



Press release

Montpellier, 10 April 2024

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VOGO announces the launch of a capital increase of €5 million with preferential subscription rights to accelerate its commercial momentum and support the transformation of its business model

- **Target amount of €5 million with preferential subscription rights (PSRs) maintained**
- **Subscription price per New Share: €4.04**
- **Subscription exchange rate: 4 preferential subscription rights give the right to subscribe to 1 new share**
- **Subscription period from 18 April 2024 to 2 May 2024 inclusive**
- **Detachment of preferential subscription rights on 16 April 2024**
- **The transaction is 75% secured by (i) irrevocable subscription commitments of €2.35 million from ABEO, the Chairman and CEO of VOGO, VOGO managers as well as new investors, including renowned athletes such as Aurélien Tchouaméni (French international football player, Real Madrid), Achraf Hakimi (Moroccan international football player, PSG), Raphaël Varane (French international football player, Manchester United), François Trinh-Duc (French international rugby union player) and Alain Bernard (Olympic swimming champion), directly or via their family offices and (ii) a free guarantee commitment from ABEO of €1.41 million**

VOGO (ISIN: FR0011532225 - ALVGO) announces the launch of a capital increase in cash with maintenance of shareholders' preferential subscription rights ("PSRs") for €5 million through the issue of 1 255 790 New Shares at a unit price of €4.04, representing a nominal discount of 15% on the volume-weighted average of the last 3 trading days prior to the launch date of the transaction. The operation is being carried out with a parity of 4 preferential subscription rights giving the right to subscribe for 1 New Share (the "Capital Increase").

The proceeds of this transaction will be used by the Company to:

- For around 40% of the funds raised, accelerate the company's international sales momentum in Africa, the Middle East, Asia and North America
- For around 35% of the funds raised, finance the change in business model (TaaS)
- For around 21%, finance its innovation programmes in the fields of concussion detection assistance and sports performance enhancement
- For 4%, cover the purchase of ABEO's stake in VOGOSCOPE (press release dated 10 April 2024).



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The capital increase with maintenance of the preferential subscription right therefore aims to issue 1,255,790 new shares at a unit price of €4.04 per share, representing a 15% discount to the volume-weighted average of the last 3 trading days prior to the launch of the rights issue. This transaction does not require the drafting of a prospectus to be submitted for approval to the AMF (French Financial Markets Authority).

Christophe Carniel, Chairman and Chief Executive Officer of VOGO:

"The world of sport, whether amateur or professional, is currently undergoing a profound transformation which will accelerate over the next few years with the massive influx of new technologies in the fields of refereeing, health, performance improvement and fan experience. We have been pioneers in all these areas, with the deployment of disruptive innovations, and the trust of leading clubs and federations active around the world. A new turning point was reached in 2023 with the adoption of a new business model (Technology as a Service or TaaS) based on long-term rental contracts, offering us more recurring revenues and solid prospects for margin appreciation. In terms of sales, the past few months have also been marked by significant successes, in particular the obtaining of FIFA certifications in video refereeing solutions, which will accelerate our sales momentum across all disciplines. A new development cycle is therefore opening up for our Group, which is now at the forefront of global Sportech. In order to support our change in business model, widen the innovation gap and continue to develop our international positions, we are launching a capital increase which I hope will attract the full support of our historical shareholders and new investors. Open to all, this capital increase with preferential subscription rights already benefits from the support of our strategic partner ABEO, actors in the world of sports and leading investors with more than €2.35 million in subscription commitments. This is a strong sign that reinforces our confidence and encourages us in this Olympic year to surpass ourselves and further enhance performance in terms of growth and profitability."

To find all information related to the capital increase with preferential subscription rights, [click here](#)



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Videconference for shareholders and individual investors

VOGO is organising a videoconference for its shareholders and all individual investors as part of this capital increase with preferential subscription rights (PSRs).

The videoconference will take place on:

23 APRIL 2024 AT 6PM

During the videoconference, Christophe Carniel, Chairman and Chief Executive Officer of VOGO, will comment on the Company's recent highlights, the main terms of this capital increase, and will answer questions from shareholders and investors.

These may send their questions in advance of the videoconference by e-mail to foucauld.charavay@seitosei-actifin.com

To register for the videoconference, please click on the link below:

[Registration link for the videoconference to be held on 23 April 2024 at 6pm](#)

TERMS AND CONDITIONS OF THE ISSUE OF NEW SHARES

Share capital before the transaction

Prior to the transaction, the share capital of VOGO consists of 5,023,161 fully subscribed and paid-up shares, with a par value of €0,125 each.

Share and PSR codes

Name: VOGO

ALVGO ISIN code: FR0011532225

PSR ISIN code: FR001400PFL3

Place of listing: Euronext Growth Paris

LEI Code: 969500XOAIQP1K9AZ93

BPI "Entreprise Innovante" certification

Eligibility: PEA-PME, 150-0 B TER

Nature of the transaction

The fund-raising proposed by VOGO relates to a capital increase through the issue of New Shares with preferential subscription rights (PSRs) maintained.

The transaction will concern the issue of 1,255,790 New Shares at the unit price of €4.04, at the rate of 1 New Share for 4 existing shares owned (4 preferential subscription rights will allow subscription to 1 New Share), i.e. gross issue proceeds of €5M.

Legal framework of the offer

Using the delegation granted by the 10th resolution adopted by the Combined General Meeting of shareholders on 12 June 2023, the Board of Directors of VOGO decided, at its meeting on 4 April 2024, to implement the delegation granted to it and to sub-delegate all powers to the Chairman and Chief Executive Officer to proceed with the launch of the issue and to definitively approve all conditions. On 10 April 2024, the Chairman and Chief Executive Officer decided to implement the sub-delegation and proceed with the launch of the capital increase.

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Extension Clause

Depending on the extent of the demand, VOGO reserves the right to exercise the extension clause, up to a limit of 15.00% of the initial amount of the issue, i.e. issue proceeds of €5,07M that may be increased to €5.83M in order to serve all or part of the subscription orders for excess New Shares. In accordance with the provisions of article L. 225-134 of the French Commercial Code, unrestricted subscriptions will only be taken into account if the subscriptions as of right and for excess New Shares have not absorbed the entire capital increase. The initial number of 1,255,790 New Shares could therefore be increased by 188,368 additional New Shares, to increase the total number of New Shares to be issued to a maximum of 1,444,158 shares.

Subscription opening and closing dates

From 18 April 2024 to 2 May 2024 inclusive, on the Euronext Growth market in Paris.

Subscription price

The subscription price was set at €4.04 per New Share, i.e. a par value of €0.125 and an issue premium of €3.915, representing a discount of 15% to the volume-weighted average of the last 3 trading days prior to the launch of the operation and 17.21% to the closing price on the day prior to the launch of the operation. This issue price represents a discount of 14.26% to the theoretical value of the share ex-rights (€4.71, taking into account the theoretical value of the pre-emptive right of €0.168).

Subscription of shares as of right

The subscription for New Shares is reserved, by preference, to holders of existing shares registered in their securities accounts at the end of the day preceding the opening date of the subscription period and for the transferees of preferential subscription rights.

The holders of preferential subscription rights may subscribe as of right, at the rate of 1 New Share for 4 existing shares owned, i.e. 4 PSRs which will make it possible to subscribe to 1 New Share, without taking into account the fractions.

Preferential subscription rights may only be exercised up to a number of PSRs allowing the subscription of a whole number of New Shares. Shareholders or transferees of PSRs who do not hold, in respect of the subscription as of right, a sufficient number of existing shares or PSRs to obtain a whole number of New Shares, must be responsible for the acquisition or sale on the market of the number of PSRs allowing to reach the multiple leading to a whole number of New Shares.

It is specified for information only that the Company holds, on 31 March 2024, 27,172 of its own shares.

Subscription of excess New Shares

A preferential subscription right (PSR) is offered to shareholders to subscribe to excess New Shares, which will be exercised in proportion to their rights and within the limit of their requests.

At the same time as they deposit their subscriptions as of right, the shareholders or transferees of PSRs may subscribe to the number of excess New Shares they wish to acquire, in addition to the number of New Shares resulting from the exercise of their preferential subscription rights as of right.

Any New Shares not absorbed by the subscriptions as of right will be distributed and allocated to the subscribers as excess New Shares. Reducible subscription orders will be served within the limit of their requests and in proportion to the number of existing shares whose rights will have been used in support of their subscription as of right, without resulting in an allocation of fractional New Shares.

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In the event that the same subscriber submits several separate subscriptions, the number of excess New Shares to which he/she is entitled will only be calculated on all of his/her PSRs if he/she makes a special request in writing, at the latest on the day on which the subscription is closed. This request will be attached to one of the subscriptions and will provide all the information useful for the consolidation of rights, specifying the number of subscriptions established as well as the authorized intermediary(ies) with whom such subscriptions will have been deposited.

Subscriptions in the name of separate subscribers may not be grouped to obtain excess New Shares.

A notice published in a newspaper authorized to publish legal advertisements of the place of the Company's registered office and by Euronext will make known, where applicable, the distribution scale for subscriptions to excess New Shares.

Exercise of preferential subscription rights

To exercise their preferential subscription rights (PSRs), rights-holders should submit their order to their authorized financial intermediary at any time between 18 April 2024 and 2 May 2024 (inclusive) and pay the corresponding subscription price.

Each subscription must be accompanied by payment of the subscription price in cash or by offsetting it against liquid and due claims on the Company. Subscriptions that have not been fully paid up will be automatically cancelled without the need for formal notice.

The preferential subscription right must be exercised by its beneficiaries, under penalty of forfeiture, before the expiry of the subscription period.

The preferential subscription right will be negotiable from 16 April 2024 to 29 April 2024 inclusive, under the same conditions as the old shares.

The transferor of the preferential subscription right will be divested thereof in favour of the transferee who, for the exercise of the preferential subscription right thus acquired, will be purely and simply substituted for all the rights and obligations of the owner of the existing share.

The preferential subscription rights not exercised at the end of the subscription period will automatically lapse.

Listing of the preferential subscription right (PSR)

At the end of the trading session on 15 April 2024, VOGO shareholders will receive 1 PSR for each share held (i.e. a total of 5,023,161 PSRs issued). Each shareholder holding 4 PSRs (and multiples thereof) may subscribe to 1 New Share (and multiples thereof) at the unit price of €4.04. They will be listed and traded on Euronext Growth, under ISIN code FR001400PFL3 from 16 April 2024 to 29 April 2024 inclusive. If these PSRs are not subscribed to or sold, they will become null and void at the end of the subscription period and their value will be zero.

Theoretical value of preferential subscription rights

€0.168 (based on the weighted average price of the last three sessions preceding 9 April 2024, i.e. €4.88). The subscription price of €4.04 per share reflects a haircut of 17.21% in relation to the theoretical value of the ex-rights share.

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Open subscription requests

In addition to the possibility of subscribing as of right or for excess New Shares according to the terms and conditions specified above, any natural or legal person, whether or not holding preferential subscription rights, may subscribe to this capital increase free of charge. Persons wishing to subscribe freely must send their request to their authorized financial intermediary at any time during the subscription period and pay the corresponding subscription price.

In accordance with the provisions of Article L.225-134 of the French Commercial Code, free subscriptions will only be taken into account if the subscriptions as of right and for excess New Shares have not absorbed the entire capital increase, it being specified that the Board of Directors will have the right to freely distribute the shares not subscribed, in whole or in part, among the persons (shareholders or third parties) of its choice having made requests for subscriptions on a free basis.

Preferential subscription rights detached from the Company's own shares

Pursuant to Article L. 225-206 of the French Commercial Code, VOGO cannot subscribe to its own shares. The preferential subscription rights detached from the Company's own shares at 15 April 2024 will be sold on the market before the end of the subscription period, under the conditions set forth in Article L. 225-210 of the French Commercial Code.

Limitation of the amount of the capital increase

In the event that subscriptions as of right as well as for excess New Shares have not absorbed the entire issue, the Board of Directors may limit the amount of the issue to the amount of the subscriptions received, in accordance with Article L. 225-134 of the French Commercial Code, provided that it reaches at least 75% of the amount of the issue decided.

Paying agents. – Payment of subscriptions

Subscriptions for New Shares and payments of funds by subscribers, whose securities are registered in administered registered form or bearer form, will be received up to and including the closing date of the subscription period at their authorized intermediary acting in their name and on their behalf.

Subscriptions and payments by subscribers whose shares are registered in pure registered form will be received free of charge from Crédit Industriel et Commercial (CIC).

The New Shares will be fully paid up upon subscription, by payment in cash, for the entire nominal value and issue premium, it being specified that the amount of the share premium paid will be recorded in the liabilities of the balance sheet in a special "Issue premium" account to which the rights of the former and new shareholders will be attached.

The funds paid with the subscriptions will be centralized by Crédit Industriel et Commercial (CIC), which will draw up the certificate of deposit formally recognizing the completion of the capital increase.

Subscriptions for which payments have not been made will be automatically cancelled without the need for a formal notice.

Investment restrictions

The sale of New Shares and preferential subscription rights may, in certain countries, be subject to specific regulations.

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Guarantee

This offer does not constitute a guarantee of completion, within the meaning of Article L.225-145 of the French Commercial Code. The beginning of trading on the security will therefore only take place at the end of the settlement/delivery transactions and after the depositary's certificate has been issued.

In addition, under the terms of an irrevocable guarantee commitment made to the Company, the shareholder ABEO, which holds 19.25% of the Company's share capital, undertook to subscribe freely for a maximum amount of €1.41 million. This commitment will be triggered in the event that 75% of the New Shares have not been subscribed at the end of the subscription period and up to the amount necessary to enable total subscriptions to the New Shares to represent 75% of the New Shares, therefore enabling the issue to be carried out.

Subscription commitments

The Company received subscription commitments of €2.35 million from ABEO, the Chairman and CEO of VOGO, VOGO managers as well as new investors, including renowned athletes such as Aurélien Tchouaméni (French international football player, Real Madrid), Achraf Hakimi (Moroccan international football player, PSG), Raphaël Varane (French international football player, Manchester United) François Trinh-Duc (French international rugby union player) and Alain Bernard (Olympic swimming champion), directly or via their family offices. New investors will subscribe as of right through the acquisition of preferential subscription rights from historical shareholders.

All of these subscription commitments represent 75% of the planned capital increase.

The Company is not aware of its other shareholders' intentions.

Settlement/delivery of New Shares

According to the indicative issue schedule, the settlement-delivery date of the New Shares is scheduled for 13 May 2024.

Characteristics of the new shares

Enjoyment: The New Shares, which will be subject to all provisions of the Articles of Association, will bear current dividend rights and will be assimilated to the Company's existing shares as from their issue. According to the indicative timetable of the capital increase, it is expected that the new shares will be registered in the securities account on 13 May 2024.

Currency of issue of the new shares The New Shares will be issued in euros.

Listing of new shares: The New Shares will be subject to a request for admittance to trading on the Euronext Growth market in Paris on 13 May 2024. However, they may only be listed after the depositary's certificate of deposit has been issued. They will be immediately assimilated to the Company's existing shares already traded on Euronext Growth in Paris and tradable, from that date, on the same listing line as these shares under the same ISIN code FR0011532225 - ticker ALVGO.



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DILUTION

Capital breakdown before the Transaction

Shareholders	Number of shares	% of share capital	Voting rights	% voting rights
SAS TWO C ⁽¹⁾	749,981	14.93%	1,305,081	18.10%
SAS ESPE ⁽²⁾	583,960	11.63%	1,167,920	16.19%
Daniel Dedisse	269,499	5.37%	537,198	7.45%
Véronique Puyau	74,600	1.49%	149,200	2.07%
Sub-total founders	1,678,040	33.41%	3,159,399	43.80%
IRDI/SORIDEC	30,072	0.60%	30,072	0.42%
Jeremie LR	60,144	1.20%	120,288	1.67%
Sub-total institutional investors	90,216	1.80%	150,360	2.09%
ABEO	967,070	19.25%	967,070	13.41%
Treasury shares	27,172	0.54%	0	0%
Free float	2,260,663	45%	2,936,451	40.71%
TOTAL	5,023,161	100%	7,213,280	100%

(1) Company whose share capital is 66.6% owned by Christophe Carniel, Chairman and Chief Executive Officer of the Company.

(2) Company whose share capital is 95% owned by Pierre Keiflin, Deputy Chief Executive Officer of the Company.

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Impact of the issue on equity per share

For information purposes, the impact of the capital increase on the share of consolidated shareholders' equity per share (calculated on the basis of consolidated shareholders' equity at 31 December 2023 and the number of shares comprising the Company's share capital at 31 March 2024) would be as follows:

Share of equity per share (in €)	Undiluted basis*	Diluted basis**
Before the issuance of New Shares	€1.83	€1.84
After issuance of 1,255,790 New Shares arising from this capital increase	€2.23	€2.25
After issuance of 941,842 New Shares arising from this capital increase in the event of a reduction to 75% of the offer	€2.15	€2.16

* based on 5,023,161 existing shares as at 31 March 2024

** taking into account the issue of 18,100 new shares potentially issued from 5,700 bonus shares allocated during the vesting period and 12,400 BSPCEs potentially exercised

Impact of the issue on shareholders' situation

For information purposes, the impact of the capital increase on the stake in the capital of a shareholder holding 1.00% of the Company's share capital prior to the capital increase and not subscribing to it (calculations made on the basis of the number of shares comprising the Company's share capital at 31 March 2024) would be as follows:

Shareholder stake (%)	Undiluted basis*	Diluted basis**
Before the issuance of New Shares	1.00%	0.996%
After issuance of 1,255,790 New Shares arising from this capital increase	0.80%	0.798%
After issuance of 941,842 New Shares arising from this capital increase in the event of a reduction to 75% of the offer	0.842%	0.84%

* based on 5,023,161 existing shares as at 31 March 2024

** taking into account the issue of 18,100 new shares potentially issued from 5,700 bonus shares allocated during the vesting period and 12,400 BSPCEs potentially exercised

Terms of subscription

You have PSRs attached to your VOGO shares, which allow you to subscribe in priority to the New Shares by applying the ratio of 1 new share for 4 PSRs (1 old share giving the right to 1 PSR).

- Or you have an exact and sufficient number of old shares to be able to subscribe via your PSRs to a whole number of New Shares (for example, if you have 4 VOGO shares, you will be able to subscribe to 1 new share as a priority).

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- Or you do not have a sufficient number of old shares to obtain a whole number of New Shares, you then can buy or sell the number of PSRs to reach the ratio leading to a whole number of New Shares (1 new share for 4 PSRs).

You may also, in addition to subscriptions made using the PSRs at your disposal, subscribe freely before 2 May 2024 (your subscription will only be taken into account provided that (i) the transaction is not already fully subscribed by the holders of PSRs or (ii) you cannot be served with New Shares despite the use of the option to extend the issue).

Each subscription must be accompanied by the payment of the subscription price.

Provisional timetable of capital increase

4 April 2023	Decision of the Board of Directors approving the principle of the transaction
10 April 2024	Decision of the Chairman and Chief Executive Officer on the implementation of the transaction and setting out its final terms Issue of VOGO's press release describing the main characteristics of the capital increase
15 April 2024	Publication of the notice to shareholders in the Bulletin des Annonces Légales Obligatoires (BALO)
15 April 2024	Accounting day at the end of which holders of existing shares registered on an accounting basis in their securities accounts will be granted preferential subscription rights.
16 April 2024	Detachment (before trading) of the PSRs Admission and start of trading of preferential subscription rights under ISIN code FR001400PFL3
18 April 2024	Subscription period begins Start of the PSR exercise period
29 April 2024	End of PSR stabilisation period
2 May 2024	End of the subscription period, lapse and loss of value of unexercised preferential subscription rights
7 May 2024	Press release issued by VOGO on the subscription results Notice of admittance to trading of the New Shares issued by Euronext Paris, indicating the final amount of the capital increase and the distribution scale for subscriptions to excess New Shares.
13 May 2024	Listing of New Shares: Settlement-delivery of the transaction Admission of the New Shares to trading



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Pursuant to the provisions of Article L.411-2-1 1° of the French Monetary and Financial Code and Article 211-2 of the General Regulation of the French Financial Markets Authority (AMF), the transaction does not give rise to a prospectus submitted to the AMF for approval insofar as the total amount of the offer calculated over a twelve-month period does not exceed €8 million.

Risk factors

The risk factors relating to the Company and its business are set out in its annual and half-yearly reports, which are available on the Company's website (www.vogo-group.com).

The occurrence of some or all of these risks may have an adverse impact on the Company's business, financial position, results, development or outlook.

Investors should also take into account the following specific risks of the issue:

- the market for preferential subscription rights could only offer limited liquidity and be subject to strong volatility;
- any shareholders not having exercised their preferential subscription rights would see their stake in the Company's share capital diluted;
- the market price of the shares may fluctuate and fall below the subscription price of the shares issued as part of the transaction;
- in the event of a decrease in the market price of the Company's shares, the preferential subscription rights may decline in value;
- the volatility and liquidity of the Company's shares could fluctuate significantly;
- disposals of the Company's shares could occur on the market and have an adverse impact on the Company's share price; and
- the shareholders of the Company could be subject to a potentially significant dilution resulting from possible future capital increases.

Before making their investment decision, investors are invited to focus their attention on the risk factors described in section 7 of the 2023 Half-Year Financial Report.

Transaction partners



Lead Arranger and Bookrunner



Legal advice



Financial Communication



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This presentation does not constitute and may not be considered a public offer, purchase offer or subscription offer or as intended to solicit public interest for the purposes of a public offering. No communication or information relating to this transaction or VOGO may be distributed to the public in any country in which registration or approval obligations must be met. No steps have been taken (or will be taken) in any country where such steps are required. The purchase of VOGO shares may be subject to specific legal or regulatory restrictions in certain countries. VOGO assumes no liability for any breach by any person of these restrictions.

*This press release constitutes a promotional communication and not a prospectus within the meaning of Regulation (EU) No. 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the “**Prospectus Regulation**”). In France, an offer to the public of transferable securities may only be made by virtue of a prospectus approved by the AMF. For EEA Member States other than France (the “Member States”) no action has been or will be taken to enable a public share offering that may require a prospectus to be published in one of these Member States. Consequently, the securities cannot be offered and will not be offered in any Member State (other than France), except in accordance with the exceptions provided for in Article 1(4) of the Prospectus Regulation or in other cases that do not require VOGO to publish a prospectus under the Prospectus Regulation and/or the regulations applicable in those Member States. This press release does not constitute an offer of shares to the public in the United Kingdom. This press release does not constitute an offer of securities or any solicitation to buy or subscribe to securities in the United States or in any other country (other than France). Securities may only be offered, subscribed to or sold in the United States following registration under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or as part of an exemption from this registration requirement. The shares of VOGO have not been and will not be registered under the U.S. Securities Act, and VOGO does not intend to make any public offering of its securities in the United States.*

About VOGO

In the Sports sector, **VOGO** is a leading international player, with its audio and video solutions for fans and professionals alike. For professionals, VOGO offers analysis and decision-making tools (referee assistance, medical diagnostics, coaching). VOGO’s disruptive solution for fans transforms the stadium experience by providing multi-camera content on demand for tablets and smartphones, no matter how many people are connected. VOGO also operates in the Industry sector. All of the Group’s technologies are patent-protected. VOGO is based in France (Montpellier, Grenoble and Paris) and has two subsidiaries, one in North America and the other in the United Kingdom.

VOGO operates indirectly in other countries through its network composed of around thirty distributors. VOGO has been listed on the Euronext Growth Paris stock market since November 2018 (ISIN code: FR0011532225 – ALVGO).

More information on www.vogo-group.com



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