



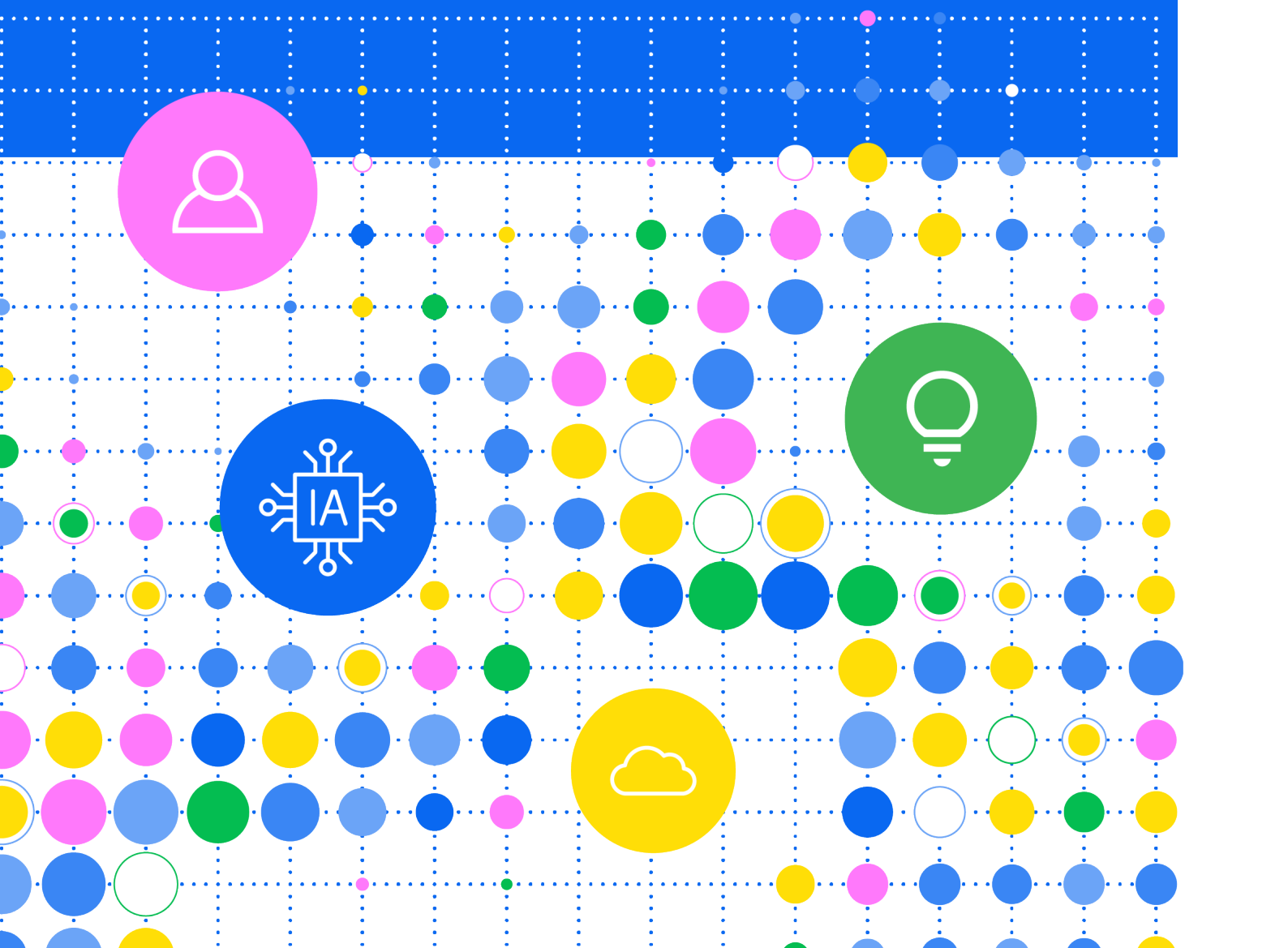
solocal

Addendum

to the notice of meeting

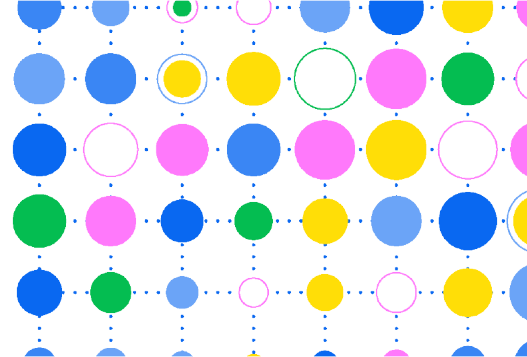
Solocal Group Combined General Meeting

2026



Addendum

to the notice of meeting



Dear Shareholders :

As indicated in the Notice of Meeting Brochure for the Combined General shareholders meeting on the 4 of June 2026 which has been provided to you (the « **Notice of Meeting Brochure** »):

- The agenda and the draft of the proposed resolutions presented are those published in the notice of the Company's Combined General Meeting published in the Bulletin des Annonces légales Obligatoires no. 48 of 22 April 2026 (the « **Initial Notice** »);
- The report of the Company's Board of Directors presented in the Notice of Meeting Brochure has been prepared on the 21 of April 2026 based on the agenda and the draft of the proposed resolutions as published in this Initial Notice.

Please note that the agenda and these draft proposed resolutions have since been amended by the Company's Board of Directors at their meeting on the 11 of May 2026, to take into account two new resolutions which will be submitted for approval to the Combined General shareholders meeting on the 4 of June 2026.

The agenda and the draft of the proposed resolutions published in the Initial Notice have therefore been supplemented by the following two extraordinary proposed resolutions:

FOURTEENTH 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 company or 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 or group 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 Company or 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, it being specified that the subscription may be made through company mutual funds or any other entity permitted under the applicable laws and regulations;

2 - resolves to cancel the preferential subscription right of shareholders, in favor of the above-mentioned beneficiaries

(including any company mutual funds or any other entity permitted under the applicable laws and regulations);

3 - authorises the Board of Directors to sell existing shares or other securities giving access to the Company's share capital, acquired by the Company in accordance with the share buy-back program approved by this General Meeting in its eleventh resolution (or in any subsequent resolution with the same purpose), on one or more occasions, within the limits set by that program, to members of a company or group savings scheme of the Company and of French or foreign companies affiliated with it under the terms of Articles L. 225-180 of the French Commercial Code and L. 334-4-1 of the French Labour Code (including through company mutual funds or any other entity permitted under the applicable laws and regulations), it being specified that share disposals made at a discount to members of one or more company savings schemes referred to under this delegation shall be deducted, up to the nominal value of the shares thus disposed of, from the cap amount referred to in paragraph 4) below;

4 - resolves that the total nominal amount of the capital increases that shall be carried out pursuant to this delegation will not exceed 5% of the total nominal amount of the share capital of the Company existing at the date of the decision of the Board of Directors;

5 - resolves that, pursuant to Article L. 3332-21 of the French Labour Code, the Board of Directors may also decide to allocate, free of charge, to the beneficiaries indicated above (including any company mutual funds or any other entity permitted under the applicable laws and regulations), shares to be issued or already issued, or other securities giving access to the Company's share capital to be issued or already issued, where applicable, in lieu of all or part of the discount and/or the employer's contribution, provided that taking into account their monetary value, valued at the subscription price, does not result in exceeding the limits set out in Articles L. 3332-11, L. 3332-12, L. 3332-13 and L. 3332-19 of the French Labour Code, and that the terms and conditions of the other securities giving access to the Company's share capital are determined by the Board of Directors in accordance with the conditions laid down by the applicable regulations;

6 - 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;

7 - further resolves that, in the event that the beneficiaries have not subscribed to the full amount of the capital increase within the specified time limit, the increase shall be carried out only up to the amount of the shares subscribed, with any unsubscribed shares being offered again to the relevant beneficiaries

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as part of a subsequent capital increase;

8 - resolves to grant all powers to the Board of Directors to implement this resolution, and particularly to:

a) decide to 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 and eligible corporate officers who are members of a company or group savings plan (including through company mutual funds or any other entity permitted under the applicable laws and regulations), established as may be required, and determine the amount of each issue within the aggregate limit defined above,

b) define the opening and closing dates for subscriptions, decide whether the new shares shall be directly subscribed for by the employees or through any company mutual funds or any other entity permitted under the applicable laws and regulations, and receive the employees' subscriptions,

c) 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,

d) 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,

e) 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,

f) determine and make any adjustments necessary to take account the impact of transactions affecting the Company's share capital or equity, in particular in the event of a change in the nominal value of the shares, a capital increase through the capitalisation of reserves, profits or share premiums, a bonus issue, a share split or consolidation, the distribution of dividends, reserves or premiums or any other assets, capital write-downs, or any other transaction relating to the share capital or equity (including in the event of a public offer and/or a change of control), and to determine, in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other safeguards, any terms and conditions designed to ensure, where applicable, the protection of the rights of holders of securities giving access to the Company's share capital or of beneficiaries of share subscription or purchase options or free share allocations,

g) in the event of a free allocation of shares or securities giving access to the share capital pursuant to paragraph 5) above, determine the nature and number of shares or securities giving access to the share capital, as well as their terms and characteristics, the number to be allocated to each beneficiary, and to set the dates, time limits, terms and conditions for the allocation of such shares or securities giving access to the share capital within the limits of the laws and regulations in force, and in particular to choose either to substitute, in whole or in part, the allocation of such shares or securities giving access to the share capital for the discounts relative to the issue price referred

to above, or to set off the value of such shares or securities against the total amount of the employer's contribution, or to combine these two options,

h) 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-fourth resolution adopted by the General Meeting of June 5, 2025.

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

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

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

The General Shareholders' Meeting resolves that:

- the total number of ordinary shares of the Company that may be allocated for free under this resolution (including to the benefit of the Company's corporate officers), in one or more plans, may not represent more than 5% of the Company's share capital at the date of the Board of Directors' decision to allocate them, it being specified that the Board of Directors will have the power to adjust the

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number of shares allocated in the event of transactions affecting the Company's share capital as set out in Article L. 225-181 of the French Commercial Code during the Vesting Period referred to below;

- the definitive acquisition of shares allocated under this authorization will be subject to at least two performance conditions determined by the Board of Directors at the time of the allocation decision, it being however specified that, notwithstanding the foregoing, the Board of Directors may adapt the performance condition(s) to the new configuration of the Solocal group in exceptional cases where the group's scope is significantly affected, modifying the Group's structure following a merger, change of control, acquisition or disposal;
- the allocation of shares to their beneficiaries will be definitive, subject to the fulfilment of any conditions or criteria set out by the Board of Directors, at the end of a vesting period of at least 3 years (the «Vesting Period»), and gives full powers to the Board of Directors to set out, where applicable, a Vesting Period longer than three years and/or a holding period;
- notwithstanding the foregoing, that the shares will be definitively acquired before the end of the Vesting Period in the event of the beneficiary's disability corresponding to classification in the second and third categories provided for in Article L. 341-4 of the French Social Security Code, and that the said shares will be freely transferable in the event of the beneficiary's disability corresponding to their classification in the aforementioned categories of the French Social Security Code;

The General Shareholders' Meeting notes that:

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

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

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

- record the existence of sufficient reserves and transfer the amounts required to pay up the new ordinary shares to be allocated to an unavailable reserve account at the time

of each allocation;

- determine the identity of the beneficiaries of the allocations, as well as the number of ordinary shares that may be allocated for free to each of them;
- set out, within the aforementioned limits, the amount of the issue(s) carried out pursuant to this resolution, as well as the number of ordinary shares to be issued for free;
- set out the conditions and, if applicable, the criteria for the allocation of these ordinary shares, including performance conditions, within the framework set out by this General Meeting;
- acquire the shares required to deliver any existing shares allocated for free;
- make any adjustments it deems necessary to take into account the impact of transactions affecting the Company's capital, in particular in the event of a change in the par value of the shares, a capital increase resulting from the exercise of securities giving access to the Company's capital or through the capitalization of reserves, the allocation of free shares, or a stock split or reverse stock split (it being specified that no adjustment will be made in respect of shares issued under other delegations of authority submitted to this Meeting);
- provide for the possibility of temporarily suspending allocation rights;
- take all necessary steps to ensure compliance, where applicable, with the retention obligation imposed on beneficiaries;
- enter into any agreement with a view to carrying out the issue(s) provided for in this resolution;
- carry out the publication and filing formalities required for the completion of the capital increases resulting from the issue of the new free shares, and amend the Company's bylaws accordingly;
- arrange for the new free shares to be admitted to trading on the Euronext Paris regulated market, and do all that may be necessary or useful for the completion of the capital increases provided for in this resolution and the admission of the new ordinary shares to trading; and
- generally do whatever is necessary to implement this authorization, in accordance with the applicable legislation.

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

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

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

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This authorization supersedes, as from the date hereof and for the unused portion of the authorization granted by the twenty-seventh resolution adopted by the General Meeting of June 5, 2025.

The updated versions of the agenda and the draft of the proposed resolutions will be published in the Bulletin des Annonces Légales Obligatoires on the 18 of May 2026. A complementary report containing the information relating to these resolutions will be prepared by the Company's Board of Directors and the special reports by the statutory auditors will be made available to you, so that you can be informed of the changes made to the draft of the proposed resolutions that will be submitted to the vote of the Combined General shareholders meeting on the 4 of June 2026.

All these documents and information can be consulted on the Company's website : www.solocal.com.

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Further Information

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