

## **Solocal Group**

A Societas Europaea (*Société européenne*) with share capital of 359,037.12 Euros  
Registered Office: 204, Rond-point du Pont de Sèvres, 92100 Boulogne-Billancourt  
Nanterre Trade and Companies Register (RCS) 552 028 425  
(the "**Company**")

### **BOARD OF DIRECTORS' COMPLEMENTARY REPORT ON THE FOURTEENTH AND FIFTEENTH RESOLUTIONS SUBMITTED TO THE COMBINED SHAREHOLDERS' MEETING (ORDINARY AND EXTRAORDINARY) OF SOLOCAL GROUP OF 4 JUNE 2026**

Ladies and Gentlemen,

The Combined Shareholders' Meeting (ordinary and extraordinary) of Solocal Group (the "**Company**"), to be held on June 4, 2026, will have to vote on the complementary agenda hereafter with respect to two additional draft resolutions added by the Board of Directors on May 11, 2026:

#### ***Resolutions within the powers of the Extraordinary General Meeting***

- 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; and
- 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.

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

#### **PRESENTATION OF THE ADDITIONAL RESOLUTIONS SUBMITTED TO THE GENERAL MEETING**

##### **Extraordinary Matters**

##### **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**

14<sup>th</sup> resolution

In order to have instruments to allow all the Company's employees to acquire a share in its capital, we propose that you delegate to the Board of Directors, with the right to sub-delegate in accordance with legal provisions, your authority to decide to increase the share capital, on one or more occasions, and at the times it deems appropriate, by issuing shares reserved for the members of one or more company 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) 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,

it being specified that the subscription may be made through company mutual funds or any other entity permitted under the applicable laws and regulations.

You will be asked to cancel the shareholders' preferential subscription right to the shares to be issued as part of this delegation in favor of the above-mentioned beneficiaries (including any company mutual funds or any other entity permitted under the applicable laws and regulations).

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 would be set at 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.

We propose that you resolve that 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.

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.

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 members of a company or Group savings plan (including through any company mutual funds or any other entity permitted under the applicable laws and regulations).

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

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

**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**

15<sup>th</sup> resolution

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

Commercial Code, in order to set up an attractive incentive scheme for the Group's managers and employees.

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

The total number of shares that may be allocated free of charge under this authorization may not exceed 5% of the Company's share capital at the date of the Board of Directors' decision to allocate them in accordance with the provisions of Article 225-197-1 of the French Commercial Code, it being specified that the Board of Directors will have the power to adjust the 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 that will be set out by the Board of Directors.

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

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

This authorization would be granted for a period of thirty-eight months from the date of the Annual General Meeting and would supersede, for the unused portion, the authorization granted by the twenty-seventh resolution adopted by the General Meeting of June 5, 2025.