

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, JAPAN OR CANADA

This press release does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129.

solocal

PRESS RELEASE

Boulogne-Billancourt, 4 July 2024

LAUNCH OF A CAPITAL INCREASE WITH PREFERENTIAL SUBSCRIPTION RIGHTS FOR c. 18 MILLION EUROS AS PART OF THE COMPANY'S FINANCIAL RESTRUCTURING PROCESS

AVAILABILITY OF THE PROSPECTUS RELATING TO THE RIGHTS ISSUE AND THE SECOND AMENDMENT TO THE 2023 UNIVERSAL REGISTRATION DOCUMENT

IMPLEMENTATION BY THE BOARD OF DIRECTORS OF THE ISSUANCE TRANSACTIONS PROVIDED FOR IN THE AMENDED ACCELERATED FINANCIAL SAFEGUARD PLAN

- **Unit subscription price:** 0.003 euro per new share
- **Subscription parity:** 91 new shares for 2 existing shares
- **Preferential subscription rights trading period:** from 5 July 2024 to 22 July 2024 (inclusive)
- **Subscription period for new shares:** from 9 July 2024 to 24 July 2024 (inclusive)
- **Guarantee:** 100% of the gross amount of the transaction, up to 13,012,629.270 euros by Ycor, the company controlled by M. Maurice Lévy and his family, and up to 5,000,000.001 euros by the Backstopping Bondholders, on a *pari passu* basis, and without solidarity between them, in proportion to their respective *backstop* subscription commitments, in accordance with the amendment to the Company's accelerated financial safeguard plan (itself initially approved on 9 May 2014 by the Nanterre Commercial Court, amended a first time by judgment of 22 December 2016 and a second time by judgment of 6 August 2020) approved by a judgment of the Nanterre Commercial Court dated 27 June 2024 (the "**Amended AFS Plan**").

Solocal Group (the "**Company**") today announces the launch of a share capital increase with shareholders' preferential subscription rights ("**PSR**") for a gross amount, including issue premium, of €18,012,629.271 (the "**Rights Issue**").



NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, JAPAN OR CANADA

This press release does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129.

The Company has filed on 3 July 2024 a second amendment to the Company's 2023 universal registration document with the Autorité des marchés financiers ("**AMF**") under number D.24-0389-A02 (the "**Second Amendment**").

The Company also announces that the AMF has approved on 3 July 2024 under number 24-264 the prospectus (the "**Prospectus**") made available to the public in connection with the issue and admission to trading on the regulated market of Euronext Paris ("**Euronext Paris**") of new ordinary shares, to be subscribed and paid up in cash, as part of the Rights Issue, for a gross amount, including issue premium, of €18,012,629.271 through the issue of 6,004,209,757 new ordinary shares at a unit price of three thousandths of a euro (€0.003) per new ordinary share (*i.e.*, one thousandth of a euro (€0.001) of par value and two thousandths of a euro (€0.002) of issue premium per new ordinary share), on the basis of 91 new shares for 2 existing shares.

The completion of this Rights Issue forms part of the Amended AFS Plan, which also provides for:

- the issue and listing on Euronext Paris of a maximum number of 7,180,666,667 new ordinary shares (the "**Bondholders Shares**") as part of a share capital increase, for a maximum gross amount (including issue premium) of €195,601,690.78, with waiver of shareholders' preferential subscription rights in favor of holders of Bonds (as defined below), to be subscribed and paid up by way of set-off against receivables, at a subscription price of approximately €0.027240046 (including issue premium) per new ordinary share (the "**Bondholders Reserved Capital Increase**");
- the issue and listing on Euronext Paris of 8,333,333,333 new ordinary shares (the "**Ycor Shares**") in the context of a share capital increase, for a gross amount (including issue premium) of €24,999,999.999, with waiver of shareholders' preferential subscription rights in favor of Ycor, to be subscribed and paid up exclusively in cash, at a subscription price of three thousandths of a euro (€0.003) (including share premium) per new ordinary share (the "**Ycor Reserved Capital Increase**" and, together with the Bondholders Reserved Capital Increase, the "**Reserved Capital Increases**");
- the issue and listing on Euronext Paris of 11,666,666,666 new ordinary shares (the "**Regicom Contribution Shares**") as part of a capital increase, for a gross amount (including contribution premium) of €34,999,999.998 to Ycor in consideration for the contribution in kind of all the shares comprising the share capital of Regicom Webformance SAS ("**Regicom**") by Ycor to the Company, at a subscription price of three thousandths of a euro (€0.003) (including contribution premium) per new ordinary share (the "**Regicom Contribution Capital Increase**");
- the listing on Euronext Paris of 1,868,807,116 new ordinary shares (the "**Ycor Additional Shares**"), which may be issued upon exercise of 1,868,807,116 share warrants awarded free of charge by the Company to Ycor, in the context of an issue with waiver of shareholders' preferential subscription rights in favor of Ycor, at an exercise price of one thousandth of a euro (€0.001) per new ordinary share (the "**Ycor Warrants**");

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, JAPAN OR CANADA

This press release does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129.

- the listing on Euronext Paris of a maximum number of 718,074,371 new ordinary shares (the "**Backstopping Bondholders Additional Shares**") and, together with the Ycor Additional Shares, the "**Additional Shares**"), which may be issued upon exercise of a maximum of 718,074,371 share warrants awarded free of charge by the Company to the Backstopping Bondholders (as this term is defined below), in accordance with the Amended AFS Plan, as part of an issue with waiver of shareholders' preferential subscription rights in favor of the Backstopping Bondholders, at an exercise price of one thousandth of a euro (€0.001) per new ordinary share (the "**Backstopping Bondholder Warrants**" and, together with the Ycor Warrants, the "**Warrants**");
- the issue to the holders of Bonds (as defined below) of perpetual deeply subordinated notes (the "**TSSDI**") in a total maximum principal amount of €5,000,000, by conversion of the remaining principal amount of the Bonds which will not be converted into capital under the Bondholders Reserved Capital Increase.

The Amended AFS Plan was approved on 22 April 2024 by the Company's bondholders general meeting. The resolutions required to implement the Amended AFS Plan were also approved by the Company's Combined General Meeting of Shareholders held on first call on 19 June 2024.

These operations form an indivisible whole, so that if one of them could not be carried out, none of them would be carried out.

It is specified that the admission to trading of the new ordinary shares to be issued in connection with the Reserved Capital Increases and the Additional Shares on the regulated market of Euronext Paris have been subject to a separate prospectus approved by the AMF on 5 June 2024 under number 24-196. It should also be noted that the Regicom Contribution Capital Increase was the subject of an exemption document made available to the Company's shareholders on 4 June 2024.

The settlement-delivery of the new shares resulting from the Rights Issue and the new ordinary shares of the Company resulting from the Reserved Capital Increases and the Regicom Contribution Capital Increase, the issuance of the TSSDI and the issuance and allocation of the Warrants must occur simultaneously, so that the new ordinary shares resulting from the Reserved Capital Increases, the Regicom Contribution Capital Increase and the exercise of the Warrants will not entitle their holders to participate in the Rights Issue.

By implementing the Amended AFS Plan and if all the commitments set forth in the Amended AFS Plan are fulfilled, the Company considers that its net working capital will then be sufficient with respect to its obligations over the next twelve (12) months from the date hereof.

Following the settlement-delivery of the ordinary shares resulting from the Reserved Capital Increases, the Rights Issue, the Regicom Contribution Capital Increase, the issuance of TSSDI and the issuance and award of Warrants under the Amended AFS Plan, the following will take place:

- (i) a reverse stock-split, whereby one thousand (1,000) ordinary shares with a par value of one thousandth of a euro (€0.001) each will be exchanged for one (1) new ordinary share with a par value of one euro (€1) each, and then upon completion of the reverse stock-split,

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, JAPAN OR CANADA

This press release does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129.

- (ii) a reduction in the Company's share capital not due to losses, by reducing the par value of the Company's shares from one euro (€1) to one euro cent (€0.01).

At the date of this press release, the Company's share capital equals to €131,960.654, divided into 131,960,654 fully subscribed and paid-up ordinary shares with a par value of one thousandth of a euro (€0.001) each.

For information purposes, the breakdown of share capital and voting rights following the Reserved Capital Increases, the Rights Issue, the Regicom Contribution Capital Increase and the exercise of all the Warrants, would be as follows:

Assuming that existing shareholders do not take part in the Rights Issue

Shareholders	Number of shares	% of capital	Number of voting rights	% of exercisable voting rights
Existing shareholders	131,960,654	0.4 %	132,047,993	0.4 %
Ycor	26,206,350,205	73.0 %	26,206,350,205	73.0 %
Bondholders	7,180,666,667	20.0 %	7,180,666,667	20.0 %
Backstopping Bondholders	2,384,741,038	6.6 %	2,384,741,038	6.6 %
Total	35,903,718,564	100.00 %	35,903,805,903	100.00 %

Assuming 100% participation by existing shareholders in the Rights Issue

Shareholders	Number of shares	% of capital	Number of voting rights	% of exercisable voting rights
Existing shareholders	131,960,654	0.4 %	132,047,993	0.4 %
Market	6,004,209,757	16.7 %	6,004,209,757	16.7 %
Ycor	21,868,807,115	60.9 %	21,868,807,115	60.9 %
Bondholders	7,180,666,667	20.0 %	7,180,666,667	20.0 %
Backstopping Bondholders	718,074,371	2.0 %	718,074,371	2.0 %
Total	35,903,718,564	100.00 %	35,903,805,903	100.00 %

Portzamparc BNP Paribas is acting as sole global coordinator for the Rights Issue.

"Backstopping Bondholders" means the holders of Bonds who committed to *backstop* the Rights Issue up to an aggregate amount of €5,000,000.001 pursuant to the *Restructuring Term Sheet* dated 12 April 2024 and the Amended AFS Plan.

"Bonds" means the bonds in an aggregate principal amount of €176,689,747.06 (as of 31 December 2023) bearing interests at Euribor rate (three-month Euribor rate floored at 1%) + 7% spread, issued by Solocal Group on 14 March 2017 (ISIN: FR0013237484) and with maturity date at 15 March 2025.

"Ycor" refers to Ycor S.C.A., a limited partnership with shares (*société en commandite par actions*) registered under Luxembourg law, whose registered office is at 28, Boulevard d'Avranches, L-1160 Luxembourg, Grand Duchy of Luxembourg, registered in the Luxembourg Trade and Companies Register under number B221692.

This press release does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129.

Prospectus availability

Copies of the Prospectus, comprising (i) the Company's 2023 universal registration document filed with the AMF on 2 May 2024 under number D.24-0389, (ii) a first amendment to the Company's 2023 universal registration document filed with the AMF on 4 June 2024 under number D.24-0389-A01 (the "**First Amendment to the Universal Registration Document**"), (iii) the Second Amendment, and (iv) a securities note (including a summary of the Prospectus), are available free of charge at the Company's registered office (204 Rond-Point du Pont de Sèvres - 92649 Boulogne-Billancourt), on the Company's website (www.solocal.com) and on the website of the Autorité des marchés financiers (www.amf-france.org).

Potential investors are advised to read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the securities. Approval of the Prospectus by the AMF should not be construed as a favorable opinion on the securities offered or admitted to trading on a regulated market.

Independent expertise

On 23 April 2024, the Company's Board of Directors, on the recommendation of the ad hoc committee of three independent directors, voluntarily appointed the firm Ledouble, located at 8 rue Halévy, 75009 Paris, and represented by Mrs Agnès Piniot and Mrs Stéphanie Guillaumin, as an independent expert, in accordance with article 261-3 of the AMF's general regulations, to give an opinion on the fairness of the terms and conditions of the financial restructuring of the Company from the point of view of the current shareholders.

The Ledouble report was made available to the Company's shareholders on 4 June 2024.

This independent expert's report is reproduced *in full* in Appendix I of the aforementioned prospectus and is also available from Solocal Group's head office and on the company's website (www.solocal.com).

For the record, the conclusions of the Ledouble report are as follows (free English translation of the report which is drafted in French):

« At the result of our work of valuing the Share and examining the financial conditions of the Restructuring, carried out from the perspective of the Group as a going concern in its current set up, we particularly note the following points concerning the Shareholders:

- The Restructuring, which will allow Ycor's investment and the reduction of the global indebtedness, is essential for the Group to pursue its operations.*
- Our valuations, which are conceived from a going concern perspective and a turnaround in the Group's financial situation, do not take into account the management of the cash requirements needed to implement the Transaction's Business Plan and to cover the Group's debt repayment schedules.*
- The results of the intrinsic and analogical valuation methods show negative values, which are mechanically much lower than Solocal's current stock market benchmarks.*

This press release does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129.

- *In view of the value range resulting from our Multicriteria Valuation and the subordination of Shareholders, which places them after creditors, the existing Shareholders would potentially lose their entire investment in the absence of the Restructuring.*
- *If we refer to Solocal's valuations, the analysis of existing Shareholders' assets, before and after the Restructuring, highlights that*
 - *The total subscription to the Rights Issue would allow the Shareholder not to lose its patrimony on the basis of Solocal's valuations post-Restructuring;*
 - *The absence of subscription to the Rights Issue would cause a significant decline in their assets if the Restructuring and Ycor's planned strategy do not result in an increase in the stock price of the Share..*
- *Considering the current situation and the intrinsic value of the Group, we are of the opinion that the Transaction taken as a whole is fair to Solocal's Shareholders. »*

Main terms and conditions of the Rights Issue

The Rights Issue will give rise to the issue of 6,004,209,757 new ordinary shares (the "**New Shares**") at a unit price of three thousandths of a euro (€0.003) per new ordinary share, including issue premium, representing a gross amount of €18,012,629.271.

On 9 July 2024, each shareholder of the Company will receive one PSR for each share registered in his or her securities account at the close of business on 8 July 2024, in accordance with the indicative timetable. To enable the shares to be registered on this date, purchases of existing shares on the market must be completed no later than 4 July 2024. Existing shares will thus be traded ex right as from 5 July 2024.

Subscription for the New Shares will be reserved, by preference (i) for holders of existing shares registered in their securities accounts at the end of the day on 8 July 2024 according to the indicative timetable, on the basis of one PSR per existing share and (ii) for transferees of PSR.

2 PSR will entitle their holders to subscribe, on an irreducible basis, to 91 New Shares, at a subscription price per New Share of three thousandths of a euro (€0.003) (*i.e.*, one thousandth of a euro (€0.001) of par value and two thousandths of a euro (€0.002) of issue premium).

Applications for excess shares will be accepted but will be subject to reduction in the event of oversubscription. Only New Shares that have not been absorbed by irreducible subscriptions will be allocated to reducible subscribers. Orders for subscriptions subject to reduction (*à titre réductible*) 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 irreducible subscription (*à titre irréductible*).

If irreducible subscriptions (*souscriptions à titre irréductible*) and, where applicable, reducible subscriptions (*souscriptions à titre réductible*), have not absorbed the full amount of the Rights Issue, the Board of Directors of the Company (or the Chief Executive Officer, as the case may be) may, in accordance with Article L. 225-134 of the French Commercial Code, in proportions

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, JAPAN OR CANADA

This press release does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129.

determined by it, freely allocate, at its sole discretion, unsubscribed New Shares to investors who have undertaken to subscribe on a voluntary basis (*souscriptions à titre libre*).

In accordance with Article L. 225-134 of the French Commercial Code, if irreducible subscriptions (*souscriptions à titre irréductible*), reducible subscriptions (*souscriptions à titre réductible*) and, where applicable, subscriptions on a voluntary basis (*souscriptions à titre libre*), have not absorbed the full amount of the issue, the Board of Directors of the Company (or the Chief Executive Officer, as the case may be) will allocate the unsubscribed shares between Ycor and the Backstopping Bondholders, on a *pari passu* basis and without solidarity between them, in proportion to their respective *backstop* subscription commitments, in accordance with the Amended AFS Plan.

Based on the trading price of the Company's shares at the closing of the market on 2 July 2024, the trading day preceding the date of approval of the Prospectus by the AMF, i.e. €0.0499:

- The subscription price of 0.003 euros for the New Shares represents a discount of 94.0 %,
- The theoretical value of the PSR is €0.001 euro (it should be noted that its value may change during the PSR trading period, in particular depending on the Solocal Group stock price),
- The theoretical value of the share ex-right is €0.004, and
- The subscription price of the New Shares shows a discount of 25.2 % compared with the theoretical value of the share ex-right.

These values do not prejudice the value of the PSR during the PSR trading period, or the value of the share ex-right, or discounts, as observed on the market.

The Rights Issue will be open to the public in France only.

Portzamparc BNP Paribas is acting as Sole Global Coordinator for the Rights Issue.

Indicative timetable

The PSR trading period will run from 5 July to 22 July 2024 (inclusive). During this period, the PSR will be traded on the regulated market of Euronext Paris under ISIN code FR001400R4B4. It will no longer be possible to buy or sell PSR after the close of trading on 22 July 2024.

The subscription period for the New Shares will run from 9 July to 24 July 2024 (inclusive).

Unexercised PSR will automatically lapse at the end of the subscription period, i.e. at the close of trading on 24 July 2024.

Settlement-delivery and admission to trading of the New Shares is scheduled for 31 July 2024. The New Shares will carry dividend rights and will be immediately assimilated to the Company's existing shares, and will be traded on the same quotation line under the same ISIN code FR00140006O9.

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, JAPAN OR CANADA

This press release does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129.

Voluntary subscriptions requests

In addition to the possibility of subscribing on an irreducible and reducible basis in accordance with the specified terms and conditions, any person, whether or not holding PSR, may subscribe to the Rights Issue on a voluntary basis.

Persons wishing to subscribe on voluntary basis must submit their request to their authorized financial intermediary at any time during the subscription period, *i.e.* from 9 July 2024 to 24 July 2024 (inclusive), and pay the corresponding subscription price.

In accordance with the provisions of Article L.225-134 of the French Commercial Code, subscriptions on a voluntary basis (*souscriptions à titre libre*) will only be taken into account and considered if the irreducible and reducible subscriptions have not absorbed the full amount of the Rights Issue, it being specified that the Board of Directors of the Company (or the Chief Executive Officer, as the case may be) will have the option of freely allocating the unsubscribed New Shares, in whole or in part, among the persons (shareholders or third parties) of its choice who have made voluntary subscription requests.

Guarantee / underwriting commitment

Under the terms of the Amended AFS Plan, the Rights Issue is subject to *backstop* subscription commitments (i) by Ycor for a maximum amount of €13,012,629.270 and (ii) by the Backstopping Bondholders for a maximum amount of €5,000,000.001; it being specified that, in accordance with the Amended AFS Plan, Ycor and the Backstopping Bondholders would be called upon on a *pari passu* basis, and without solidarity between them, in proportion to the *backstop* subscription commitment of Ycor and each of the Backstopping Bondholders.

Use of proceeds

The Rights Issue is intended to partially implement the Amended AFS Plan.

The proceeds from the Rights Issue and the Ycor Reserved Capital Increase will enable the Company to (i) partially repay the RCF for 20 million euros, (ii) pay transaction costs and (iii) for the balance, build up a cash reserve to finance new projects and capital expenditure.

"**RCF**" refers to the senior revolving credit facility in a principal amount of €34,000,000 bearing interest at Euribor (with Euribor rate floored at 0%) + 5% margin.

Dilution of existing shareholders

As the Company's existing shareholders cannot subscribe to the reserved issue of Bondholders Shares, Ycor Shares and shares to be issued in connection with the Regicom Contribution Capital Increase, and will not be awarded Warrants, their share of the Company's capital and voting rights

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, JAPAN OR CANADA

This press release does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129.

will be reduced. This dilution would be even greater if existing shareholders did not take part in the Rights Issue.

As an indication, a shareholder holding 1% of the Company's share capital on 30 April 2024, i.e. before the completion of the issues of ordinary shares resulting from the Reserved Capital Increases, the Rights Issue and the Regicom Contribution Capital Increase, as well as the issue and award of the Warrants, and in the event that it exercises all its PSR under the Rights Issue, would see its stake reduced to 0.1709% of the share capital after completion of the said issues and the exercise of all the Warrants, on a fully diluted basis.

Furthermore, a shareholder holding 1% of the Company's share capital at 30 April 2024, i.e. prior to the completion of the issues of ordinary shares resulting from the Reserved Capital Increases, the Rights Issue and the Regicom Contribution Capital Increase, as well as the issue and award of the Warrants, and not participating in the Rights Issue, would hold 0.0037% of the share capital after completion of the said issues and the exercise of all the Warrants, on a fully diluted basis.

Implementation by the Board of Directors of the financial delegations approved by the Combined General Meeting of 19 June 2024

All the resolutions required to implement the financial restructuring plan having been approved by the Combined General Meeting of shareholders held on 19 June 2024 (it being specified that the reduction in the Company's share capital by way of a reduction in the par value of the Company's shares from one euro (€1) to one thousandth of a euro (€0.001) has been effective since that same date), the Company's Board of Directors decided to implement, on 3 July 2024, the delegations of authority granted to it on that occasion in order to carry out:

- to Rights Issue;
- the Bondholders Reserved Capital Increase;
- the Ycor Reserved Capital Increase;
- the issue and free award of Ycor Warrants;
- the issue and free award of the Backstopping Bondholders Warrants;

At its meeting of 3 July 2024, the Company's Board of Directors also decided to carry out the issue of TSSDI, in accordance with Articles L.228-40 and L.228-97 of the French Commercial Code.

Risk factors

Investors are invited to carefully consider the risk factors relating to Solocal Group described in chapter 2 of the Company's 2023 Universal Registration Document and in the "Risk Factors" section (page 7) of the First Amendment to the Universal Registration Document and the risk factors relating to the transaction mentioned in section 2 "*Market risk factors relating to the transaction that may materially affect the securities offered*" of the securities note.

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, JAPAN OR CANADA

This press release does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129.

Warning

This press release has been prepared by Solocal Group for information purposes only. It does not constitute or include any advice or recommendation by Solocal Group (or any other person) with respect to Solocal Group's securities or with respect to the advisability of any transaction or the making of any investment decision. It does not constitute or include any confirmation or undertaking by Solocal Group (or any other person) regarding the present or future value of Solocal Group's business, securities, subsidiaries or any other assets of Solocal Group.

This press release and the information it contains do not constitute an offer to sell or subscribe, or the solicitation of an order to buy or subscribe, Solocal Group securities in Australia, Canada, Japan or the United States of America or in any other country in which such an offer or solicitation would be prohibited.

The dissemination, publication or distribution of this press release in certain countries may constitute a violation of applicable laws and regulations. Consequently, persons physically present in such countries and in which this press release is disseminated, distributed or published must inform themselves of any such local restrictions and comply with them. This press release must not be distributed, published or circulated, directly or indirectly, in Australia, Canada, Japan or the United States of America.

This press release is not a promotional communication and does not constitute a prospectus within the meaning of Regulation 2017/1129 of the European Parliament and of the Council of 14 June 2017, on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing the Prospectus Directive 2003/71/EC (the "**Prospectus Regulation**").

The information contained in this press release is for informational purposes only and does not purport to be complete, and no person should rely for any purpose on the information contained herein or its accuracy, precision or completeness. Any purchase of securities must be made solely on the basis of the information contained in the Prospectus approved by the AMF published on the Company's website and on the AMF website.

European Economic Area

With respect to member states of the European Economic Area other than France (the "**Member States**"), no action has been or will be taken to permit a public offering of securities requiring the publication of a prospectus in any of the Member States. Consequently, any offer of Solocal Group's securities may only be made in any of the Member States (i) to qualified investors within the meaning of the Prospectus Regulation, (ii) to less than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) per Member State, or (iii) in any other case exempting Solocal Group from publishing a prospectus in accordance with Article 1(4) of the Prospectus Regulation.

United States of America

With respect to the United States of America, Solocal Group's securities have not been, and will not be, registered under the *U.S. Securities Act* of 1933, as amended, hereinafter the "**U.S. Securities Act**."

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, JAPAN OR CANADA

This press release does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129.

S. Securities Act). Solocal Group's securities may not be offered, sold, exercised or delivered in the United States of America, as defined by Regulation S of the U.S. Securities Act. Accordingly, shareholders or investors in the United States may not participate in the offering and subscribe for or exercise Solocal Group's securities.

United Kingdom

The Prospectus is being distributed and is intended only for persons who (i) are located outside the United Kingdom, (ii) are "investment professionals" (i.e. persons with professional experience in matters relating to investments) within the meaning of Article 19(5) of the *Financial Services and Markets Act 2000 (Financial Promotion) Order 2005* (the "**Order**"), or (iii) are high net worth companies or any other person referred to in Article 49(2)(a) to (d) of the Order ("*high net worth companies*", "*unincorporated associations*", etc.) (together the "**Relevant Persons**"). The securities are only available to Relevant Persons, and any invitation, offer or agreement to purchase the Company's shares may only be made to or entered into with Relevant Persons. Shares in the Company referred to in the Prospectus may not be offered to persons in the United Kingdom other than Relevant Persons. Persons other than Relevant Persons must not act or rely on the Prospectus or any of the information contained therein.

Australia, Japan and Canada

The securities may not be offered, subscribed, sold, acquired or exercised in Australia, Japan or Canada.

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, JAPAN OR CANADA

This press release does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129.

Forward-looking statements

This press release includes forward-looking statements based on current beliefs and expectations about future events. Such forward-looking statements may include projections and estimates and their underlying assumptions, statements regarding plans, objectives, intentions and/or expectations with respect to future financial results, events, operations and services and product development, as well as statements, regarding performance or events. Forward-looking statements are generally identified by the words “expects”, “anticipates”, “believes”, “intends”, “estimates”, “plans”, “projects”, “may”, “would”, “should” or the negative of these terms and similar expressions. Forward looking statements are not guarantees of future performance and are subject to inherent risks, uncertainties and assumptions about Solocal Group and its subsidiaries and investments, trends in their business, future capital expenditures and acquisitions, developments in respect of contingent liabilities, changes in economic conditions globally or in Solocal Group’s principal markets, competitive conditions in the market and regulatory factors. Those events are uncertain; their outcome may differ from current expectations which may in turn materially affect expected results. Actual results may differ materially from those projected or implied in these forward- looking statements. Any forward-looking statement contained in this press release is made as of the date of this press release. Other than as required by applicable law, Solocal Group does not undertake to revise or update any forward-looking statements in light of new information or future events. For further information on these risks and uncertainties, please refer to the documents filed by Solocal Group with the Autorité des marchés financiers and, in particular, the Universal Registration Document registered by the Autorité des marchés financiers on 2 May 2024 and the Prospectus.

EN - Solocal - www.solocal.com

As France’s leading player in digital marketing, Solocal is the number one partner for all local businesses, from small and medium-sized enterprises to large chain stores and local authorities. Its mission: to energize local life. Every day, Solocal advises 253,000 business customers throughout France, helping them to boost their business. Solocal works to unlock the potential of all businesses by connecting them to their customers through innovative digital services (Relational Presence with a range of Connect offers, Website and e-commerce sites, Digital Advertising) that they can manage independently via the Solocal Manager app. Solocal also works alongside web and mobile users to give them the best possible digital experience with PagesJaunes. The Group offers professionals and the general public services with very high audience figures on its own media (15 million UV/month), geolocalized data, scalable technological platforms, a unique commercial coverage in France, and privileged partnerships with digital players such as Gafam. Committed to a societal and environmental strategy since 2013, Solocal adheres to the United Nations’ sustainable development objectives and is Ecovadis and Gaia Ethifinance certified, with a rating of 80/100.

Press contacts

Charlotte Millet
+33 (0)1 46 23 30 00
charlotte.millet@solocal.com

Edwige Druon
+33 (0)1 46 23 37 56
edruon@solocal.com

Investor contact

Jérôme Friboulet
+33(0)1 46 23 30 61
jfriboulet@solocal.com

Follow us



solocal.com