS OF REGISTERED SHARES⁽¹⁾

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 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 Planetshares website (<https://planetshares.uptevia.pro.fr>) to request any documents you wish.

- I request that, with effect from the Annual Ordinary General Shareholders' Meeting held in 2023, you send to me by email, at the email address stated below, my notice of meeting and the documents required to participate in Solocal Group General Shareholders' Meetings.
- 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:

Your personal data collected from this form are used by Solocal Group to respond to your sign-up 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 2023

Signature:

If at any time you decide that you once again wish to receive your notice of meeting and the documents for participating in General Shareholders' Meetings by post, please inform us by registered letter with acknowledgement of receipt.

Registered office: 204, Rond-Point du Pont de Sèvres – 92649 Boulogne-Billancourt Cedex

Telephone: **+33 (0)1 55 77 35 00** – Email: **actionnaire@solocal.com** – **www.solocal.com**

⁽¹⁾ 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 €131,906,654.00
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