



solocal

Notice of meeting

Solocal Group Combined General Meeting

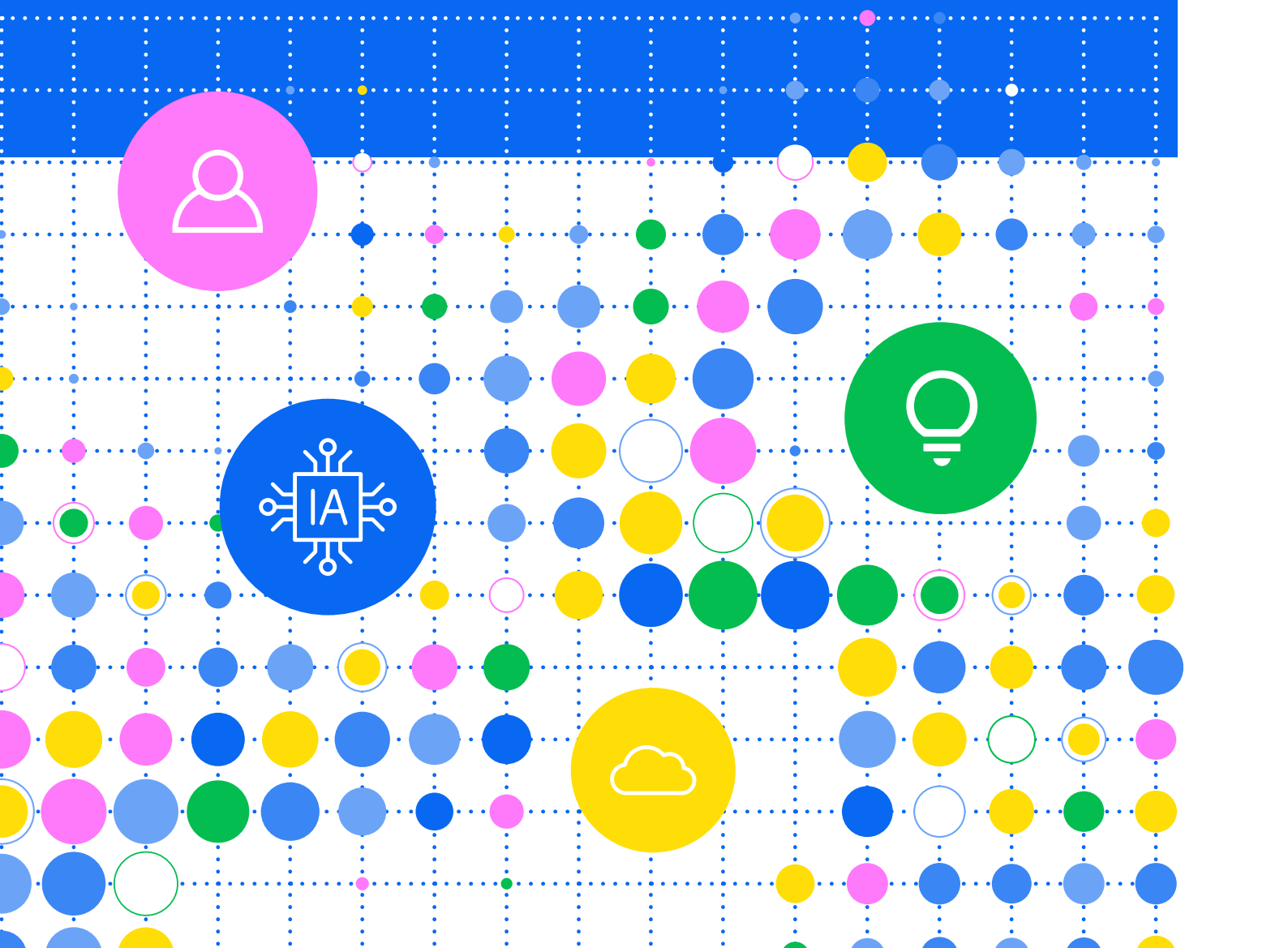
2026

4 June 2026 at 10:00 a.m.

Shareholder registration from 9:30 a.m.

Head office of Solocal Group
Tours du Pont de Sèvres Citylights

204 Rond-Point du Pont de Sèvres
92100 Boulogne-Billancourt, France





Welcome to the Combined General Meeting 4 June 2026 at 10:00 a.m.

Shareholder registration from 9:30 a.m.

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

Contact us

By telephone:

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

Online:

www.solocal.com

By email:

actionnaire@solocal.com

By post:

Solocal Group – Shareholder Relations
204, Rond-Point du Pont de Sèvres
92649 Boulogne-Billancourt Cedex, France



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How to participate in the General Meeting

The Solocal Group Combined General Meeting will be held on:

4 June 2026 at 10:00 a.m. – Shareholder registration from 9:30 a.m.

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

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

<https://solocal.engagestream.euronext.com/20260604-assemblee-generale-2026>



Terms and conditions of participation in the General Meeting

INFORMATION

Compliance of participation procedures with French Decree No. 2026-94 of 13 February 2026

Please be informed that the procedures for participating in the General Meeting set out below have been updated to comply with the provisions of French Decree No. 2026-94 of 13 February 2026.

In particular, the date by which shareholders must provide evidence that their shares are registered in order to participate in the General Meeting has now been set at five business days before the Meeting instead of two.

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

Providing evidence of shareholder status

In accordance with Article R. 22-10-28 of the French Commercial Code, any Solocal Group shareholder, regardless of the number of shares held and the manner in which they are held (registered or bearer form), may participate in the General Meeting. To do so, you must prove ownership of the shares, as evidenced by the registration of the shares in your name or in the name of the intermediary registered on your behalf, pursuant to Article L. 228-1 of the French Commercial Code, by the fifth business day preceding the Meeting, i.e. by **midnight, Paris time, on Thursday 28 May 2026**, in accordance with the following procedures:

- For **holders of registered shares** (whether managed by a financial intermediary or by Solocal Group)

The shares must be registered in the accounts held for the Company by its authorised agent, Uptevia.

- For **bearer shareholders**

The financial intermediary with whom your shares are registered in bearer form must provide evidence of your status as a shareholder to the centralising agent for Solocal Group General Meetings – Uptevia (Service Assemblées Générales – Coeur Défense, 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France) by producing a shareholder certificate confirming the holding of the shares as at midnight, Paris time, on Thursday 28 May 2026, issued by the financial intermediary, electronically if applicable, under the conditions provided for in Article R. 22-10-28 of the French Commercial Code.

How to participate in the General Meeting

How to participate in the General Meeting

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

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

APPLY FOR AN ADMISSION CARD BY POST

IF YOU HOLD REGISTERED SHARES

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

- Tick **box A** on the paper form (see template on page 6).
- Date and sign at the bottom of the form.
- Return the form to **Uptevia Assemblées Générales** using the postage paid envelope provided.

Uptevia Assemblées Générales must receive your form no later than three days before the meeting, **i.e. 1 June 2026**.

IF YOU HOLD BEARER SHARES

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

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

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

To be taken into account, the form and certificate must reach **Uptevia Assemblées générales** no later than three days before the meeting **i.e. 1 June 2026**.



UPTEVIA ASSEMBLÉES GÉNÉRALES WILL SEND YOU YOUR ADMISSION CARD

APPLY FOR AN ADMISSION CARD ONLINE

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

REGISTERED SHAREHOLDERS WHOSE SHARES ARE MANAGED BY SOLOCAL GROUP

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

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

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

BEARER SHAREHOLDERS

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

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

If the financial intermediary has access to the VOTACCESS website, you will need to sign in to your financial intermediary's online portal with your usual login details. Next, click on the icon that appears on the row corresponding to your Solocal Group shares and follow the instructions displayed on screen to access the VOTACCESS website 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 **3 June 2026** or if you have not applied for your admission card:

- if you are a registered shareholder, you can attend the General Meeting simply by presenting proof of identity at the counter set up for that purpose at the meeting entrance;
- if you are a bearer shareholder and have not received an admission card by the fifth business day preceding the meeting, i.e. by midnight (*Paris time*) on **28 May 2026**,

you can attend the General Meeting by presenting a shareholder certificate drawn up by your financial intermediary confirming that your shares were registered no later than midnight (*Paris time*) on **28 May 2026**, together with proof of identity, at the counter set up for that purpose at the meeting entrance.

How to participate in the General Meeting

How to participate in the General Meeting

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

USING THE PAPER FORM (see template on page 6)

TO VOTE BY POST

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

TO GRANT PROXY TO THE CHAIRMAN

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

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

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



YOU HAVE VOTED

IF YOU HOLD REGISTERED SHARES

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

Uptevia Assemblées Générales must receive your form no later than three days before the meeting, i.e. **Monday 1 June 2026**.

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 confirming that the shares are registered to you, to:

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

The form and certificate must reach Uptevia Assemblées Générales no later than three days before the meeting, i.e. **Monday 1 June 2026**.

TO VOTE OR TO APPOINT/REVOKE A PROXY ONLINE

FOR REGISTERED SHAREHOLDERS WHOSE SHARES ARE MANAGED BY SOLOCAL GROUP

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

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

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

FOR BEARER SHAREHOLDERS

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

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

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

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

In order for electronic appointments or revocations of proxies to be validly taken into account, confirmations must be received no later than the day before the meeting, i.e. by **3:00 p.m. (Paris time) on Wednesday 3 June 2026**.

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

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

The VOTACCESS secure platform will be available from **18 May 2026**. The option to vote online before the General Meeting will close on the day before the meeting, i.e. at **3:00 p.m. (Paris time) on Wednesday 3 June 2026**. However, in order to ease traffic on the VOTACCESS website, we advise shareholders not to wait until the day before the meeting to vote.

How to participate in the General Meeting

How to complete the form included with this document

How to complete the form included with this document

Do not send your form directly to Solocal Group.

All matters related to the General Meeting are handled by Uptevia Assemblées Générales, the centralising bank for the Solocal Group General Meeting.



To be taken into account, your form must reach Uptevia Assemblées Générales no later than **Monday 1 June 2026**.

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

Tick this box to attend the General 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 [] 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 DESIRE ASSISTER A CETTE ASSEMBLEE 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

Société européenne au capital de 359 037,12 €
 Siège social : 204, Rond-point du Pont de Sèvres,
 92100 Boulogne-Billancourt
 552 028 425 R.C.S. Nanterre

ASSEMBLEE GENERALE MIXTE
 Convoquée pour le 4 juin 2026 à 10h00
 Siège social de Solocal Group
 Tours du Pont de Sèvres - Citylights
 204, rond-point du Pont de Sèvres - 92100 Boulogne Billancourt

COMBINED GENERAL MEETING
 To be held on June 4th, 2026 at 10 a.m
 Siège social de Solocal Group
 Tours du Pont de Sèvres - Citylights
 204, rond-point du Pont de Sèvres - 92100 Boulogne Billancourt

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

Identifiant - Account

Nombre d'actions / Number of shares

Voix simple / Single vote

Voix double / Double vote

Porteur / Bearer

Nombre de voix - Number of voting rights

1 VOTE PAR CORRESPONDANCE // VOTE BY POST
 Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci [] l'une des cases "Non" ou "Abstention" // I vote YES at 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	Oui / Yes	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"/>	Non / No	<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"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>

2 DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLEE GENERALE
 Cf. au verso (3)

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

3 DONNE POUVOIR A : Cf. au verso (4)

I HEREBY APPOINT : See reverse (4)

M.ou Mme, Raison Sociale / M or Mrs, 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 Chairman of the Meeting: 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.

How to participate in the General Meeting

Information and documents made available to shareholders

Written questions

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

Written questions must be sent to the Company's head office by registered letter with acknowledgement of receipt addressed to the Chairman of the Board of Directors no later than the fourth business day preceding the date of the General Meeting, i.e. by **midnight (Paris time) on Friday 29 May 2026** at the latest.

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

Securities lending and borrowing

In accordance with Article L. 22-10-48 of the French Commercial Code, any person who holds, either alone or jointly, in respect of one or more transactions involving the temporary transfer of Company shares or any transaction granting a right or imposing an obligation 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 preceding the meeting, i.e. by **midnight (Paris time) on Tuesday 2 June 2026 at the latest**, where the contract governing such transaction remains in force at that date, of the total number of shares held on a temporary basis.

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 expiry of the contract

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

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

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

Failure to inform the Company and the AMF in accordance with the above conditions will mean that the shares acquired under the relevant temporary transactions will not carry voting rights for the General Meeting to be held on Thursday 4 June 2026 and for all Shareholders' Meetings that may be held until such shares have been resold or returned.

Information and documents made available to shareholders

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

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



Agenda

Important note

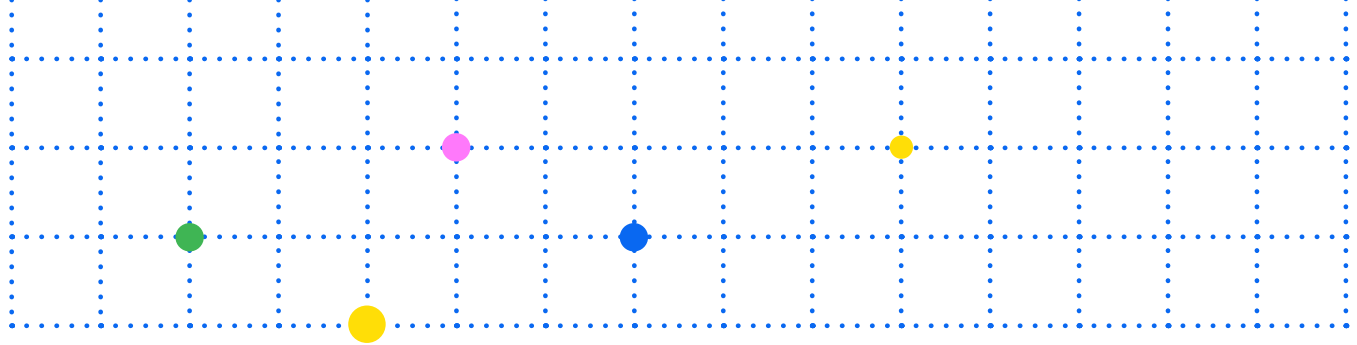
This agenda is the same as that which appears in the notice of the Combined General Shareholders' Meeting of the Company published on 22 April 2026 in the French legal gazette (BALO), issue 48. Shareholders are advised that the agenda may be subject to change following (a) requests to add items and draft 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 4 June 2026. 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 4 June 2026.

Resolutions within the powers of the Ordinary General Meeting

- Approval of the parent company financial statements for the year ended 31 December 2025;
- Approval of the consolidated financial statements for the year ended 31 December 2025;
- Allocation of profit/loss for the year ended 31 December 2025, as shown in the parent company financial statements;
- Approval of the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code;
- Approval of the compensation components paid during the financial year ended 31 December 2025 or awarded for the same fiscal year to Mr Maurice Lévy, Chief Executive Officer;
- Approval of the information relating to the compensation of corporate officers mentioned in I of Article L. 22-10-9 of the French Commercial Code;
- Approval of the Directors' compensation policy;
- Renewal of the term of office of Mrs Nathalie Boy de la Tour as Independent Director of the Company;
- Renewal of the term of office of Mr Julien-David Nitlech as Independent Director of the Company; and
- Authorization to be granted to the Board of Directors to purchase or transfer some Solocal Group's shares.

Resolutions within the powers of the Extraordinary General Meeting

- Authorisation to be granted to the Board of Directors to reduce the share capital by cancelling treasury shares held by the Company; and
- Powers for formalities.



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

Overview

Solocal Group operates in the Digital sector and generated revenue of €324.5 million in the 2025 financial year. The Digital business consists of the following offers:

- the Connect range enables VSEs and SMEs to manage their digital presence on pagesjaunes and more than 30 websites and social media platforms (including Google, Facebook, Bing, Tripadvisor, Instagram, etc.) in just a few clicks, in real time and with complete autonomy via solocal Manager (a single mobile app and a web interface). This offer includes several features that make it easier to manage interaction between businesses and their customers, including instant messaging, review management, quote requests, marketing campaigns, and the publication of news updates. The online calendar and appointment booking option allows customers to book appointments at their convenience, 24 hours a day, and keeps all appointments in one place on solocal Manager for easier management. Connect generated revenue of €77.1 million in 2025 and is sold on a subscription basis with auto-renewal;
- the Booster offer enables businesses to augment their digital visibility beyond their natural online presence with a view to expanding market share locally. This offer includes the Ranking service and generated revenue of €189.1 million in 2025;
- Solocal's Website range takes care of the creation and search engine optimisation of customers' websites and is offered at various price points, again on a subscription basis with auto-renewal. The Website range generated revenue of €58.3 million in 2025.

The Connect and Booster ranges are designed for VSEs/SMEs and are also available for Large Network Accounts.

Since 31 July 2024, Solocal's scope of consolidation has included Regicom.

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

Commentary on the results for the year ended 31 December 2025

Commentary on the results for the year ended 31 December 2025

Consolidated statement of profit or loss for the financial years ended 31 December 2025 and 31 December 2024

(amounts in thousands of euros, except data relating to shares)	Notes	Year ended 31/12/2025	Year ended 31/12/2024
REVENUE	1.3	324,519	334,508
Net external expenses		(115,024)	(140,445)
Personnel expenses		(149,774)	(149,662)
Restructuring costs		279	(1,669)
EBITDA	1.4	60,000	42,732
Depreciation, amortisation and impairment	1.5	(31,612)	(58,340)
OPERATING INCOME		28,388	(15,607)
Net gain on debt restructuring		-	143,959
Financial income		1,452	304
Financial expenses		(7,996)	(8,879)
NET FINANCIAL INCOME (EXPENSE)	1.5	(6,545)	135,385
INCOME BEFORE TAX FROM CONTINUING OPERATIONS		21,844	119,777
Corporate income tax	1.5	(7,614)	159
NET INCOME FROM CONTINUING OPERATIONS		14,229	119,936
NET INCOME FROM DISCONTINUED OPERATIONS		-	-
NET INCOME FOR THE PERIOD	1.5	14,229	119,936
Net earnings per share of the consolidated group based on a weighted average number of shares			
- basic		0.40	8.49
- diluted		0.39	7.90

Non-recurring items

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

These costs may also include non-recurring consultancy costs associated with financial projects.

At 31 December 2025, non-recurring items amounted to income of €0.3 million. Non-recurring items amounted to an expense of €1.7 million for the 2024 financial year.

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

Commentary on the results for the year ended 31 December 2025

Order backlog analysis

Revenue

Solocal generated revenue of €324.5 million in 2025, down 3.0% compared with the previous year.

Order backlog

(in millions of euros)	Year ended 31/12/2025	Year ended 31/12/2024
Total order backlog – beginning of period	209.6	194.1
Order intake	361.2	294.7
Revenue	(324.5)	(334.5)
Regicom contribution	-	55.3
Total order backlog – end of period (incl. Regicom)	246.3	209.6

The 2025 figures include Regicom's contribution.

The Group's order backlog stood at €246.3 million at 31 December 2025, up 17.5% from €209.6 million at 31 December 2024.

According to management's estimates, the order intake already booked before 31 December 2025 is expected to generate secured revenue for 2026 of €168.1 million. Secured revenue at 31 December 2024 for 2025 was €175.7 million.

Solocal's performance indicators

Solocal's customer base has changed as follows:

(In thousands of customers)	Year ended 31/12/2025	Year ended 31/12/2024	Change
Customer base – BoP⁽¹⁾	227	251*	(24)
+ Acquisitions	16	28	(12)
- Churn	(48)	(52)	4
Customer base – EoP⁽¹⁾	195	227	(32)
Net change BoP – EoP	(32)	(24)	(8)
Churn ⁽²⁾ on a like-for-like basis (as %)	21.3%	20.8%	0.6 pt

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

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

* The opening customer base for 2024 was adjusted downwards by 10,000 to exclude customers on legacy offers not subject to billing.

The Group's customer base stood at **195,000 customers at 31 December 2025**. The economic situation, including record numbers of bankruptcies, is partly responsible for this situation.

In total, the Group's churn rate was 21.3% at 31 December 2025, up from 20.8% at end-2024.

The Group's ARPA was around €1,550 at 31 December 2025, significantly higher than at the end of the previous year (approx. €1,420).

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

Commentary on the results for the year ended 31 December 2025

EBITDA analysis

Net external expenses

External expenses totalled €115 million at end-2025, down 18.1%. This significant decrease occurred despite the inclusion of costs related to Regicom. It is mainly explained by non-recurring effects in 2024, including significant disputes and the introduction of a new information system that led to collection difficulties. It also reflects improvements in certain cost items, such as savings in rental costs following the renegotiation of the Citylights 2 lease at the end of 2024 and a reduction in fees paid to external service providers.

Personnel expenses

Personnel expenses totalled €149.8 million at the end of 2025, stable compared to 2024. The full-year integration of the workforce of Regicom (247 FTEs at the end of the period), which has been consolidated since 31 July 2024, was offset by the attrition of the Group's staff count, particularly within support functions.

The Group had a workforce of 2,048 people at 31 December 2025 (excluding long-term absence), 38% of whom were sales staff. The staff count was 2,159 on 31 December 2024.

Restructuring costs

Non-recurring items amounted to income of €0.3 million. In 2024, the expense of €1.7 million related to the costs incurred in connection with the Group's restructuring and the impact of the renegotiation of the lease on the Company's head offices.

EBITDA

EBITDA increased by 40.4% to €60.0 million at end-2025, compared with €42.7 million in 2024. This corresponds to an EBITDA margin of 18.5%, an improvement of 5.7 pts compared with 2024.

Analysis of the other items in the statement of profit or loss

Operating income

The table below shows the Group's operating income for 2025 and 2024:

(in millions of euros)	Year ended 31/12/2025	Year ended 31/12/2024	Change 2025/2024
EBITDA	60.0	42.7	40.4%
As % of revenue	18.5%	12.8%	44.7%
Depreciation, amortisation and impairment	(31.6)	(58.3)	45.8%
OPERATING INCOME	28.4	(15.6)	281.9%
As % of revenue	8.7%	-4.7%	287.5%

Depreciation and amortisation totalled €31.6 million in 2025, down €26.7 million compared with 2024. This decrease reflects the renegotiation of the Citylights 2 lease, which reduced the depreciation of the related right-of-use asset, as well as the reduction in capital expenditure.

Net income for the period

The table below shows the Group's net income for the years ended 31 December 2025 and 2024:

(in millions of euros)	Year ended 31/12/2025	Year ended 31/12/2024	Change 2025/2024
OPERATING INCOME	28.4	(15.6)	281.9%
As % of revenue	8.7%	-4.7%	287.5%
Financial income	1.5	144.3	-99.0%
Financial expenses	(8.0)	(8.9)	9.9%
NET FINANCIAL INCOME (EXPENSE)	(6.5)	135.4	-104.8%
INCOME BEFORE TAX	21.8	119.8	-81.8%
Income tax	(7.6)	0.2	-4,877.6%
NET INCOME FOR THE PERIOD	14.2	119.9	-88.1%

The financial result was a loss of €6.5 million in 2025, compared with net financial income of €135.4 million in 2024, a non-recurring figure resulting from the financial restructuring in which the Group recognised a net gain of €144 million following the conversion of debt into equity.

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

Commentary on the results for the year ended 31 December 2025

The consolidated result before tax was a gain of €21.8 million in 2025 compared with a gain of €119.8 million in 2024.

A tax expense of €7.6 million was booked for 2025 versus a tax benefit of €0.2 million in 2024.

The Group's consolidated net result for 2025 was a profit of €14.2 million, compared with a profit of €119.9 million in 2024.

Consolidated cash flow presentation

(in millions of euros)	Year ended 31/12/2025	Year ended 31/12/2024
RECURRING EBITDA	59.7	44.4
Non-cash items included in EBITDA	(0.0)	26.7
Net change in working capital	1.5	(19.6)
Acquisitions of property, plant and equipment and intangible fixed assets	(15.4)	(19.4)
Leases (IFRS 16)	(12.3)	(22.9)
RECURRING OPERATING CASH FLOW	33.5	9.2
Non-recurring items	(0.4)	(22.3)
Financial income received/(disbursed)	(0.1)	(2.8)
Corporate income tax refunded/(paid)	(6.2)	2.6
Other items	0.2	(0.5)
FREE CASH FLOW	27.0	(13.8)
Increase (decrease) in borrowings	(18.2)	(23.8)
Capital increase	0.0	42.6
Changes in scope	(0.0)	10.2
Other items	(0.1)	0.0
NET CHANGE IN CASH	8.7	15.2
NET CASH & CASH EQUIVALENTS BOP	70.9	55.7
NET CASH & CASH EQUIVALENTS EOP	79.6	70.9

NB: during the first half of 2025, the Group reclassified IFRS 16 cash flows within recurring operating cash flows under the line "IFRS 16 impact".

EBITDA is an alternative performance indicator corresponding to operating income before depreciation, amortisation and impairment of non-current assets.

The change in working capital amounted to +€1.5 million in 2025, compared with -€19.6 million in 2024. This notable improvement, achieved despite the decline in sales performance, which negatively impacts trade receivables, reflects improved control over cash collection.

Capital expenditure totalled €15.4 million over the period, compared with €19.4 million in 2024.

IFRS 16 cash flows, corresponding mainly to the financial amortisation of capitalised lease right-of-use assets, are reclassified within recurring operating cash flows and amounted to €12.3 million in 2025 compared with €22.9 million in 2024. The change reflects the renegotiation of the Citylights 2 lease at the end of 2024.

Disbursed financial expenses totalled -€0.1 million in 2025. They mainly consist of interest paid on various borrowings (RCF, Atout loan, state-guaranteed loan), with the exception of the Mini-Bond, whose interest is capitalised, partly offset by investment income.

The Group's free cash flow was strongly positive at +€27 million in 2025, compared with a negative balance of -€13.8 million in 2024.

Total borrowings decreased by €18.2 million in 2025. This includes the full repayment of the revolving credit facility (RCF) (€14 million), following the early repayment of two instalments during the year (€7 million), with the final instalment paid on 31 December – nine months ahead of the original maturity date.

Net change in cash for the year amounted to +€8.7 million, compared with a non-recurring change of +€15.2 million in 2024, which included the proceeds from the capital increase and the cash contributed by Regicom in summer 2024.

At 31 December 2025, Solocal had gross cash of €79.6 million, compared with €70.9 million at 31 December 2024.

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

Consolidated liquidity, capital resources and capital expenditure

Consolidated liquidity, capital resources and capital expenditure

The table below shows the Group's cash flows for the years ended 31 December 2025 and 31 December 2024:

(in millions of euros)	Year ended 31/12/2025	Year ended 31/12/2024	Change
Net cash from operating activities	52.0	26.6	25.4
Net cash provided by (used in) investing activities	(15.3)	(9.8)	(5.5)
Net cash provided by (used in) financing activities	(27.9)	(1.6)	(26.3)
Impact of changes in exchange rates on cash and cash equivalents	(0.1)	0.0	(0.1)
NET INCREASE (DECREASE) IN CASH POSITION	8.7	15.2	(6.5)

Net cash from operating activities stood at €52 million at 31 December 2025 compared with €26.6 million at 31 December 2024.

Net cash provided by (used in) investing activities amounted to -€15.3 million at 31 December 2025 compared with -€9.8 million at 31 December 2024, a negative change of €5.5 million, mainly due to the cash acquired from Regicom in 2024 (+€10.2 million) and a decrease in acquisitions and disposals of fixed assets.

Net cash provided by (used in) financing activities amounted to a net outflow of -€27.9 million at 31 December 2025, mostly consisting of the repayment of borrowings and lease liabilities. In 2024, the repayment of borrowings and lease liabilities was offset by the proceeds from the capital increase.

The table below shows the changes in the Group's consolidated net cash position and debt for the years ended 31 December 2025 and 31 December 2024:

(in thousands of euros)	Year ended 31/12/2025	Year ended 31/12/2024
Cash equivalents	65,239	-
Cash	14,384	70,884
Bank overdrafts	-	-
CASH (1)	79,623	70,884
Nominal value of bond issues	21,349	21,349
Nominal value of revolving credit facilities drawn down	-	14,000
Other borrowings	3,851	8,064
Accrued interest not yet due on loans	2,598	840
Other	49	49
CURRENT AND NON-CURRENT FINANCIAL LIABILITIES	27,847	44,302
Long-term and short-term lease liabilities	30,050	36,332
GROSS FINANCIAL DEBT (2)	57,897	80,634
<i>of which current</i>	11,005	19,723
<i>of which non-current</i>	46,892	60,911
NET DEBT (NET CASH) (2) - (1)	(21,726)	9,750
NET DEBT (NET CASH) OF CONSOLIDATED GROUP	(21,726)	9,750

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

Definitions

Net cash excluding the application of IFRS 16 amounted to €51.8 million, compared with €26.6 million at 31 December 2024.

The Group's gross financial debt was €27.8 million and consisted of the Mini Bond maturing in 2029 (€21.3 million), the Atout loan of €1.7 million maturing in 2026, the Regicom state-guaranteed loans maturing in 2027 (€2.2 million) and accrued interest not yet due (€2.6 million). Available cash was €79.6 million.

The impact of the application of IFRS 16 on net financial debt was €30.1 million at 31 December 2025. This is due to the reclassification of rental commitments as lease liabilities on the statement of financial position.

As a result, the Group's net cash amounted to €21.7 million at 31 December 2025 compared with net debt of €9.8 million at 31 December 2024.

The Group is in compliance with the financial ratios stipulated in the financial documentation.

Capital expenditure

(in millions of euros)	Year ended 31/12/2025	Year ended 31/12/2024
Internally developed software	14.9	18.9
Investments in intangible assets and property, plant and equipment	0.6	0.5
Right-of-use assets related to leases	2.2	19.5
CURRENT INVESTMENTS	17.6	38.9

Outlook for 2026

Following a year of transformation in 2025, Solocal continues to implement its recovery strategy, with the objective of returning to growth in the second half of 2026, specifically from the fourth quarter onwards. In addition, the Group is not ruling out targeted

acquisitions to strengthen its position, especially in certain areas of technological expertise.

In terms of profitability, Solocal anticipates an improvement in the EBITDA margin to around 20% in 2026.

Activity and revenue for the first quarter of 2026

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

Definitions

Order backlog: The order backlog corresponds to the portion of revenue still to be recognised as at 31 December 2025 for the subsequent period, from order intake that has been validated and committed to by customers. For subscription products, only the current commitment period is taken into account.

Secured revenue: Revenue to be recognised in 2026 from sales prior to 31 December 2025, without taking into account the possible renewal of these contracts.

EBITDA: EBITDA is an alternative performance indicator presented in the statement of profit or loss alongside operating income and before depreciation and amortisation of non-current assets.

Recurring EBITDA refers to EBITDA before non-recurring items. These non-recurring items concern income and expenses that are very limited in quantity, unusual, abnormal and infrequent in nature, and of a particularly significant amount. They are mainly

restructuring items, i.e. income or costs arising from programmes that are planned and controlled by management, which materially change either the scope of the Company's activities, or the way in which those activities are managed.

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

Churn: Number of customers lost during a given period.

ARPA: Average Revenue per Advertiser.

Financial performance over the past five years

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

Nature of the information (excluding capital, amounts in thousands of euros)	2021 financial year	2022 financial year	2023 financial year	2024 financial year	2025 financial year
1 – Financial position at year-end					
a) Share capital	131,694,468	131,906,654	131,906,654	338,690	359,037
b) Number of existing ordinary shares	131,694,468	131,906,654	131,906,654	33,869,039	35,903,712
2 – Total income from operations					
a) Revenue excluding VAT ⁽¹⁾	15,910	16,383	15,224	14,219	9,809
b) Earnings before tax, profit-sharing, depreciation, amortisation and provisions	(12,325)	(2,448)	(12,991)	(18,445)	17,003
c) Corporate income tax	(12,724)	7,290	5,685	6,654	2,651
d) Employee profit-sharing due for the financial year	-	-	-	-	-
e) Earnings after tax, depreciation, amortisation and provisions	(9,885)	(558,089)	(292,524)	(10,006)	44,463
f) Profits distributed in the next year ⁽²⁾	-	-	-	-	-
3 – Earnings per share (in euros)					
a) Earnings after tax & profit-sharing but before depreciation, amortisation and provisions	0	0	0	0	0
b) Earnings after tax, profit-sharing, depreciation, amortisation and provisions	0	0	0	0	0
c) Dividend paid per share in the next year ⁽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	748	771	425	174	-

(1) The amounts entered under Revenues excl. tax include all operating income.

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



Draft resolutions to be submitted to the Annual General Meeting

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 22 April 2026 in the French legal gazette (BALO), issue 48. 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 4 June 2026. 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 4 June 2026.

Within the competence of the Ordinary General Meeting

First resolution

(Approval of the parent company financial statements for the year ended 31 December 2025)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having consulted the management report of the Board of Directors and the report of the Statutory Auditors on the parent company financial statements, approves the annual financial statements of Solocal Group for the financial year ended 31 December 2025, 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 benefit for this financial year, as shown in the said accounts.

The General Meeting acknowledges that 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 2025 amounts to €0.

Second resolution

(Approval of the consolidated financial statements for the year ended 31 December 2025)

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 2025, 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 2025, 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 benefit for the year ended 31 December 2025 amounts to €44,463,085.57;
- decides to allocate the entire benefit for the year ended 31 December 2025 to "retained earnings", which after allocation will be a credit of €1,347,660.87;
- decides to reduce the "statutory reserve" account to an amount equal to 10% of the Company's share capital as at 31 December 2025 by reducing it by €5,788,544.28 (so that the statutory reserve amounts to €35,903.72) and to allocate this amount of €5,788,544.28 to the "retained earnings" account, which will show a credit balance of €7,136,205.15 following the allocation.

Draft resolutions to be submitted to the Annual General Meeting

Important note

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 components paid during the financial year ended 31 December 2025 or awarded for the same fiscal year to Mr Maurice Lévy, 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 2025, to Mr Maurice Lévy, Chief Executive Officer, as presented in Solocal Group's Universal Registration Document 2025, 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 2025 (ex post vote)" (it being noted that Mr Maurice Lévy has not received any compensation for the 2025 financial year).

Sixth 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 2025, 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 2025 financial year (ex-post vote)".

Seventh 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 of the Board of Directors 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 2025, in chapter 4 "Corporate Governance", in Section 4.2.3 "Report on Corporate Governance adopted by the Board of Directors", Part I "Compensation policy for corporate officers established pursuant to Article L. 22-10-8 of the French Commercial Code (ex ante vote)" (it being noted that the Chief Executive Officer has proposed to the Directors that he would not receive any compensation for the 2026 financial year, and that the Board of Directors approved this proposal).

Eighth 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 of the Board of Directors 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 2025, 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

(Renewal of the term of office of Mrs Nathalie Boy de la Tour as Independent Director of the Company)

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

- notes that the term of office as Independent Director of Mrs Nathalie Boy de la Tour will expire at the end of this General Meeting; and
- resolves to renew the term of office of Mrs Nathalie Boy de la Tour as Independent Director for a period of four (4) years, which will expire at the end of the General Meeting called in 2030 to approve the financial statements for the year ending 31 December 2029.

Tenth resolution

(Renewal of the term of office of Mr Julien-David Nitlech as Independent Director of the Company)

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

- notes that the term of office as Independent Director of Mr Julien-David Nitlech will expire at the end of this General Meeting; and
- resolves to renew the term of office of Mr Julien-David Nitlech as Independent Director for a period of four (4) years, which will expire at the end of the General Meeting called in 2030 to approve the financial statements for the year ending 31 December 2029.

Eleventh resolution

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

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

- terminates, with immediate effect, the unused portion of the authorization granted by the General Meeting of 5 June 2025 in its eighteenth 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 buyback program (including those subject to the said repurchase) does not exceed 10% of the shares making up the Company's share capital at that date (it being specified that, in accordance with Article L. 22-10-62 of the French Commercial Code, when shares are repurchased to promote liquidity under the conditions defined by the General Regulation of the Autorité des marchés financiers, the number of shares taken into account for the calculation of this 10% limit corresponds to the number of shares purchased, less the number of shares resold during the term of this authorization),
 - 5% of the amount of the share capital, this percentage being applied to a share capital adjusted to reflect transactions affecting it subsequent this General Meeting, so that on the date of each buyback, the total number of shares thus repurchased by the Company since the beginning of the buyback program (including those subject to the said repurchase) does not exceed 5% of the shares making up the Company's share capital on that date, if these are shares acquired by Solocal Group with a view to their retention and subsequent remittance in payment or exchange in the context of an external growth, merger, demerger or contribution transaction.

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

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

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

- to set up and honor obligations related to stock option programs or other allocations of shares to employees and corporate officers of Solocal Group or associated companies, and in particular to allocate shares to employees and corporate officers of Solocal Group in the context of (i) profit-sharing, or (ii) any stock purchase, stock option or free share allocation plan under the conditions provided for by law, in particular by Articles L. 3331-1 et seq. of the French Labor Code (including any sale of shares referred to in Article L. 3332-24 of the French Labor Code), and to carry out any hedging transactions relating to such transactions;
- to carry out purchase or sale transactions within the framework of a liquidity contract concluded with an investment services provider, under the conditions provided for by the market authorities;
- to deliver them upon the exercise of rights attached to securities giving the right to the allocation of Solocal Group shares by redemption, conversion, exchange, presentation of a warrant or in any other way;
- to retain the shares purchased and subsequently use them as payment or in exchange in connection with an acquisition, merger, demerger or contribution;
- to reduce Solocal Group's share capital by cancelling all or part of the shares acquired, subject to the authorization by the Extraordinary General Meeting; and
- more generally, to carry out any transaction that may be authorized by law or any market practice that may be permitted by the market authorities, it being specified that, in such a case, Solocal Group would inform its shareholders by way of a press release.

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

Draft resolutions to be submitted to the Annual General Meeting

Within the competence of the Extraordinary General Meeting

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

- in the event of a change in the par value of the share, a capital increase by incorporation of reserves, a free share issue, a stock split or reverse stock split, a distribution of reserves or any other assets, a capital redemption, or any other transaction affecting shareholders' equity, adjust the aforementioned maximum purchase price to take account of the impact of such transactions on the value of the share;
- place all stock market orders on all markets or carry out all off-market transactions;
- enter into and terminate all contracts and agreements for the repurchase, sale or transfer of treasury shares;
- allocate or reallocate vested shares to the various purposes in accordance with applicable legal and regulatory conditions;
- draw up all documents, make all declarations, announcements and formalities with the Autorité des marchés financiers and any other body, relating to the transactions carried out within the framework of this resolution;
- set the terms and conditions according to which the preservation of the rights of holders of securities giving access to Solocal Group's share capital will be ensured, if applicable, in accordance with the regulatory provisions; and
- carry out any other formalities and, in general, do anything necessary or useful in connection with the implementation of this authorization.

Within the competence of the Extraordinary General Meeting

Twelfth resolution

(Authorisation to be granted to the Board of Directors to reduce the share capital by cancelling treasury shares held by the Company)

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. 225-210 et seq. of the French Commercial Code and the provisions of Articles L. 22-10-62 et seq. of that Code, authorises the Board of Directors, with the right to sub-delegate in accordance with legal provisions, to:

- reduce the Company's share capital by cancelling shares, at his sole discretion, on one or more occasions, in the proportions and at the times it shall determine, up to a limit of 10% of the share capital per 18-month period (it being specified that this limit applies to an amount of the Company's share capital which shall, where applicable, be adjusted to take account of transactions affecting it subsequent to this General Meeting), all or part of the Solocal Group shares acquired under the share buy-back programs authorised by the General Meeting pursuant to Article L. 22-10-62 of the French Commercial Code, in particular under the terms of the eleventh resolution above, and more generally the treasury shares held by the Company; and

- allocate the difference between the purchase price of the cancelled shares and their nominal value to any available premium and reserve accounts of its choosing, and to allocate the portion of the statutory reserve that has become available as a result of the capital reduction.

The General Meeting grants the Board of Directors, with the power to sub-delegate in accordance with the law and the Company's Articles of Association, full powers to carry out the capital reduction transactions resulting from the cancellation transactions authorised by this resolution, to determine the terms and the final amount thereof, to record their completion, to amend the Articles of Association accordingly, and generally to perform all acts and formalities and take all necessary steps for the implementation of this authorisation.

The General Meeting resolves that this authorisation is granted for a period of 18 months from the date of this meeting.

Thirteenth resolution

(Powers for formalities)

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



Board of Directors’ report to the Solocal Group Combined General Meeting of 4 June 2026

Ladies and Gentlemen,

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

Resolutions within the powers of the Ordinary General Meeting

- Approval of the parent company financial statements for the year ended 31 December 2025;
- Approval of the consolidated financial statements for the year ended 31 December 2025;
- Allocation of profit/loss for the year ended 31 December 2025, as shown in the parent company financial statements;
- Approval of the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code;
- Approval of the compensation components paid during the financial year ended 31 December 2025 or awarded for the same fiscal year to Mr Maurice Lévy, Chief Executive Officer;
- Approval of the information relating to the compensation of corporate officers mentioned in I of Article L. 22-10-9 of the French Commercial Code;
- Approval of the compensation policy for the Chief Executive Officer;
- Approval of the Directors’ compensation policy;
- Renewal of the term of office of Mrs Nathalie Boy de la Tour as independent Director of the Company;
- Renewal of the term of office of Mr Julien-David Nitlech as independent Director of the Company; and
- Authorization to be granted to the Board of Directors to purchase or transfer some Solocal Group’s shares.

Resolutions within the powers of the Extraordinary General Meeting

- Authorisation to be granted to the Board of Directors to reduce the share capital by cancelling treasury shares held by the Company; and
- 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 2025

1st resolution et 2nd resolution

Pursuant to the first and second resolutions, we propose that you approve the financial statements (first resolution) and then the consolidated financial statements (second resolution) of the Company for the year ended 31 December 2025.

Notes on the Company's financial statements and the consolidated financial statements are provided in detail in the management report of the fiscal year 2025 by the Board of Directors, which is included in the 2025 Universal Registration Document, available on the Company's website (www.solocal.com). The reports of the Statutory Auditors on the parent company and consolidated financial statements are included in chapter 5 of the 2025 Universal Registration Document.

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

The amount of expenditure on luxuries for the year ended 31 December 2025 is €0.

Allocation of profit for the year ended 31 December 2025, as shown in the parent company financial statements

3rd resolution

Pursuant to the third resolution, we propose that you:

- note that the benefit for the year ended 31 December 2025 amounts to €44,463,085.57;
- decide to allocate the entire benefit for the year ended 31 December 2025 to "retained earnings", which after allocation will be a credit of €1,347,660.87;
- decide to reduce the "statutory reserve" account to an amount equal to 10% of the Company's share capital as at 31 December 2025 by reducing it by €5,788,544.28 (so that the statutory reserve amounts to €35,903.72) and allocate this amount of €5,788,544.28 to the "retained earnings" account, which will show a credit balance of €7,136,205.15 following the allocation.

You are reminded that no dividends have been distributed for the previous three financial years.

The table showing the Company's results over the past five years is appended to the Board of Directors' management report contained in section 5.3.5 of the 2025 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 fourth 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 2025 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 2025.

Approval of the components of the compensation paid during the fiscal year ended 31 December 2025 or awarded for the same fiscal year to the Chief Executive Officer (ex post vote)

5th resolution

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 compensation of Mr Maurice Lévy, 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 2025 financial year to Mr Maurice Lévy, Chief Executive Officer of the Company.

These components of compensation paid or awarded in respect of the 2025 financial year to the Chief Executive Officer are detailed in the section entitled "Part II: Remuneration paid or awarded to corporate officers in respect of the 2025 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 2025 Universal Registration Document accessible on the website www.solocal.com.

It is noted that Mr Maurice Lévy has not received any compensation for the 2025 financial year.

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

6th resolution

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

This information is detailed in the section entitled "Part II: Remuneration paid or awarded to corporate officers in respect of the 2025 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 2025 Universal Registration Document accessible on the website www.solocal.com.

Approval of the compensation policy for the Chief Executive Officer and the Directors (ex ante vote)

7th et 8th 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 2026 and until the General Shareholders' Meeting votes on a new compensation policy.

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

- to the Chief Executive Officer (seventh resolution);
- to all Directors (eighth resolution).

The information relating to these compensation policies and the description of all the components of the fixed and variable compensation applicable respectively to the Chief Executive Officer and to the corporate officers are detailed in the section entitled "Part I: Remuneration policy for corporate officers established pursuant to Article L. 22-10-8 of the French Commercial Code (ex ante vote)" of the report on the Company's corporate governance referred to in Article L. 225-37 of the French Commercial Code, contained in section 4.2.3 of the 2025 Universal Registration Document accessible on the website www.solocal.com.

It is noted that the Chief Executive Officer has proposed to the Directors that he would not receive any compensation for the 2026 financial year, and that the Board of Directors approved this proposal.

Renewal of the term of Mrs Nathalie Boy de la Tour as Independent Director of the Company

9th resolution

Under the terms of the seventeenth resolution, the General Shareholders' Meeting is asked to renew Mrs Nathalie Boy de la Tour'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 2030 to approve the financial statements for the year ended 31 December 2029.

Nathalie Boy de la Tour began her professional career with Bossard Consultants (now Cap Gemini Invent), where she worked for ten years, before heading the B2L-BBDO agency (digital subsidiary of the BBDO Group) for three years. She was an Independent Director of the Ligue de football professionnel (LFP) in 2013, then elected to the LFP Presidency (a position she held between 2016 and 2020). She then created the Blimli platform, a "home sales 2.0" platform as a new distribution channel, and held the positions of Executive Advisor (2021) then Senior Advisor (from 2023) with the SLAM fund (Sports, Luxury, Arts and Music). In 2024, she launched LeadHers (www.lead-hers.com), a European network of women executives. Nathalie Boy de la Tour is a graduate of the École supérieure libre des sciences commerciales appliquées and holds a specialized master's degree from ESCP Europe.

Renewal of the term of Mr Julien-David Nitlech as Independent Director of the Company

10th resolution

Under the terms of the sixteenth resolution, the General Shareholders' Meeting is asked to renew Mr Julien-David Nitlech'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 2030 to approve the financial statements for the year ended 31 December 2029.

Julien-David Nitlech is Managing Partner at IRIS in Paris, where he oversees early-stage investments in France and Germany. He specializes in technology companies, particularly in the fields of AI, Deep Tech, and Industry 4.0. Since joining IRIS in 2013, Julien-David has invested in Shift Technology, LeanIX (sold to SAP for €1.2 billion), Exotec, Armis, Monk (sold to ACV), Mailjet (sold to Mailgun), Escape, Lookout, Spinergie, Staffbase, and Virtuo. Before joining IRIS, Julien-David held strategic sales positions, which enables him to effectively support the portfolio, particularly in their international marketing efforts. He launched and developed the European operations of Apperian, a cloud-based mobile application management platform. At Orange, he developed strategic and commercial activities in the United States, negotiated strategic and industrial partnerships, and led the global terminal portfolio business, contributing significantly to the creation of BuyIn, a joint venture with Deutsche Telekom. Julien-David is a graduate of École Polytechnique and Telecom ParisTech.

Board of Directors' report

to the Solocal Group Combined General Meeting of 4 June 2026

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

11th 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 a maximum amount 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 5 June 2025 in its eighteenth 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 €10 per share (excluding acquisition costs), it being specified that for transactions involving the share capital, in particular through

the incorporation of reserves and the award of free shares, and/or a split or reverse split of the shares, this maximum price would be adjusted accordingly;

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

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

- to set up and fulfil obligations related to stock option programs or other awards of shares to employees and corporate officers of the Company or its affiliates, and in particular to award shares to the employees and corporate officers of the Solocal Group in the context (i) of the contribution made to the results of the business, or (ii) any share purchase, stock option or free share award plan under the conditions laid down by the law, in particular Articles L. 3331-1 et seq. of the French Labor Code (including any disposal of shares referred to in Article L. 3332-24 of the French Labor Code), and carry out any hedging transactions relating to these transactions;
- to carry out sale or purchase transactions under a liquidity agreement signed with an investment services provider under the conditions set out by the market authorities;
- to deliver them, upon the exercise of the rights attaching to securities giving the right to the award of Company shares, via redemption, conversion, exchange, presentation of a warrant or in any other way;
- to retain the shares purchased and subsequently use them as payment or in exchange in connection with an acquisition, merger, demerger or contribution;
- 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 2025 financial year and, since the beginning of the 2026 financial year, in the management report included in the 2025 Universal Registration Document accessible on the website www.solocal.com.

As the financial authorisations and delegations granted by the General Shareholders' Meeting of 5 June 2025 remain in force, no new financial authorisations or delegations will be proposed to you at the General Meeting, with the exception of that proposed under the twelfth resolution (as described below).

Authorisation to be granted to the Board of Directors to reduce the share capital by cancelling treasury shares held by the Company

12th resolution

Following the adoption of the eleventh resolution set out above, it is proposed that the Board of Directors be authorised to:

- reduce the Company's share capital by cancelling shares, at his sole discretion, on one or more occasions, in the proportions and at the times it shall determine, up to a limit of 10% of the share capital per 18-month period (it being specified that this limit applies to an amount of the Company's share capital which shall, where applicable, be adjusted to take account of transactions affecting it subsequent to this General Meeting), all or part of the Solocal Group shares acquired under the share buy-back programs authorised by the General Meeting pursuant to Article L. 22-10-62 of the French Commercial Code, in particular under the terms of the eleventh resolution above, and more generally the treasury shares held by the Company; and
- allocate the difference between the purchase price of the cancelled shares and their nominal value to any available premium and reserve accounts of its choosing, and to allocate the portion of the statutory reserve that has become available as a result of the capital reduction.

This delegation of authority would be granted for a period of eighteen months as from the General Meeting.

Powers for formalities

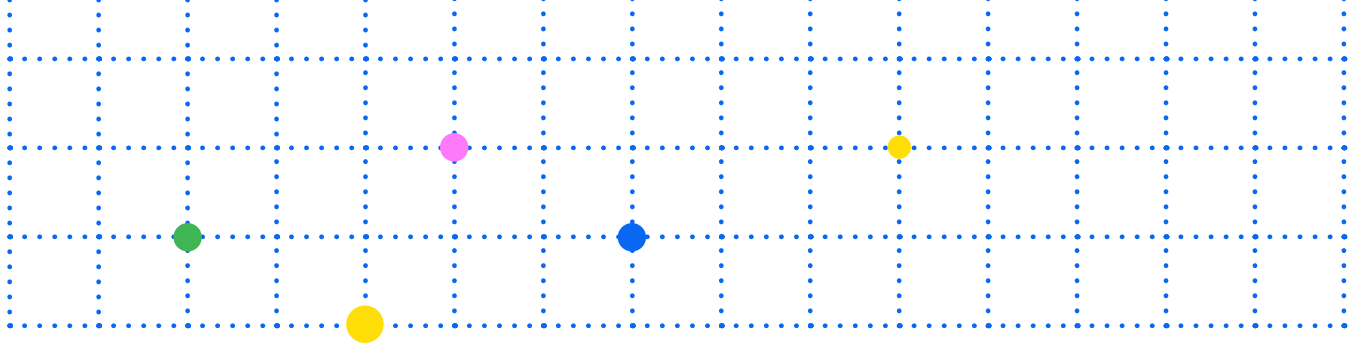
13th resolution

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.

Board of Directors' report

to the Solocal Group Combined General Meeting of 4 June 2026



Composition of the Board of Directors

As of the date of this document, the Board of Directors is composed of the following members

- Maurice Lévy, Chairman and CEO;
- Olivier de Botton, Independent Director;
- Nathalie Boy de la Tour, Independent Director;
- Ketty de Falco, Independent Director;
- Alexandre Falkenstein, Director representing employees;
- Alexandre Fretti, Independent Director;
- Delphine Grison, Independent Director;
- Marie-Christine Levet, Independent Director;
- Sophie Marchessou, Independent Director;
- Julien-David Nitlech, Independent Director;
- Cédric O, Independent Director;
- Éric Sasson, Independent Director.

A full presentation of the composition of the Company's Board of Directors is provided in chapter 4 of the 2025 Universal Registration Document, which is available at www.solocal.com.



Directors whose reappointment the Combined General Meeting of 4 June 2026 is asked to approve

Nathalie BOY DE LA TOUR



Address

5 rue Henri de Bornier
75116 Paris
France

Functions

Director
Chairwoman of the Governance Committee

Born 19 August 1968

Nationality

French and Swiss

Date appointed

29 April 2025

Date office expires

2026 GSM

Nathalie Boy de la Tour has a diverse professional background, ranging from entrepreneurship to the management of complex federal organisations. She spent the first eight years of her career in management consultancy at Bossard Consultants (now Caggemini Invent), specialising in telecoms and media, before heading up the digital subsidiary of the BBDO communication group for three years. In 2004, she founded Galaxy Foot, the first football expo aimed at the general public. After selling it, she launched and led the Fondation du Football (renamed Fondation du Football) with Philippe Séguin. She joined the Board of Directors of the Ligue de Football Professionnel in July 2013 and was elected President in November 2016 for a four-year term. Digital transformation, international development and CSR strategy were central to her vision and her mandate. She left LFP in September 2020 to focus on new entrepreneurial projects, including the launch of LeadHers, a European network and service platform for female leaders. She has served on several Boards of Directors (RC Lens, SSM Groupe) and is currently an independent Board member of Caisse Fédérale du Crédit Mutuel and a member of the Appointments Committee. She is also a Senior Advisor for TRAIL's SLAM fund (Sport, Luxury, Art, Music). She is a graduate of ESLSA and has a master's degree from ESCP. In 2022, she obtained a Board Director Certificate from IFA-Sciences Po.

OTHER DUTIES AND MAIN OFFICES HELD IN ALL COMPANIES OVER THE PAST 5 YEARS

- CEO of Gypsofil/LeadHers (France)
- Independent Director of Caisse Fédérale du Crédit Mutuel (France)
- Vice-President of Fondation du Football (non-profit) (France)
- Senior Advisor at TRAIL Capital (SLAM fund – Sports Luxury Art Music) (France)

Offices no longer held:

- Member of the Supervisory Board of SSM Groupe (France)
- Independent Board member of Racing Club de Lens (France)
- Chair of the Board of Directors of the Ligue de Football Professionnel (France)

Julien-David NITLECH



Address

62 rue Pierre Charron
75008 Paris
France

Functions

Director
Member of the Audit Committee

Born 30 June 1977

Nationality

French

Date appointed

31 July 2024

Date office expires

2026 GSM

Julien-David Nitlech graduated from the École Polytechnique (2000) and the École Nationale Supérieure des Télécommunications (2002). He began his career at Orange, after a brief period in strategy consulting. At Orange, he held positions in business development and management in both the United States and France, before spending seven years managing business and technology activities related to mobile devices for the entire Orange Group and then helping to build a joint venture between Orange and Deutsche Telekom. He left Orange at the end of 2011 to work in the startup sector, contributing to fundraising and leading the European expansion of Apperian, a Boston-based US startup specialising in cloud and mobile technology. In July 2013, he joined Iris Capital, a venture capital and growth firm specialising in new technology, as Principle focused on early stage investments. In this role, Julien-David Nitlech has backed high-potential tech companies such as Shift Technology, LeanIX (sold to SAP last year for €1.2 billion), Armis (in a similar sector to that of Solocal), Exotec and Monk, among many others. He became Partner in 2016 and took over the management of the company (renamed IRIS) as Managing Partner and Chairman in July 2021. In this role, he currently sits on the boards of five of IRIS's portfolio companies.

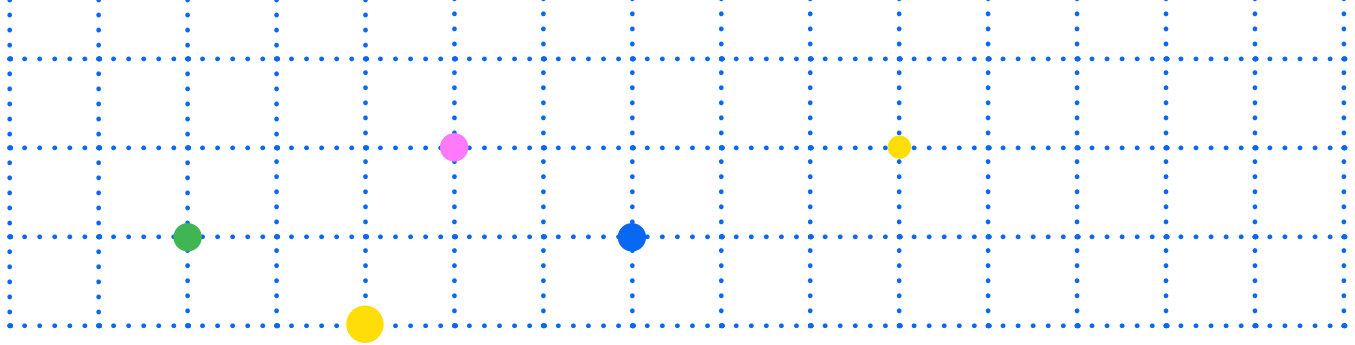
OTHER DUTIES AND MAIN OFFICES HELD IN ALL COMPANIES OVER THE PAST 5 YEARS

- Chairman and Managing Partner of Iris Capital Management SAS (France)
- Managing Partner at Iris Capital Partners SAS (France)
- Director of Shift Technology SAS (France)
- Director of Armis SAS (France)
- Director of Exotec SAS (France)
- Director of Spinergie SAS (France)
- Director of Escape LLC (United States)
- Director of Popsink (France)
- Director of Opsmill (France)
- Director of France Invest (France)
- Guest member of the Board of Encuentro SAS (France)

Offices no longer held:

- Director of Virtuo SAS (France)
- Director of Monk SAS (France)

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



Statutory Auditors' report on the capital reduction

Extraordinary General Meeting of June 4, 2026

TWELFTH RESOLUTION

To the Extraordinary General Meeting of SOLOCAL GROUP,

In our capacity as statutory auditors of your Company and in accordance with the mission set out in Article L. 22-10-62 of the French Commercial Code in the event of a reduction of share capital through the cancellation of treasury shares, we have prepared this report in order to inform you of our assessment of the reasons for and conditions of the proposed capital reduction.

Your Board of Directors proposes that you delegate to it, for a period of 18 months from the date of the present General Meeting, all powers to cancel, within a limit of 10% of the Company's share capital per 18-month period, the shares repurchased by the Company pursuant to an authorization to purchase its own shares, in accordance with the provisions of the aforementioned article.

We have performed the audit procedures that we considered necessary in accordance with the professional standards of the French Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes) applicable to this engagement. These procedures consisted in assessing whether the reasons for and conditions of the proposed capital reduction, which is not likely to impair equality among shareholders, are regular.

We have no observations to make regarding the reasons for and conditions of the proposed capital reduction.

Paris-La Défense, April 23, 2026

The Statutory Auditors

AUDITEX

Member of the
Ernst & Young Global Limited network

Mohamed MABROUK

DELOITTE & ASSOCIES

Stéphane RIMBEUF



Request for documents

SOLOCAL GROUP COMBINED GENERAL SHAREHOLDERS' MEETING

to be held on 4 June 2026

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, France

Mr. Ms. Company

Surname or company name:

First name(s):

Address:

Postcode: 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 documents and information concerning the Combined General Meeting to be held on 4 June 2026, as listed in Article R. 225-83 of the French Commercial Code.

- In my capacity as an owner of registered shares, I also request that a proxy form and the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code be sent to me at the time of each subsequent Shareholders' Meeting.
- In my capacity as an owner of shares, all in bearer form (*this section should not be completed by shareholders who hold registered shares*).

I represent that these shares are registered in an account held by:

Name and address of your financial intermediary:

.....
.....
.....

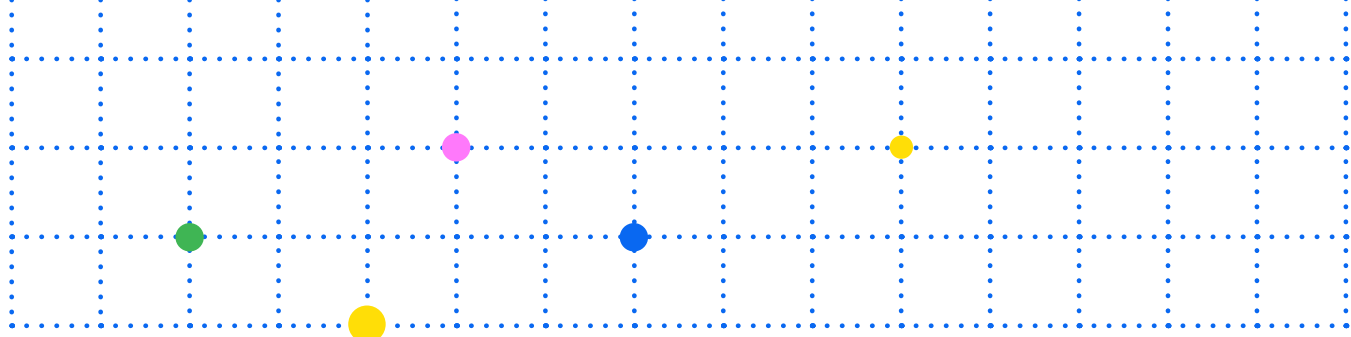
authorised intermediary, and that the certificate issued by such intermediary confirming that the shares were registered no later than **midnight (Paris time) on Thursday 28 May 2026**, was filed with Solocal Group, the depositary designated in the notice of meeting (Articles R. 225-85 and R. 225-88 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 on Solocal.com.

Signed in: on 2026

Signature:





Sign up to receive meeting notices by email

DOCUMENTS FOR PARTICIPATION IN GENERAL MEETINGS TO BE SENT TO REGISTERED SHAREHOLDERS⁽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 adopting this socially responsible measure.



Return this document, duly completed and signed, directly to:

**SOLOCAL GROUP
SHAREHOLDER RELATIONS**
204, Rond-Point du Pont de Sèvres
92649 Boulogne-Billancourt Cedex, France

You may register directly on our dedicated website <https://investors.uptevia.com> to request any documents you require.

- I would like my notice of meeting and the documents for participation in Solocal Group General Meetings to be sent to me by email, at the email address provided below, with effect from the Annual Ordinary General Meeting to be held in 2026.
- I expressly authorise Solocal Group (or its representative if applicable) to send me all communications concerning Solocal Group corporate matters by email.

Mr. Ms. Company

Surname or company name:

First name(s):

Address:

Postcode: Town/City:

Email address:@

Registered account number:

Signed in: on 2026

Signature:

If at any time you decide that you would prefer to receive your notice of meeting and the documents for participation in General Meetings by post, simply notify us by registered letter with acknowledgement of receipt.

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

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 Meeting



photo credits: Solocal.



Graphic design and production

Contact: fr-Design_KPMGAdv@kpmg.fr



solocal

SOLOCAL GROUP

European company with capital of €359,037.12
Nanterre Trade and Companies Register 552 028 425

Head office

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92649 Boulogne-Billancourt Cedex, France
+33 (0)1 46 23 37 50

Shareholder Relations

actionnaire@solocal.com

Investor Relations

ir@solocal.com

www.solocal.com

