

FINAL DRAFT OF THE RESOLUTIONS

to be submitted to the Annual General Meeting to be held on 19 June 2024

WITHIN THE COMPETENCE OF ORDINARY GENERAL MEETING

FIRST RESOLUTION

(Approval of the Company financial statements for the financial year ended 31 December 2023)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after having taken note of the management report of the Board of Directors and the report of the Statutory Auditors on the Company's annual financial statements, approves the annual financial statements of Solocal Group for the financial year ended 31 December 2023, 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 loss for this financial year, as shown in the said financial statements.

The General Meeting approves the total amount of expenses and charges covered by the provisions of Article 39, paragraph 4 of the French General Tax Code (*Code général des impôts*) for the financial year ended 31 December 2023, which amounted to €14,997.

SECOND RESOLUTION

(Approval of the consolidated financial statements for the financial year ended 31 December 2023)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after having reviewed 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 financial year ended 31 December 2023, including the consolidated balance sheet and income statement and the notes to the consolidated financial statements, as presented to it, as well as the transactions reflected in these consolidated financial statements and mentioned in these reports.

THIRD RESOLUTION

(Allocation of net income for the financial year ended 31 December 2023, as shown in the Company's financial statements)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the management report of the Board of Directors and the report of the Statutory Auditors on the Company's annual financial statements,

- acknowledges that the loss for the financial year ended 31 December 2023 amounted to €292,523,526.57;
- decides to allocate the entire loss for the financial year ended 31 December 2023 to "retained earnings", which after allocation will be a debit of €1,464,266,956.65.

In accordance with the provisions of Article 243 bis of the French General Tax Code, the General Meeting recalls 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 General Meeting, voting under the quorum and majority required for ordinary general meetings, after having reviewed the Statutory Auditors' special report on agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code (*Code de commerce*), approves the said report and the agreements referred to therein.

FIFTH RESOLUTION

(Approval of the compensation package paid during the financial year ended 31 December 2023 or awarded for the same financial year to Mr. Philippe Mellier, Chairman of the Board of Directors)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after having reviewed 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. 22-10-34 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 financial year ended 31 December 2023 or awarded for the same financial year to Mr. Philippe Mellier, Chairman of the Board of Directors, as presented in Solocal Group's Universal Registration Document 2023, in Chapter 4 "Corporate Governance", in section 4.2.3 "Corporate governance report adopted by the Board of Directors", part II "Compensation paid or awarded to corporate officers for the 2023 financial year (ex post vote)".

SIXTH RESOLUTION

(Approval of the compensation package paid during the financial year ended 31 December 2023 or awarded for the same financial year to Mr. Hervé Milcent, Chief Executive Officer until 21 November 2023 included)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after having reviewed 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. 22-10-34 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 financial year ended 31 December 2023 or awarded for the same financial year to Mr. Hervé Milcent, Chief Executive Officer until 21 November 2023 included, as presented in Solocal Group's Universal Registration Document

2023, in Chapter 4 "Corporate Governance", in section 4.2.3 "Corporate governance report adopted by the Board of Directors", part II "Compensation paid or awarded to corporate officers for the 2023 financial year (ex post vote)".

SEVENTH RESOLUTION

(Approval of the compensation paid during the financial year ended 31 December 2023 or awarded for the same financial year to Mr. Cédric Dugardin, Chief Executive Officer for the period from 22 November 2023 to 31 December 2023)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after having reviewed 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. 22-10-34 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 financial year ended 31 December 2023 or awarded for the same financial year to Mr. Cédric Dugardin, Chief Executive Officer for the period from 22 November 2023 to 31 December 2023, as presented in Solocal Group's Universal Registration Document 2023, in Chapter 4 "Corporate Governance", in section 4.2.3 "Corporate governance report adopted by the Board of Directors", part II "Compensation paid or awarded to corporate officers for the 2023 financial year (ex post vote)".

EIGHTH RESOLUTION

(Approval of the payment of a non-compete indemnity to the Chief Executive Officer)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the report of the corporate governance referred to in Article L. 225-37 of the French Commercial Code,

- approves the payment of a non-compete indemnity to the Chief Executive Officer, as presented in Solocal Group's Universal Registration Document 2023, in Chapter 4 "Corporate Governance", in section 4.2.3 "Corporate governance report adopted by the Board of Directors", part II "Compensation paid or awarded to corporate officers for the 2023 financial year (ex post vote)", paragraph "Payment of a non-compete indemnity to the Chief Executive Officer".

NINTH RESOLUTION

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

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after having reviewed 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. 22-10-34 I of the French Commercial Code, the information mentioned in paragraph I of Article L. 22-10-9 I of the same Code as presented in Solocal Group's Universal Registration Document 2023, in Chapter 4 "Corporate Governance", in section 4.2.3 "Corporate governance report adopted by the Board of Directors", part II "Compensation paid or awarded to corporate officers for the 2023 financial year (ex post vote)".

TENTH RESOLUTION

(Approval of the compensation policy for the Chairman of the Board of Directors)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the report 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 Chairman of the Board of Directors, as presented in Solocal Group's Universal Registration Document 2023, in Chapter 4 "Corporate Governance", in section 4.2.3 "Corporate governance report adopted by the Board of Directors", part I "Compensation policy for corporate officers, pursuant to Article L. 22-10-8 of the French Commercial Code (ex ante vote)".

ELEVENTH 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 reviewed the report 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 2023, in Chapter 4 "Corporate Governance", in section 4.2.3 "Corporate governance report adopted by the Board of Directors", part I "Compensation policy for corporate officers, pursuant to Article L. 22-10-8 of the French Commercial Code (ex ante vote)".

TWELFTH RESOLUTION

(Approval of the compensation policy for the Directors)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the report 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 2023, in Chapter 4 "Corporate Governance", in section 4.2.3 "Corporate governance report adopted by the Board of Directors", part I "Compensation policy for corporate officers, pursuant to Article L. 22-10-8 of the French Commercial Code (ex ante vote)".

THIRTEENTH RESOLUTION

(Renewal of the term of office of Mrs. Marie-Christine Levet as Director of the Company)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, after having reviewed the report

of the Board of Directors,

- acknowledges that the term of office as Director of Mrs. Marie-Christine Levet will expire at the end of this General Meeting; and
- resolves to renew the term of office of Mrs. Marie-Christine Levet as Director for a period of four (4) years, which will expire at the end of the General Meeting called in 2028 to approve the financial statements for the year ending 31 December 2027.

FOURTEENTH RESOLUTION

(Renewal of the term of office of Mr. Cédric Dugardin as Director of the Company)

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

- acknowledges that the term of office as Director of Mr. Cédric Dugardin will expire at the end of this General Meeting; and
- resolves to renew the term of office of Mr. Cédric Dugardin as Director for a period of four (4) years, which will expire at the end of the General Meeting called in 2028 to approve the financial statements for the year ending 31 December 2027.

FIFTEENTH RESOLUTION

(Appointment of Cabinet de Saint Front as sustainability auditor)

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

- resolves to appoint Cabinet de Saint-Front as sustainability auditor for a period of three (3) financial years, *i.e.* until the end of the General Meeting called in 2027 to approve the financial statements for the year ending 31 December 2026.

SIXTEENTH 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 reviewed the report of the Board of Directors,

- terminates, with immediate effect, the unused portion of the authorization granted by the General Meeting of 29 June 2023 in its thirteen 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 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 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:
 - prior to the implementation of the transactions provided for in the seventeenth to twenty-sixth resolutions submitted to the vote of this General Meeting, or in the absence of implementation of these transactions: €5 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;
 - subsequent to the implementation of the transactions provided for in the seventeenth to twenty-sixth resolutions submitted to the vote of this General Meeting: €5 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 Labour Code (*Code du travail*) (including any sale of shares referred to in Article L. 3332-24 of the French Labour 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 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.

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

SEVENTEENTH RESOLUTION

(Share capital reduction motivated by losses, by reducing the nominal value of the shares - Delegation of powers to the Board of Directors to carry out the share capital reduction)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with Article L. 225-204 of the French Commercial Code:

1. Acknowledges that the Company's financial statements for the financial year ended 31 December 2023, as approved by the Board of Directors on 23 April 2024 and certified by the Statutory Auditors, show a net loss of €292,523,526.57;
2. Resolves in principle to reduce the Company's share capital, such share capital reduction being motivated by losses, by a maximum amount of €131,828,693.346, in accordance with the provisions of Article L. 225-204 of the French Commercial Code, by reducing the nominal value of each share making up the share capital from one euro (€1) to one thousandth of a euro (€0.001) each (the "**Share Capital Reduction No. 1**");
3. Resolves that the Share Capital Reduction No. 1 will be carried out at the latest on the date of the Board of Directors' decision to launch any of the share capital increases provided by the eighteenth to twentieth and twenty-second resolutions submitted to this General Meeting, and in any event before the completion of any of these share capital increases;
4. Resolves that the Share Capital Reduction No. 1 will be carried out by allocating the entire amount of the Share Capital Reduction No. 1 (*i.e.* a maximum amount of €131,828,693.346) to the "Retained Earnings" account, which will be reduced accordingly;
5. Resolves that the Share Capital Reduction No. 1 shall be implemented by the Board of Directors in accordance with this resolution within twelve (12) months of this General Meeting;
6. Acknowledges that the Share Capital Reduction No. 1 provided by this resolution will not give rise to any adjustment of the rights of beneficiaries under the Company's free share allocation plans;
7. Grants full powers to the Board of Directors, with the option of sub-delegation under the conditions provided by law and regulations, to:
 - Set the definitive amount of the Share Capital Reduction No. 1 on the basis of the share capital on the date of the Board of

Directors' decision;

- Allocate the amount resulting from the Share Capital Reduction No. 1 in accordance with paragraph 4 above;
- Acknowledge the completion of the Share Capital Reduction No. 1, with the resulting new share capital of the Company;
- Amend the Company's Articles of Association accordingly;
- Carry out the publication and filing formalities relating to the completion of the Share Capital Reduction No. 1 and the corresponding amendment to the Articles of Association;
- Determine, in accordance with the law, the impact, as the case may be, of the Share Capital Reduction No. 1 on the rights of holders of securities giving access to the share capital and of rights to the award of shares;
- and more generally, to take all necessary steps and carry out all formalities required for the completion of the Share Capital Reduction No. 1, which is the subject of this resolution,

8. Resolves that this authorization is given for a period of twelve (12) months from the date of this General Meeting.

EIGHTEENTH RESOLUTION

(Delegation of powers to the Board of Directors to carry out a share capital increase in cash, by issuing new ordinary shares of the Company, with shareholders' preferential subscription rights)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having reviewed the report of the Board of Directors and the independent expert's report, and in accordance with the conditions provided for in Articles L. 225-129 to L. 225-129-5, L. 22-10-49, L. 225-132 and L. 225-134 of the French Commercial Code, subject to (i) the fulfilment of the conditions precedent referred to in section 10 of the draft amended accelerated financial safeguard plan (the "**Amended Plan**") (the "**Conditions Precedent**") or, as the case may be, the waiver (if permitted by the Amended Plan) of some of them, (ii) the adoption of the seventeenth, nineteenth to twenty-sixth and twenty-eighth to twenty-ninth resolutions submitted to this General Meeting, it being specified that these resolutions form an indivisible whole with this resolution and are interdependent, and (iii) the implementation of the Share Capital Reduction No. 1 which is the subject of the seventeenth resolution submitted to this General Meeting:

1. Delegates to the Board of Directors, with powers to subdelegate under the conditions provided by law and regulations, its power to increase the Company's share capital in accordance with section 3.2.1(a) of the Amended Plan, on a one-off basis, in France or abroad, by issuing new ordinary shares with shareholders' preferential subscription rights, in accordance with the terms and conditions of this resolution (the "**Rights Issue**");
2. Resolves that:
 - (i) the maximum total amount (including issue premium) of the Company's share capital increase carried out pursuant to this resolution (the "**Total Amount of the Rights Issue**") shall be equal to eighteen million twelve thousand six hundred and twenty-nine euros and two hundred and seventy-one thousandths of a euro (€18,012,629.271);
 - (ii) the subscription price of the new ordinary shares issued pursuant to this resolution will be equal to 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, taking into account the Share Capital Reduction No. 1 provided by the seventeenth resolution submitted to this General Meeting;
3. Resolves that the total nominal amount of the Company's share capital increase (excluding the issue premium) carried out pursuant to this resolution may not exceed €6,004,209.757, corresponding to the issue of a maximum number of 6,004,209,757 new ordinary shares with a par value of one thousandth of a euro (€0.001) each, taking into account the Share Capital Reduction No. 1 provided by the seventeenth resolution submitted to this General Meeting;

it being specified that to this ceiling shall be added, where applicable, the par value of the shares to be issued in order to preserve, in accordance with law and regulations and, as the case may be, contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to the Company's share capital or beneficiaries of free share allocations;

4. Resolves that the subscription for the new ordinary shares must be fully paid up on the day of their subscription in cash exclusively and that the new ordinary shares must be fully paid up on the day of their subscription;
5. Resolves that the new ordinary shares issued pursuant to this resolution will carry dividend rights from the date of issue and will be fully assimilated to the existing ordinary shares and subject to all the provisions of the Articles of Association and to the decisions of the Company's general meeting of shareholders (whether prior or subsequent to the date hereof) from that date;
6. Resolves that shareholders will have preferential subscription rights to subscribe for new ordinary shares issued pursuant to this resolution, in proportion to the number of existing shares they hold, it being specified that, in accordance with the provisions of Article L. 225-210 of the French Commercial Code, treasury shares held by the Company will be disregarded for the purpose of determining the preferential subscription rights attached to the other shares, and that a right to subscribe for the new shares issued on a reducible

basis will be introduced, which will be exercised in proportion to their subscription rights and within the limit of their requests;

7. Resolves that, if the irreducible and reducible subscriptions have not absorbed the entire share capital increase, the Board of Directors may make use of one or more of the options provided for by Article L. 225-134 of the French Commercial Code, in the order that it shall determine, and more particularly in accordance with the terms of this article to allocate the unsubscribed new ordinary shares between Ycor and the Backstopping Bondholders (as this term is defined below) in the context of their undertaking to subscribe by way of guarantee to the share capital increase provided by this resolution in cash exclusively, in accordance with the terms of the Amended Plan,

It is specified that:

"Ycor" means Ycor SCA, a limited partnership with shares (société en commandite par actions) under Luxembourg law, having its registered office at 28, Boulevard d'Avranches, L-1160 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Registry under number B221692,

"Backstopping Bondholders" means the Bondholders who have undertaken to subscribe, in accordance with the terms of the Amended Plan, as a guarantee (backstop) for the capital increase which is the subject of this resolution, namely BM Global Credit+ Fund, Robus Capital Management Limited and certain funds managed by it, Cedar Grove Holdings Ltd., Melqart Opportunities Master Fund Limited, DS Liquid DIV RVA MEL, LLC, Whitebox Advisors LLC and Eicos Investment Group Limited;

8. Resolves that the Board of Directors shall have full powers to implement this authorization in accordance with the terms of the Amended Plan, with the option of sub-delegation under the conditions provided by law and regulations, within the limits and subject to the conditions specified above, for the purpose, without limitation, of:
- a. acknowledging the fulfilment of the Conditions Precedent, or as the case may be, the waiver (if possible) of some of them;
 - b. carrying out the share capital increase, which is the subject of this resolution, and acknowledging the issue of the new ordinary shares as part of the said share capital increase;
 - c. setting, within the aforementioned limits, the Total Amount of the Rights Issue, which is the subject of this resolution, as well as the maximum number of new ordinary shares to be issued;
 - d. determining all the other terms and conditions of the issue of the new ordinary shares;
 - e. setting the opening and closing dates for the subscription period for the new ordinary shares;
 - f. determining the number of preferential subscription rights to be allocated to the Company's shareholders on the basis of the number of existing shares in the Company recorded in their securities accounts at the end of the accounting day preceding the opening of the subscription period;
 - g. receiving subscriptions for the new ordinary shares, which must be paid up in cash only (including subscriptions resulting from the backstop undertaking given by Ycor and the Backstopping Bondholders);
 - h. determining and making any adjustments to take account of the impact of transactions affecting the Company's share capital, and to set, as the case may be, the terms on which any rights of holders of securities giving access to the Company's share capital or beneficiaries of free share allocations are to be preserved;
 - i. as the case may be, allocating the unsubscribed new ordinary shares in accordance with the terms of this resolution;
 - j. closing the subscription period(s) early, as the case may be, or extending the duration of any subscription period;
 - k. acknowledging that all the new ordinary shares issued have been fully paid up and, consequently, that the resulting share capital increase has been definitively completed, and amend the Articles of Association accordingly;
 - l. carrying out the publication and filing formalities required for the completion of the share capital increase resulting from the issue of the new ordinary shares and to amend the Company's Articles of Association accordingly, as the case may be;
 - m. entering into any agreement with a view to carrying out the issue provided for in this resolution;
 - n. as the case may be, providing for the possibility of suspending the exercise of rights attached to shares or securities giving access to the share capital or other rights giving access to the share capital in accordance with the applicable legal, regulatory or contractual provisions;
 - o. as the case may be, at its sole discretion, deducting the costs of the capital increase from the amount of the related premiums and, if it deems it appropriate, deducting the sums required to fund the legal reserve;
 - p. having the new ordinary shares admitted to trading on the regulated market of Euronext Paris ("**Euronext Paris**");
 - q. more generally, carrying out any acknowledgements, communications, confirmatory or supplementary acts and all formalities and

declarations, including to the stock market authorities, entering into any and all agreements and applying for any and all authorizations that may prove useful or necessary for the successful completion of the issue of the new ordinary shares issued;

- r. doing all that is necessary or useful for the completion of the share capital increase provided for in this resolution, the issue and admission to trading of the new ordinary shares issued pursuant to this authorization; and
 - s. carrying out all the resulting formalities,
9. Acknowledges that the Board of Directors will report to the next ordinary general meeting, in accordance with the law and regulations, on the use made of the authorization granted pursuant to this resolution;
 10. Resolves that, subject to the fulfilment of the Conditions Precedent or, as the case may be, the waiver (if permitted by the Amended Plan) of some of them, the share capital increase provided for in this resolution must be completed within twelve (12) months of this General Meeting;
 11. Resolves that the share capital increase ceiling set or referred to in this resolution is independent of the ceilings set in the other resolutions submitted to this General Meeting.

NINETEENTH RESOLUTION

(Delegation of powers to the Board of Directors to carry out a share capital increase, to be paid up by offsetting receivables, by issuing new ordinary shares of the Company, with waiver of shareholders' preferential subscription rights in favor of the Bondholders, these persons constituting a category of persons meeting specified characteristics)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having reviewed the report of the Board of Directors, the special report of the Statutory Auditors and the independent expert's report, after having acknowledged that the Company's share capital is fully paid up, and in accordance with the conditions provided for in Articles L. 225-129 to L. 225-129-5, L. 22-10-49, L. 225-135 and L. 225-138 of the French Commercial Code, subject to (i) the fulfilment of the Conditions Precedent or, as the case may be, the waiver (if permitted by the Amended Plan) of some of them, (ii) the adoption of the seventeenth, eighteenth, twentieth to twenty-sixth and twenty-eighth to twenty-ninth resolutions submitted to this General Meeting, it being specified that these resolutions form an indivisible whole with this resolution and are interdependent, and (iii) the implementation of the Share Capital Reduction No. 1 which is the subject of the seventeenth resolution submitted to this General Meeting:

1. Delegates to the Board of Directors, with powers to subdelegate as permitted by law and regulations, its power to increase the Company's share capital in accordance with section 3.2.3 of the Amended Plan, on a one-off basis, in France or abroad, by issuing new ordinary shares with waiver of the shareholders' preferential subscription rights, in accordance with the terms and conditions of this resolution (the "**Bondholders Reserved Capital Increase**");
2. Resolves that:
 - (i) the maximum total amount (including issue premium) of the Company's share capital increase carried out pursuant to this resolution shall be equal to €195,601,690.78, corresponding, in accordance with the terms of the Amended Plan, to (x) the total principal amount in euros of the Bonds (*i.e.* €176,689,747.06) plus (y) the amount of interest on the Bonds accrued up to and including 14 June 2024 (for the avoidance of doubt, at the contractual rate excluding any default interest), *i.e.* €23,911,943.72 (it being specified that any default interest due in respect of accrued and unpaid interest is excluded, and that no interest will accrue on the Bonds from the date of the judgment approving the Amended Plan), (z) reduced by €5,000,000.00;
 - (ii) the subscription price of the new ordinary shares issued pursuant to this resolution shall be equal to approximately €0.027240046 per new ordinary share, *i.e.* one thousandth of a euro (€0.001) of par value and approximately €0.026240046 of issue premium per new ordinary share, taking into account the Share Capital Reduction No. 1 provided by the seventeenth resolution submitted to this General Meeting;
3. Resolves that the total nominal amount of the Company's share capital increase (excluding issue premium) carried out pursuant to this resolution may not exceed €7,180,666.667, corresponding to the issue of a maximum number of 7,180,666,667 new ordinary shares with a nominal value of one thousandth of a euro (€0.001) each, taking into account the Share Capital Reduction No. 1 provided by the seventeenth resolution submitted to this General Meeting;
4. Resolves that the subscription for the new ordinary shares must be paid up by offsetting against certain, liquid and due receivables on the Company and that the new shares must be fully paid up on the day of their subscription;
5. Resolves that the new ordinary shares issued pursuant to this resolution will carry dividend rights from the date of issue and will be fully assimilated to the existing ordinary shares and subject to all the provisions of the Articles of Association and to the decisions of the Company's shareholders general meeting (whether prior or subsequent to the date hereof) from that date;
6. Resolves to waive the shareholders' preferential subscription rights to subscribe for the new shares and to reserve the subscription of all the new ordinary shares issued pursuant to this resolution for the exclusive benefit of the holders of the Bonds (the "**Bondholders**"), it being specified (i) that the said Bondholders constitute a category of persons meeting specified characteristics within the meaning of Article L. 225-138 of the French Commercial Code and (ii) that they will each pay their subscription with a portion of the certain, liquid and due receivables that they hold against the Company in respect of the Bonds,

It is specified that:

"Bonds" means the bonds issued by the Company with a total principal amount of €176,689,747.06 (as of 31 December 2023) bearing interest at Euribor (with 3-month Euribor rate floor of 1%) + 7% spread and maturing on 15 March 2025 (ISIN: FR0013237484).

7. Resolves that the Board of Directors shall have full powers to implement this authorization in accordance with the terms of the Amended Plan, with the option of sub-delegation under the conditions provided by the law and regulations, within the limits and subject to the conditions specified above, for the purpose, without limitation, of:
 - a. acknowledging the fulfilment of the Conditions Precedent, or as the case may be, the waiver (if possible) of some of them;
 - b. carrying out the share capital increase, which is the subject of this resolution, and acknowledging the issue of the new ordinary shares as part of the said share capital increase;
 - c. setting, within the aforementioned limits, the amount of the share capital increase provided by this resolution and the maximum number of new ordinary shares to be issued;
 - d. determining all the other terms and conditions of the issue of the new shares;
 - e. setting the list of beneficiaries within the category defined in paragraph 6 of this resolution, and the definitive number of ordinary shares to be subscribed by each of them within the limit of the maximum number of shares determined as indicated above;
 - f. collecting subscriptions for the new ordinary shares from the beneficiaries and acknowledging these subscriptions, which must be paid up exclusively by offsetting certain, liquid and due receivables on the Company;
 - g. approving receivables in accordance with Article R. 225-134 of the French Commercial Code (with the option to sub-delegate under the conditions provided by law and regulations);
 - h. obtaining from the Statutory Auditors a report certifying the accuracy of the statement of receivables drawn up by the Board of Directors (with the option to sub-delegate under the conditions provided by law and regulations), in accordance with Article R. 225-134 of the French Commercial Code;
 - i. determining the opening and closing dates of the subscription period;
 - j. closing the subscription period early, as the case may be, or extending its duration;
 - k. obtaining from the Statutory Auditors a certificate stating that the ordinary shares have been paid up by offsetting receivables that are certain, liquid and due on the Company, which certificate will serve as a certificate in accordance with Article L. 225-146 paragraph 2 of the French Commercial Code;
 - l. acknowledging that all the new ordinary shares issued have been fully paid up and, consequently, that the resulting capital increase has been definitively completed, and amending the Articles of Association accordingly;
 - m. carrying out the publication and filing formalities required for the completion of the share capital increase resulting from the issue of the new ordinary shares and to amend the Company's Articles of Association accordingly, as the case may be;
 - n. entering into any agreement with a view to carrying out the issue provided for in this resolution;
 - o. as the case may be, providing for the possibility of suspending the exercise of rights attached to shares or securities giving access to the share capital or other rights giving access to the share capital in accordance with the applicable legal, regulatory or contractual provisions;
 - p. as the case may be, at its sole discretion, deducting the costs of the share capital increase from the amount of the related premiums and, if it deems it appropriate, deducting the sums required to fund the legal reserve;
 - q. having the new ordinary shares admitted to trading on Euronext Paris;
 - r. more generally, carrying out any acknowledgements, communications, confirmatory or supplementary acts and all formalities and declarations, including to the stock market authorities, entering into any and all agreements and applying for any and all authorizations that may prove useful or necessary for the successful completion of the issue of the new ordinary shares issued;
 - s. doing all that is necessary or useful for the completion of the share capital increase provided for in this resolution, the issue and admission to trading of the new ordinary shares issued pursuant to this authorization; and
 - t. carrying out all the resulting formalities,
8. Resolves that, subject to the fulfilment of the Conditions Precedent or, as the case may be, the waiver (if permitted by the Amended Plan) of some of them, the share capital increase provided for in this resolution must be completed within twelve (12) months of this General Meeting,

9. Resolves that the share capital increase ceiling set or referred to in this resolution is independent of the ceilings set forth in the other resolutions submitted to this General Meeting.

TWENTIETH RESOLUTION

(Delegation of powers to the Board of Directors to carry out a share capital increase in cash, by issuing new ordinary shares of the Company, with waiver of shareholders' preferential subscription rights in favor of Ycor)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having reviewed the report of the Board of Directors, the special report of the Statutory Auditors and the independent expert's report, after having acknowledged that the Company's share capital is fully paid up, and in accordance with the conditions provided for in Articles L. 225-129 to L. 225-129-5, L. 22-10-49, L. 225-135 and L. 225-138 of the French Commercial Code, subject to (i) the fulfilment of the Conditions Precedent or, as the case may be, the waiver (if permitted by the Amended Plan) of some of them, (ii) the adoption of the seventeenth to nineteenth, twenty-first to twenty-sixth and twenty-eighth to twenty-ninth resolutions submitted to this General Meeting, it being specified that these resolutions form an indivisible whole with this resolution and are interdependent, and (iii) the implementation of the Share Capital Reduction No. 1, which is the subject of the seventeenth resolution submitted to this General Meeting:

1. Delegates to the Board of Directors, with powers to subdelegate under the conditions provided by law and regulations, its power to increase the Company's share capital in accordance with section 3.2.1(b) of the Amended Plan, on a one-off basis, in France or abroad, by issuing new ordinary shares with waiver of the shareholders' preferential subscription rights, in accordance with the terms and conditions of this resolution (the "**Ycor Reserved Capital Increase**");
2. Resolves that:
 - (i) the maximum total amount (including issue premium) of the Company's share capital increase carried out pursuant to this resolution shall be equal to twenty-four million nine hundred and ninety-nine thousand nine hundred and ninety-nine euros and nine hundred and ninety-nine thousandths of a euro (€24,999,999.999);
 - (ii) the subscription price of the new ordinary shares issued pursuant to this resolution shall be equal to 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, taking into account the Share Capital Reduction No. 1 provided by the seventeenth resolution submitted to this General Meeting;
3. Resolves that the total nominal amount of the Company's share capital increase (excluding issue premium) carried out pursuant to this resolution may not exceed €8,333,333.333, corresponding to the issue of a maximum number of 8,333,333,333 new shares with a nominal value of one thousandth of a euro (€0.001) each, taking into account the Share Capital Reduction No. 1, which is the subject of the seventeenth resolution submitted to this General Meeting;
4. Resolves that the subscription for the new ordinary shares must be fully paid up on the day of subscription in cash only;
5. Resolves that the new ordinary shares issued pursuant to this resolution will carry dividend rights from the date of issue and will be fully assimilated to the existing ordinary shares and subject to all the provisions of the Articles of Association and to the decisions of the Company's shareholders general meeting (whether prior or subsequent the date hereof) from that date;
6. Resolves to waive the shareholders' preferential subscription rights to the new ordinary shares and to reserve the subscription of all the new ordinary shares to be issued pursuant to this resolution for the exclusive benefit of Ycor;
7. Resolves that the Board of Directors shall have full powers to implement this authorisation in accordance with the terms of the Amended Plan, with the option of sub-delegation under the conditions provided by the law and regulations, within the limits and subject to the conditions specified above, for the purpose, without limitation, of:
 - a. acknowledging the fulfilment of the Conditions Precedent, or as the case may be, the waiver (if possible) of some of them;
 - b. carrying out the share capital increase, which is the subject of this resolution and acknowledging the issue of the new ordinary shares as part of the said share capital increase;
 - c. setting, within the aforementioned limits, the amount of the share capital increase provided by this resolution and the number of new ordinary shares to be issued;
 - d. determining all the other terms and conditions of the issue of the new shares;
 - e. determining the opening and closing dates of the subscription period;
 - f. receiving the subscriptions for the new ordinary shares from Ycor and acknowledging such subscriptions, which must be paid up exclusively in cash;
 - g. closing the subscription period early, as the case may be, or extending the duration of any subscription period;
 - h. acknowledging that all the new ordinary shares issued have been fully paid up and, consequently, that the resulting capital increase has been definitively completed, and amending the Articles of Association accordingly;

- i. carrying out the publication and filing formalities required for the completion of the share capital increase resulting from the issue of the new ordinary shares and to amend the Company's Articles of Association accordingly, as the case may be;
 - j. entering into any agreement with a view to carrying out the issue provided for in this resolution;
 - k. as the case may be, providing for the possibility of suspending the exercise of rights attached to shares or securities giving access to the share capital or other rights giving access to the share capital in accordance with the applicable legal, regulatory or contractual provisions;
 - l. as the case may be, at its sole discretion, deducting the costs of the share capital increase from the amount of the related premiums and, if it deems it appropriate, deducting the sums required to fund the legal reserve;
 - m. having the new ordinary shares admitted to trading on Euronext Paris;
 - n. more generally, carrying out any acknowledgements, communications, confirmatory or supplementary acts and all formalities and declarations, including to the stock market authorities, entering into any and all agreements and applying for any and all authorizations that may prove useful or necessary for the successful completion of the issue of the new ordinary shares issued;
 - o. doing all that is necessary or useful for the completion of the share capital increase provided for in this resolution, the issue and admission to trading of the new ordinary shares issued pursuant to this authorization; and
 - p. carrying out all the resulting formalities,
8. Resolves that, subject to the fulfilment of the Conditions Precedent or, as the case may be, the waiver (if permitted by the Amended Plan) of some of them, the share capital increase provided for in this resolution must be completed within twelve (12) months of this General Meeting,
9. Resolves that the share capital increase ceiling set or referred to in this resolution is independent of the ceilings set forth in the other resolutions submitted to this General Meeting.

TWENTY-FIRST RESOLUTION

(Approval of the contribution in kind of all the shares constituting the share capital of Regicom Webformance SAS by Ycor to the Company and delegation of powers to the Board of Directors, of its valuation and of its consideration)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having reviewed the report of the Board of Directors, the reports of Crowe HAF, contribution auditor (*commissaire aux apports*), appointed by order of the President of the Nanterre Commercial Court (*Tribunal de commerce*) on 26 April 2024, on the value of the Contribution (as this term is defined below) and the fairness of the proposed consideration (in accordance with AMF recommendation DOC-2020-06), the independent expert's report, the contribution agreement relating to the Contribution (the "**Contribution Agreement**"), and the exemption document filed with the AMF in accordance with Article 212-34 of its General Regulations (the "**Exemption Document**"), after having acknowledged that the Company's share capital has been fully paid up, and in accordance with the conditions provided for in Articles L. 225-129 and L. 225-147 of the French Commercial Code, subject to (i) the fulfilment of the Conditions Precedent or, as the case may be, the waiver (if permitted by the Amended Plan) of some of them, (ii) the fulfilment of the conditions precedent set out in the Contribution Agreement or, as the case may be, the waiver (if permitted by the Contribution Agreement) of some of them, (iii) the adoption of the seventeenth to twentieth, twenty-second to twenty-sixth and twenty-eighth to twenty-ninth resolutions submitted to this General Meeting, it being specified that these resolutions form an indivisible whole with this resolution and are interdependent, (iv) the implementation of the Share Capital Reduction No. 1 which is the subject of the seventeenth resolution submitted to this General Meeting, and (v) the acknowledgement of the subscription by Ycor to the Ycor Reserved Capital Increase, the acknowledgement of the subscription to the full Total Amount of the Rights Issue (including, if applicable, after the call of the backstop of Ycor and the Backstopping Bondholders) in respect of the Rights Issue, and the acknowledgement of the subscription by the Bondholders to the entire Bondholders Reserved Capital Increase:

1. Acknowledges that:
 - the contribution auditors' report on the value of the Contribution has been filed with the clerk of the Nanterre Commercial Court, in accordance with the applicable laws and regulations;
 - the Contribution forms part of the Company's restructuring process;
 - the Contribution constitutes a transaction indivisible from the share capital increases provided by the eighteenth to twentieth and twenty-second resolutions, and the issues of the Warrants provided by the twenty-third and twenty-fourth resolutions, submitted to the General Meeting;
 - the value of the contribution made to the Company by Ycor of 50,000 ordinary Regicom shares (the "**Contribution**") amounts to a total of thirty-four million nine hundred and ninety-nine thousand nine hundred and ninety-nine euros and nine hundred and ninety-eight thousandths of a euro (€34,999,999.998), *i.e.* approximately seven hundred euros (€700) per Regicom share contributed;
 - the Contribution will be remunerated by the issue by the Company to Ycor of 11,666,666,666 new ordinary shares with a

nominal value of one thousandth of a euro (€0.001) each, to be created by a share capital increase of a total amount of €34,999,999.998, *i.e.* a nominal amount of €11,666,666.666 and a contribution premium of €23,333,333.332, taking into account the Share Capital Reduction No. 1, which is the subject of the seventeenth resolution submitted to this General Meeting,

"Regicom" refers to Regicom Webformance SAS, a simplified joint stock company (*société par actions simplifiée*) under French law, whose registered office is located at 36-40 rue Raspail, 92300 Levallois-Perret, registered with the Nanterre Trade and Companies Register under number 525 312 294;

2. Approves without restriction or reservation, in all its provisions, the Contribution and the terms and conditions of the Contribution Agreement providing for the contribution to the Company of all the 50,000 ordinary shares comprising the share capital of Regicom (the "**Contributed Securities**") by Ycor, and in particular:
 - the choice of legal and tax regime for the Contribution,
 - the valuation and accounting for the Contributed Securities,
 - the value of the Contributed Securities, amounting to a net amount of €34,999,999.998,
 - consideration for the Contribution by the allocation to Ycor of 11,666,666,666 new ordinary shares of the Company,
 - the terms and conditions of the delivery to Ycor of the new ordinary shares of the Company and the date from which such shares will be entitled to profits, and
 - the contemplated amount of the contribution premium of €23,333,333.332 and the contemplated deductions from this premium;
3. In accordance with Article L. 225-147 of the French Commercial Code, fully and simply approves the valuation of the Contribution;
4. Approves, purely and simply, the consideration of the Contribution by the Company to Ycor;
5. Delegates to the Board of Directors, with powers to subdelegate under the conditions provided by law and regulations, within the limits and subject to the conditions specified above, all powers necessary for the purposes, without limitation, of:
 - a. acknowledging the fulfilment of the Conditions Precedent or, as the case may be, the waiver, where possible, of some of them;
 - b. acknowledging the fulfilment of the conditions precedent set out in the Contribution Agreement or, as the case may be, the waiver, where possible, of some of them;
 - c. acknowledging the subscription by Ycor to the Ycor Reserved Capital Increase, the subscription to the full Total Amount of the Rights Issue (including, as the case may be, after the call of the backstop of Ycor and the Backstopping Bondholders) in respect of the Rights Issue, and the subscription by the Bondholders to the full amount of the Bondholders Reserved Capital Increase;
 - d. acknowledging the definitive completion of the Contribution;
 - e. and more generally, taking all measures and making all confirmations, acknowledgements, declarations or communications, executing all documents, instruments or agreements and carrying out all formalities, filings or actions that may prove necessary or useful for the purposes of the completion of the Contribution.

TWENTY-SECOND RESOLUTION

(Share capital increase, subject to the fulfilment of conditions precedent, of a total amount of 34,999,999.998 euros consisting of 11,666,666.666 euros of nominal value and 23,333,333.332 euros of contribution premium, by issuing 11,666,666,666 new ordinary shares of the Company at a price per share of 0.003 euro (including contribution premium) to Ycor - Delegation of powers to the Board of Directors to acknowledge the definitive completion of the contribution in kind and the corresponding share capital increase of the Company, and to amend the Articles of Association accordingly)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having reviewed the report of the Board of Directors, the reports of Crowe HAF, contribution auditor (*commissaire aux apports*), appointed by order of the President of the Nanterre Commercial Court on 26 April 2024, on the value of the Contribution (as this term is defined below) and the fairness of the proposed consideration (in accordance with AMF recommendation DOC-2020-06), the independent expert's report, the Contribution Agreement and the Exemption Document, after having acknowledged that the Company's share capital is fully paid up, and in accordance with the conditions provided for in Articles L. 225-129 and L. 225-147 of the French Commercial Code, subject to (i) the fulfilment of the Conditions Precedent or, as the case may be, the waiver (if permitted by the Amended Plan) of some of them, (ii) the fulfilment of the conditions precedent set out in the Contribution Agreement or, as the case may be, the waiver (if permitted by the Contribution Agreement) of some of them, (iii) the adoption of the seventeenth to twenty-first, twenty-third to twenty-sixth and twenty-eighth to twenty-ninth resolutions submitted to this General Meeting, it being specified that these resolutions form an indivisible whole with this resolution and are interdependent, (iv) the implementation of the Share Capital Reduction No. 1, which is the subject of the seventeenth resolution submitted to this General Meeting, and (v) the acknowledgement of the

subscription by Ycor to the Ycor Reserved Capital Increase, the acknowledgement of the subscription to the full Total Amount of the Rights Issue (including, as the case may be, after the call of the backstop of Ycor and the Backstopping Bondholders) in respect of the Rights Issue, and the acknowledgement of the subscription by the Bondholders to the entire Bondholders Reserved Capital Increase:

1. Resolves, in accordance with Article L.225-129 of the French Commercial Code, to carry out, in consideration for the Contribution, a share capital increase of a total amount of thirty-four million nine hundred and ninety-nine thousand nine hundred and ninety-nine euros and nine hundred and ninety-eight thousandths of a euro (€34,999,999.998), comprising a total nominal amount of €11,666,666.666 and a total contribution premium of €23,333,333.332, through the creation and issue of 11.666,666,666 new ordinary shares, at a unit price of 0.003 euro each (*i.e.* 0.001 euro of nominal value each, taking into account the Share Capital Reduction No. 1 which is the subject of the seventeenth resolution submitted to this General Meeting, and 0.002 euro of contribution premium each), to be allocated in full to Ycor, and delegates all powers to the Board of Directors to carry out this issue;
2. Resolves to reserve the subscription to this share capital increase for Ycor, in its capacity as contributor;
3. Resolves that the new ordinary shares issued pursuant to this resolution will carry dividend rights from the date of issue and will be fully assimilated to the existing ordinary shares and subject to all the provisions of the Articles of Association and to the decisions of the Company's general meeting of shareholders (whether prior or subsequent to the date hereof) from that date;
4. Resolves that the new ordinary shares to be issued in consideration for the Contribution will be admitted to trading on Euronext Paris;
5. Resolves that the difference between the value of the Contribution (*i.e.* €34,999,999.998) and the nominal value of the ordinary shares in the Company allocated in consideration for the Contribution (*i.e.* 11,666,666,666 ordinary shares) will be recorded in the balance sheet under the heading "contribution premium" (*i.e.* €23,333,333.332);
6. Authorizes the Board of Directors to:
 - deduct from the amount of the contribution premium the sums required to increase the legal reserve to an amount equal to one tenth of the share capital,
 - charge to the contribution premium account all external costs and expenses of any nature whatsoever arising from the completion of the Contribution, it being specified that the balance of the contribution premium may be allocated at any time in accordance with the rules in force, as decided by the General Meeting,
7. Resolves that the Board of Directors shall have the power to acknowledge the fulfilment of the Conditions Precedent and the conditions precedent set out in the Contribution Agreement or, as the case may be, the waiver (where possible) of some of them, the subscription and definitive completion of the Contribution and the corresponding Company's share capital increase;
8. Appoints the firm Crowe HAF, which acted as contribution auditor appointed by order of the President of the Nanterre Commercial Court on 26 April 2024, as expert with the mission of certifying that the value of the Contribution on the date of its definitive completion corresponds to the amount of the resulting Company's share capital increase; its report will be made available to the Company's shareholders;
9. Delegates to the Board of Directors, with powers to subdelegate under the conditions provided by law and regulations, within the limits and subject to the conditions specified above, all powers to take any and all steps and carry out any and all acts in order to acknowledge the definitive completion of the Contribution and the corresponding share capital increase, and in particular, but without limitation, to:
 - a. acknowledge the fulfilment of the Conditions Precedent or, as the case may be, the waiver, where possible, of some of them;
 - b. acknowledge the fulfilment of the conditions precedent set out in the Contribution Agreement or, where applicable, the waiver, where possible, of some of them;
 - c. acknowledge the subscription by Ycor to the Ycor Reserved Capital Increase, the subscription to the full Total Amount of the Rights Issue (including, as the case may be, after the call of the backstop of Ycor and the Backstopping Bondholders) in respect of the Rights Issue, and the subscription by the Bondholders to the full amount of the Bondholders Reserved Capital Increase;
 - d. reiterate, if necessary and in any form, the Contribution made to the Company, draw up any confirmatory, supplementary or amending deeds that may be necessary, carry out any formalities required to facilitate the transfer of the shares contributed by Ycor to the Company;
 - e. draw up, negotiate and execute all agreements, undertakings, deeds, confirmatory, supplementary or other documents and to carry out all formalities useful or necessary to acknowledge the completion of the Contribution and the share capital increase decided by this resolution and to give effect thereto;
 - f. acknowledge the definitive completion of the Contribution, the subscription and the corresponding Company's share capital increase under the conditions set out above;
 - g. proceed with the issue the shares in consideration for the Contribution;
 - h. carry out the publication and filing formalities required for the completion of the share capital increase resulting from the issue of

new ordinary shares in consideration for the Contribution, and to amend the Company's Articles of Association accordingly, as the case may be;

- i. have the new ordinary shares admitted to trading on Euronext Paris;
- j. do all that is necessary or useful for the completion of the share capital increase provided for in this resolution, the issue and admission to trading of the new ordinary shares issued;
- k. carry out all the resulting formalities; and
- l. execute all instruments, deeds and documents in execution of this authorization, with the option to sub-delegate within the limits of these powers and, more generally, do all that is necessary.

TWENTY-THIRD RESOLUTION

(Delegation of powers to the Board of Directors to carry out the issue and the free allocation of share warrants, with waiver of shareholders' preferential subscription rights in favor of Ycor)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having reviewed the report of the Board of Directors, the special reports of the Statutory Auditors in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code and the independent expert's report, after having acknowledged that the Company's share capital is fully paid up, and in accordance with the conditions provided for in Articles L. 225-129 to L. 225-129-5, L. 22-10-49, L. 225-135, L. 225-138 and L. 228-91 *et seq.* of the French Commercial Code, subject to (i) the fulfilment of the Conditions Precedent or, as the case may be, the waiver (if permitted by the Amended Plan) of some of them, (ii) the adoption of the seventeenth to twenty-second, twenty-fourth to twenty-sixth and twenty-eighth to twenty-ninth resolutions submitted to this General Meeting, it being specified that these resolutions form an indivisible whole with this resolution and are interdependent, and (iii) the implementation of the Share Capital Reduction No. 1, which is the subject of the seventeenth resolution submitted to this General Meeting:

1. Delegates to the Board of Directors, with powers to subdelegate under the conditions provided by law and regulations, its power to issue and award free of charge up to 1,868,807,116 share warrants, in accordance with the terms and conditions attached in **Appendix 1** hereto (the "**Ycor Warrants**"), with waiver of shareholders' preferential subscription rights under the terms and conditions of this resolution;
2. Resolves to waive the shareholders' preferential subscription rights and to reserve the award of all Ycor Warrants for the exclusive benefit of Ycor;
3. Resolves that the Ycor Warrants will be awarded in their entirety to Ycor, free of charge;
4. Resolves that each Ycor Warrant will entitle the holder to subscribe for one (1) new ordinary share of the Company at an exercise price equal to the nominal value of the new ordinary share to be issued upon exercise of the Ycor Warrant (*i.e.*, taking into account the Share Capital Reduction No. 1, and before adjustment under the Reverse Share Split and the Share Capital Reduction No. 2, an exercise price equal to one thousandth of a euro (€0.001) per new ordinary share), without prejudice to any subsequent adjustments to preserve the rights of the Ycor Warrants holder, in accordance with law and regulations and the contractual provisions of the Ycor Warrants; it is further specified (i) that the exercise ratio of the Ycor Warrants will not be adjusted either in respect of the new ordinary shares issued pursuant to the Rights Issue, which is the subject of the eighteenth resolution, or in respect of the issue of the Backstopping Bondholders Warrants, which is the subject of the twenty-fourth resolution submitted to the General Meeting, or their exercise, (ii) that the exercise ratio of the Ycor Warrants will be adjusted in respect of the Reverse Share Split, such that 1,000 Ycor Warrants will entitle their holders to subscribe for one (1) new ordinary share of the Company following the implementation of the Reverse Share Split, and (iii) the subscription price of the shares to which the Ycor Warrants entitle their holders will be adjusted following the definitive completion of the Share Capital Reduction No. 2 (itself carried out following the definitive completion of the Reverse Share Split), such that the subscription price of one (1) new ordinary share of the Company to which 1,000 Ycor Warrants will entitle the holder to is equal to one cent of euro (€0.01) per new share;
5. Resolves that the total nominal amount of the Company's share capital increase resulting from the exercise of the Ycor Warrants issued pursuant to this resolution may not exceed €1,868,807,116 (by issuing a maximum number of 1,868,807,116 new ordinary shares in the Company with a nominal value of one thousandth of a euro (€0.001) each, taking into account the aforementioned Share Capital Reduction No. 1), without prejudice to any subsequent adjustments to preserve the rights of the Ycor Warrants holder, in accordance with law and regulations and the contractual provisions of the Ycor Warrants. This amount will be increased, as the case may be, by the nominal value of the new ordinary shares to be issued in order to preserve the rights of the Ycor Warrants holder (in accordance with law and regulations and the contractual provisions of the Ycor Warrants), the maximum number of new ordinary shares being increased accordingly;
6. Resolves that, in accordance with the contractual provisions of the Ycor Warrants, in the event that the total number of Ycor Warrants held by the Ycor Warrants holder does not correspond to a whole number of shares, the Ycor Warrants holder may request (i) either the whole number of shares immediately below; in this case, the Ycor Warrants holder will be paid in cash an amount equal to the fractional share multiplied by the value of the share, equal to the last price quoted on Euronext Paris during the trading session preceding the day on which the request to exercise the Ycor Warrants is submitted; (ii) or the whole number of shares immediately above, on the condition that the Ycor Warrants holder pays the Company an amount equal to the value of the additional fraction of the share thus

requested, valued on the basis set out in point (i);

7. Resolves that the Ycor Warrants may be exercised at any time until the expiry of a period of twelve (12) months following the date of their settlement-delivery, the Ycor Warrants not exercised within this period becoming null and void and thus losing all value and all rights attached thereto, and subject to the grounds for extension set out in the contractual provisions of the Ycor Warrants;
8. Resolves, in accordance with the contractual provisions of the Ycor Warrants, that in the event of a share capital increase, absorption, merger, demerger or issue of new equity securities or new securities giving access to the share capital, or other financial transactions involving preferential subscription rights or reserving a priority subscription period for the benefit of the Company's share holders, or in the event of a reverse share split, the Company shall be entitled to suspend the exercise of the Ycor Warrants for a period not exceeding three (3) months or any other period set by the applicable regulations, in which case the exercise period for the Ycor Warrants shall be extended accordingly;
9. Recalls that, without prejudice to the foregoing, pursuant to Article L. 228-98 of the French Commercial Code (i) in the event of a share capital reduction motivated by losses through a reduction in the number of shares, the rights of the holder of the Ycor Warrants with regards to the number of shares to be received upon exercise of the Ycor Warrants will be reduced accordingly as if the said holder had been a shareholder from the date of issue of the Ycor Warrants; (ii) in the event of a share capital reduction motivated by losses through a reduction in the nominal value of the shares, the subscription price of the shares to which the Ycor Warrants give entitlement will remain unchanged, with the issue premium being increased by the amount of the reduction in the nominal value; it being specified, insofar as is necessary, that the Share Capital Reduction No. 1 will have no impact on the rights of the holder of the Ycor Warrants;
10. Resolves that, without prejudice to the foregoing: (i) in the event of a share capital reduction not motivated by losses through a reduction in the nominal value of the shares, the subscription price of the shares to which the Ycor Warrants give entitlement will be reduced accordingly; (ii) in the event of a share capital reduction not motivated by losses through a reduction in the number of shares, the holder of the Ycor Warrants, if it exercises its Ycor Warrants, will be able to request the buyback of its shares under the same conditions as if it had been a shareholder at the time of the buyback by the Company of its own shares; it being specified that the subscription price of the shares to which the Ycor Warrants will give entitlement will be reduced by the same amount following the definitive completion of the Share Capital Reduction No. 2 (itself completed after the definitive completion of the Reverse Share Split), so that the subscription price of one (1) new ordinary share in the Company to which 1,000 Ycor Warrants will entitle the holder to is equal to one cent of euro (€0.01) per new share;
11. Further resolves that, in the event of a reverse share split, the exercise ratio of the Ycor Warrants will be adjusted and will correspond to the product of (i) the exercise ratio in force prior to the beginning of the reverse share split and (ii) the ratio between the number of shares comprising the Company's share capital after the reverse share split and the number of shares comprising the Company's share capital prior to the reverse share split; it being specified that the exercise ratio of the Ycor Warrants will be adjusted in respect of the Reverse Share Split in such a way that 1,000 Ycor Warrants entitle its holder to subscribe for one (1) new ordinary share in the Company upon completion of the Reverse Share Split;
12. Resolves that the new ordinary shares issued upon exercise of the Ycor Warrants must be fully paid up at the time of their subscription, which shall be made exclusively in cash (the holder being personally responsible for any fractional shares in accordance with the contractual provisions of the Ycor Warrants);
13. Acknowledges that, in accordance with Article L. 225-132 paragraph 6 of the French Commercial Code, the decision to issue Ycor Warrants shall automatically entail the waiver by shareholders of their preferential subscription right to subscribe for the shares to which the Ycor Warrants entitle;
14. Resolves that the new ordinary shares issued upon exercise of the Ycor Warrants will carry dividend rights from the date of issue and will be fully assimilated to the existing shares and subject to all the provisions of the Articles of Association and the decisions of the Company's general meeting of shareholders;
15. Resolves that the Ycor Warrants will be freely negotiable and admitted to trading on Euroclear France and resolves that the Ycor Warrants will not be admitted to trading on a regulated market;
16. Resolves that the Board of Directors shall have full powers, with option to sub-delegate under the conditions provided by law and regulations, within the limits and subject to the conditions specified above, for the purpose, without limitation, of (and in accordance with the terms of the Amended Plan):
 - a. acknowledging the fulfilment of the Conditions Precedent or, as the case may be, the waiver, where possible, of some of them;
 - b. acknowledging the completion of the Share Capital Reduction No. 1, which is the subject of the seventeenth resolution submitted to this General Meeting;
 - c. implementing the issue of the Ycor Warrants;
 - d. finalizing, as the case may be, the terms and conditions of the contract for the issue of the Ycor Warrants attached in **Appendix 1** hereto, subject to the prior agreement of Ycor;
 - e. awarding and issuing the Ycor Warrants;

- f. carrying out the publication and filing formalities relating to the issue of the Ycor Warrants;
 - g. entering into any agreement with a view to carrying out the issue provided for in this resolution;
 - h. doing all that is necessary or useful for the completion of the share capital increases resulting from the exercise of the Ycor Warrants (including, in particular, receiving the subscription price for the new ordinary shares of the Company issued upon exercise of the Ycor Warrants);
 - i. as the case may be, having the new ordinary shares issued upon exercise of the Ycor Warrants admitted to trading on Euronext Paris;
 - j. acknowledging the share capital increases resulting from the exercise of the Ycor Warrants, and if it deems it appropriate, deducting the costs of the said share capital increases from the amount of the premiums relating to these transactions and deducting the sums necessary to fund the legal reserve;
 - k. carrying out the publication and filing formalities required for the completion of the share capital increases resulting from the exercise of the Ycor Warrants, and amending the Company's Articles of Association accordingly;
 - l. making any adjustments to preserve the rights of the holder of Ycor Warrants, in accordance with the law and regulations and the contractual provisions of the Ycor Warrants; and
 - m. more generally, doing all that is necessary or useful for the completion of the issue and award provided for in this resolution, for the listing and financial servicing of the securities issued pursuant to this resolution and for the exercise of the rights attached thereto, and carrying out all the formalities resulting therefrom,
17. Acknowledges that, in accordance with law and regulations, the Board of Directors will report to the next ordinary general meeting on the use made of the authorization granted under this resolution;
18. Resolves that, subject to the fulfilment of the Conditions Precedent or, as the case may be, the waiver (if permitted by the Amended Plan) of some of them, the issue of the Ycor Warrants provided for in this resolution must be completed within twelve (12) months of this General Meeting.

TWENTY-FOURTH RESOLUTION

(Delegation of powers to the Board of Directors to carry out the issue and the free allocation of share warrants, with waiver of shareholders' preferential subscription rights in favor of the Backstopping Bondholders, such persons constituting a category of persons meeting specified characteristics)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having reviewed the report of the Board of Directors, the special reports of the Statutory Auditors in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code and the independent expert's report, after having acknowledged that the Company's share capital is fully paid up, and in accordance with the conditions provided for in Articles L. 225-129 to L. 225-129-5, L. 22-10-49, L. 225-135, L. 225-138 and L. 228-91 *et seq.* of the French Commercial Code, subject to (i) the fulfilment of the Conditions Precedent or, as the case may be, the waiver (if permitted by the Amended Plan) of some of them, (ii) the adoption of the seventeenth to twenty-third, twenty-fifth to twenty-sixth and twenty-eighth to twenty-ninth resolutions submitted to this General Meeting, it being specified that these resolutions form an indivisible whole with this resolution and are interdependent, and (iii) the implementation of the Share Capital Reduction No. 1, which is the subject of the seventeenth resolution submitted to this General Meeting:

1. Delegates to the Board of Directors, with powers to subdelegate under the conditions provided by law and regulations, its power to issue and award free of charge up to 718,074,371 share warrants, in accordance with the terms and conditions attached in **Appendix 2** hereto (the "**Backstopping Bondholders Warrants**" and together with the Ycor Warrants, the "**Warrants**"), with waiver of shareholders' preferential subscription rights under the terms and conditions of this resolution;
2. Resolves to waive the shareholders' preferential subscription rights and to reserve the award of all the Backstopping Bondholders Warrants exclusively for the benefit of the Backstopping Bondholders, the said Backstopping Bondholders constituting a category of persons meeting specified characteristics within the meaning of Article L. 225-138 of the French Commercial Code;
3. Resolves that all the Backstopping Bondholders Warrants will be awarded free of charge to Backstopping Bondholders pro rata to their backstop commitments in the context of the Rights Issue;
4. Resolves that each Backstopping Bondholders Warrant will entitle its holder to subscribe for one (1) new ordinary share of the Company at an exercise price equal to the nominal value of the new ordinary share to be issued upon exercise of the Backstopping Bondholders Warrant (*i.e.*, taking into account the Share Capital Reduction No. 1, and before adjustment under the Reverse Share Split and the Share Capital Reduction No. 2, an exercise price equal to one thousandth of a euro (€0.001) per new ordinary share), without prejudice to any subsequent adjustments to preserve the rights of the holders of the Backstopping Bondholders Warrants, in accordance with law and regulations and the contractual provisions of the Backstopping Bondholders Warrants; it is further specified (i) that the exercise ratio of the Backstopping Bondholders Warrants will not be adjusted either in respect of the new ordinary shares issued under the Rights Issue, which is the subject of the eighteenth resolution, nor in respect of the issue of Ycor Warrants, which is the subject of the twenty-

third resolution submitted to the General Meeting, or their exercise, (ii) that the exercise ratio of the Backstopping Bondholders Warrants will be adjusted in respect of the Reverse Share Split, such that 1,000 Backstopping Bondholders Warrants will entitle their holders to subscribe for one (1) new ordinary share of the Company upon completion of the Reverse Share Split, and (iii) the subscription price of the shares to which the Backstopping Bondholders Warrants entitle their holders will be adjusted after the definitive completion of the Share Capital Reduction No. 2 (itself carried out following the definitive completion of the Reverse Share Split), such that the subscription price of one (1) new ordinary share of the Company to which 1,000 Backstopping Bondholders Warrants will entitle the holder to is equal to one cent of euro (€0.01) per new share;

5. Resolves that the total nominal amount of the Company's share capital increase resulting from the exercise of the Backstopping Bondholders Warrants issued pursuant to this resolution may not exceed €718,074.371 (by issuing a maximum number of 718,074,371 new ordinary shares in the Company with a nominal value of one thousandth of a euro (€0.001) each, taking into account the aforementioned Share Capital Reduction No. 1), without prejudice to any subsequent adjustments to preserve the rights of holders of the Backstopping Bondholders Warrants, in accordance with law and regulations and the contractual provisions of the Backstopping Bondholders Warrants. This amount will be increased, as the case may be, by the nominal value of the new ordinary shares to be issued in order to preserve the rights of the holders of the Backstopping Bondholders Warrants (in accordance with law and regulations and the contractual provisions of the Backstopping Bondholders Warrants), the maximum number of new ordinary shares being increased accordingly;
6. Resolves that, in accordance with the contractual provisions of the Backstopping Bondholders Warrants, in the event that the total number of Backstopping Bondholders Warrants held by one of the holders of Backstopping Bondholders Warrants does not correspond to a whole number of shares, each holder of the Backstopping Bondholders Warrants may request (i) either the whole number of shares immediately below; in this case, the holder of Backstopping Bondholders Warrants will be paid in cash an amount equal to the fractional share multiplied by the value of the share, equal to the last price quoted on Euronext Paris during the trading session preceding the day on which the request to exercise the Backstopping Bondholders Warrants is submitted; (ii) or the whole number of shares immediately above, on the condition that the holder pays the Company an amount equal to the value of the additional fraction of the share thus requested, valued on the basis set out in point (i);
7. Resolves that the Backstopping Bondholders Warrants may be exercised at any time until the expiry of a period of twelve (12) months following the date of their settlement-delivery, the Backstopping Bondholders Warrants not exercised within this period becoming null and void and thus losing all value and all rights attached thereto, and subject to the grounds for extension set out in the contractual provisions of the Backstopping Bondholders Warrants;
8. Resolves, in accordance with the contractual provisions of the Backstopping Bondholders Warrants, that in the event of a share capital increase, absorption, merger, demerger or issue of new equity securities or new securities giving access to the share capital, or other financial transactions involving preferential subscription rights or reserving a priority subscription period for the benefit of the Company's shareholders, or in the event of a reverse share split, the Company shall be entitled to suspend the exercise of the Backstopping Bondholders Warrants for a period not exceeding three (3) months or any other period set by the applicable regulations, in which case the exercise period of the Backstopping Bondholders Warrants shall be extended accordingly;
9. Recalls that, without prejudice to the foregoing, pursuant to Article L. 228-98 of the French Commercial Code (i) in the event of a share capital reduction motivated by losses through a reduction in the number of shares, the rights of the holders of the Backstopping Bondholders Warrants with regards to the number of shares to be received upon exercise of the Backstopping Bondholders Warrants will be reduced accordingly as if the said holders had been shareholders from the date of issue of the Backstopping Bondholders Warrants; (ii) in the event of a share capital reduction motivated by losses through a reduction in the nominal value of the shares, the subscription price of the shares to which the Backstopping Bondholders Warrants give entitlement will remain unchanged, with the issue premium being increased by the amount of the reduction in the nominal value; it being specified, insofar as is necessary, that the Share Capital Reduction No. 1 will have no impact on the rights of the holder of the Backstopping Bondholders Warrants;
10. Resolves that, without prejudice to the foregoing: (i) in the event of a share capital reduction not motivated by losses through a reduction in the nominal value of the shares, the subscription price of the shares to which the Backstopping Bondholders Warrants give entitlement will be reduced accordingly; (ii) in the event of a share capital reduction not motivated by losses through a reduction in the number of shares, the holders of the Backstopping Bondholders Warrants, if they exercise their Backstopping Bondholders Warrants, will be able to request the buyback of their shares under the same conditions as if they had been shareholders at the time of the buyback by the Company of its own shares; it being specified that the subscription price of the shares to which the Backstopping Bondholders Warrants will give entitlement will be reduced by the same amount following the definitive completion of the Share Capital Reduction No. 2 (itself completed following the definitive completion of the Reverse Share Split), so that the subscription price of one (1) new ordinary share in the Company to which 1,000 Backstopping Bondholders Warrants will entitle the holder to is equal to one cent of euro (€0.01) per new share;
11. Further resolves that, in the event of a reverse share split, the exercise ratio of the Backstopping Bondholders Warrants will be adjusted and will correspond to the product of (i) the exercise ratio in force prior to the beginning of the reverse share split and (ii) the ratio between the number of shares comprising the Company's share capital after the reverse share split and the number of shares comprising the Company's share capital prior to the reverse share split; it being specified that the exercise ratio of the Backstopping Bondholders Warrants will be adjusted in respect of the Reverse Share Split in such a way that 1,000 Backstopping Bondholders Warrants entitle their holders to subscribe for one (1) new ordinary share in the Company upon completion of the Reverse Share Split;
12. Resolves that the new ordinary shares issued upon exercise of the Backstopping Bondholders Warrants must be fully paid up at the time of their subscription, which shall be made exclusively in cash (the holders being personally responsible for any fractional shares in

accordance with the contractual provisions of the Backstopping Bondholders Warrants);

13. Acknowledges that, in accordance with Article L. 225-132 paragraph 6 of the French Commercial Code, the decision to issue the Backstopping Bondholders Warrants shall automatically entail the waiver by shareholders of their preferential subscription right to subscribe for the shares to which the Backstopping Bondholders Warrants entitle;
14. Resolves that the new ordinary shares issued upon exercise of the Backstopping Bondholders Warrants will carry dividend rights from the date of issue and will be fully assimilated to the existing shares and subject to all the provisions of the Articles of Association and the decisions of the Company's general meeting of shareholders;
15. Resolves that the Backstopping Bondholders Warrants will be freely negotiable and admitted to trading on Euroclear France and resolves that the Backstopping Bondholders Warrants will not be admitted to trading on a regulated market;
16. Resolves that the Board of Directors shall have full powers, with the option to subdelegate under the conditions provided by law and regulations, within the limits and subject to the conditions specified above, for the purpose, without limitation, of (and in accordance with the terms of the Amended Plan):
 - a. acknowledging the fulfilment of the Conditions Precedent or, where applicable, the waiver, as the case may be, of some of them;
 - b. acknowledging the completion of the Share Capital Reduction No. 1, which is the subject of the seventeenth resolution submitted to this General Meeting;
 - c. implementing the issue of the Backstopping Bondholders Warrants;
 - d. finalising, as the case may be, the terms and conditions of the contract for the issue of the Backstopping Bondholders Warrants attached in **Appendix 2** hereto, subject to the prior agreement of Ycor and the Backstopping Bondholders;
 - e. awarding and issuing the Backstopping Bondholders Warrants;
 - f. carrying out the publication and filing formalities relating to the issue of the Backstopping Bondholders Warrants;
 - g. entering into any agreement with a view to carrying out the issue provided for in this resolution;
 - h. doing all that is necessary or useful for the completion of the share capital increases resulting from the exercise of the Backstopping Bondholders Warrants (including, in particular, receiving the subscription price for the new ordinary shares of the Company issued upon exercise of the Backstopping Bondholders Warrants);
 - i. as the case may be, having the new ordinary shares issued upon exercise of the Backstopping Bondholders Warrants admitted to trading on Euronext Paris;
 - j. acknowledging the share capital increases resulting from the exercise of the Backstopping Bondholders Warrants, and if it deems it appropriate, deducting the costs of the said share capital increases from the amount of the premiums relating to these transactions and deducting the sums necessary to fund the legal reserve;
 - k. carrying out the publication and filing formalities required for the completion of the share capital increases resulting from the exercise of the Backstopping Bondholders Warrants and the corresponding amendment to the Company's Articles of Association;
 - l. making any adjustments required to preserve the rights of holders of Backstopping Bondholders Warrants, in accordance with law and regulations and the contractual provisions of the Backstopping Bondholders Warrants; and
 - m. more generally, doing all that is necessary or useful for the completion of the issue and award provided for in this resolution, for the listing and financial servicing of the securities issued pursuant to this resolution and for the exercise of the rights attached thereto, and carrying out all the formalities resulting therefrom.
17. Acknowledges that, in accordance law and regulations, the Board of Directors will report to the next ordinary general meeting on the use made of the authorization granted under this resolution;
18. Resolves that, subject to the fulfilment of the Conditions Precedent or, as the case may be, the waiver (if permitted by the Amended Plan) of some of them, the issue of the Backstopping Bondholders Warrants provided for in this resolution must be completed within twelve (12) months of this General Meeting.

TWENTY-FIFTH RESOLUTION

(Reverse share split of the Company's shares by allocation of one (1) new share with a nominal value of one euro (€1) for each one thousand (1,000) existing shares with a nominal value of one thousandth of a euro (€0.001) each, and delegation of powers to the Board of Directors to carry out the reverse share split transaction)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having reviewed the report of the Board of Directors, in accordance with the provisions of Articles 6 of Decree No. 48- 1683 of 30 October 1948 and L. 225-96, L. 22-

10-31 and R. 228-12 of the French Commercial Code, subject to (i) the fulfilment of the Conditions Precedent or, as the case may be, the waiver (if permitted by the Amended Plan) of some of them, (ii) the adoption of the seventeenth to twenty-fourth, twenty-sixth and twenty-eighth to twenty-ninth resolutions submitted to this General Meeting, it being specified that these resolutions form an indivisible whole with this resolution and are interdependent, (iii) the implementation of the Share Capital Reduction No. 1 provided by the seventeenth resolution submitted to this General Meeting, and (iv) the completion of the settlement-delivery of the new ordinary shares in respect of the share capital increases provided by the eighteenth to twentieth and twenty-second resolutions and the settlement-delivery of the Warrants in respect of the issues provided by the twenty-third and twenty-fourth resolutions submitted to this General Meeting:

1. Resolves, in accordance with the terms set out below, that one thousand (1,000) ordinary shares with a nominal value of one thousandth of a euro (€0.001) each (the "**Old Shares**") will be consolidated into one (1) new ordinary share to be issued with a par value of one euro (€1) (the "**New Shares**") (the "**Reverse Share Split**");
2. Resolves that the reverse share split transactions will take effect at the earliest on the expiry of a period of fifteen (15) days beginning on the date of publication of the notice of reverse share split to be published by the Company in the *Bulletin des Annonces Légales Obligatoires*;
3. Resolves that the date of the beginning of the reverse share split transactions may not precede the date of settlement-delivery of the new shares issued under all the share capital increases provided by the eighteenth to twentieth and twenty-second resolutions and the settlement-delivery of the Warrants under the issues provided by the twenty-third and twenty-fourth resolutions submitted to this General Meeting;
4. Resolves that the exchange period during which the shareholders may consolidate their Old Shares will be thirty (30) days from the date of the beginning of the above-mentioned reverse split;
5. Acknowledges that, in accordance with the provisions of Article 6 of Decree No. 48-1683 of 30 October 1948, the shareholders who own a number of Old Shares that is less than or equal to the number required to effect the reverse split will be obliged to purchase or sell the Old Shares required to effect the reverse split within thirty (30) days of the beginning of the reverse split;
6. Acknowledges that, in accordance with the provisions of Articles 6 of Decree No. 48-1683 of 30 October 1948 and R. 228-12 of the French Commercial Code, at the end of the exchange period, the New Shares that could not be allocated individually and corresponding to fractional rights will be sold and that the proceeds of this sale will be allocated in proportion to the fractional rights of each holder of rights;
7. Grants full powers to the Board of Directors, for a period of twelve (12) months from the date of this General Meeting, to implement this authorization in accordance with the terms of the Amended Plan, with the option of sub-delegation, within the limits and subject to the conditions specified above, for the purpose, without limitation, of:
 - a. setting up the beginning date for the reverse share split transactions;
 - b. publishing all notices and carrying out all legal and regulatory formalities subsequent to this decision;
 - c. acknowledging and determining the exact number of Old Shares with a nominal value of one thousandth of a euro (€0.001) that will be consolidated and the exact number of New Shares with a nominal value of one euro (€1) that may result from the reverse split;
 - d. suspending, as the case may be, for a period not exceeding three (3) months, the exercise of securities giving access to the share capital (including the Ycor Warrants and the Backstopping Bondholders Warrants) in order to facilitate the reverse share split transactions;
 - e. as a consequence of the reverse share split, adjusting the rights of holders of securities giving access to the Company's share capital beneficiaries of awards of free share, issued or to be issued, and informing such beneficiaries accordingly, in accordance with law and regulations and applicable contractual provisions;
 - f. acknowledging the definitive completion of the reverse share split and amend the Company's Articles of Association accordingly;
 - g. adjusting the number of shares that may be issued under delegations of authority granted to the Board of Directors by previous General Meetings;
 - h. more generally, taking all necessary and appropriate measures to implement this decision and carry out all formalities,
8. Resolves that, subject to the fulfilment of the Conditions Precedent, or, as the case may be, the waiver (if permitted by the Amended Plan) of some of them, the delegation of powers for the purpose of carrying out the Reverse Share Split transaction provided by this resolution must be implemented within a period of sixteen (16) months from the date of this General Meeting.

TWENTY-SIXTH RESOLUTION

(Share capital reduction not motivated by losses, by reducing the nominal value of shares - Delegation of powers to the Board of Directors to carry out the share capital reduction)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and under the conditions provided for in Article L. 225-205 of the French Commercial Code, subject to (i) the fulfilment of the Conditions Precedent, or as the case may be, the waiver (if permitted by the Amended Plan) of some of them, (ii) the adoption of the seventeenth to twenty-fifth and twenty-eighth to twenty-ninth resolutions submitted to this General Meeting, it being specified that these resolutions form an indivisible whole with this resolution and are interdependent, (iii) the implementation of the Share Capital Reduction No. 1, (iv) the completion of the settlement-delivery of the new ordinary shares in respect of the share capital increases provided by the eighteenth to twentieth and twenty-second resolutions and the settlement-delivery of the Warrants in respect of the issues provided by the twenty-third and twenty-fourth resolutions submitted to this General Meeting, and (v) the implementation of the Reverse Share Split:

1. Resolves in principle to reduce the Company's share capital, such share capital reduction not being motivated by losses by reducing the nominal value of each share from one euro (€1.00) (its amount following the Reverse Share Split provided by the twenty-fifth resolution) to one cent of euro (€0.01), *i.e.* a maximum amount of €32,983,668.63 following the completion of the share capital increases provided by the eighteenth to twentieth and twenty-second resolutions (and before exercise of the Warrants) (the "**Share Capital Reduction No. 2**");
2. Resolves that the Share Capital Reduction No. 2 will be subject to the absence of any objection from the Company's creditors within twenty (20) calendar days of the filing of the minutes of this General Meeting with the Clerk of the Commercial Court or, in the event of objection, to the unconditional rejection of the objection(s) by the competent court or their removal, by the repayment of the claims or the provision of sufficient guarantees by the Company, in accordance with the conditions set out in Articles L. 225-205 and R. 225-152 of the French Commercial Code;
3. Acknowledges that as a result of the Share Capital Reduction No. 2 provided by this resolution, the Company's share capital will be equal to one cent of euro (€0.01) multiplied by the number of shares issued on the date of completion of the Share Capital Reduction No. 2;
4. Acknowledges that the Share Capital Reduction No. 2 provided by this resolution will not give rise to any adjustment of the rights of beneficiaries under the Company's free share allocation plans;
5. Acknowledges that the Share Capital Reduction No. 2 provided by this resolution will give rise to an adjustment of the subscription price of the shares to which the Warrants will give entitlement (after adjustment under the Reverse Share Split), which will be reduced accordingly so that the subscription price of one (1) new ordinary share in the Company to which 1,000 Warrants will give entitlement is equal to one cent of euro (€0.01) per new share;
6. Delegates full powers to the Board of Directors, with the option of sub-delegation, for the purpose of implementing the Share Capital Reduction No. 2 set out herein;
7. Resolves that this authorization is given for a period of sixteen (16) months from the date of this General Meeting (this period being suspended in the event of an objection by a creditor concerning the filing of the minutes of this General Meeting with the Clerk of the Commercial Court).

TWENTY-SEVENTH RESOLUTION

(Delegation of authority to the Board of Directors to carry out a share capital increase, with waiver of shareholders' preferential subscription rights, reserved for members of an employee saving scheme)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, after having acknowledged that the Company's share capital is fully paid up, and in accordance with the conditions provided for in Articles L. 225-129 to L. 225-129-6, L. 22-10-49, L. 225-135 and L. 225-138 of the French Commercial Code and Articles L. 3332-18 *et seq.* of the Labour Code, subject to (i) the fulfilment of the Conditions Precedent or, as the case may be, the waiver (if permitted by the Amended Plan) of some of them, (ii) the adoption of any of the eighteenth to twentieth and twenty-second to twenty-fourth resolutions submitted to this General Meeting, and (iii) the implementation of the Share Capital Reduction No. 1, which is the subject of the seventeenth resolution submitted to this General Meeting:

1. Resolves to delegate to the Board of Directors, for a period of twenty-six (26) months from the date of this General Meeting, its power to increase the Company's share capital, on one or more occasions, in the proportions and at the times it sees fit, by issuing shares reserved for members of one or more employee savings plans (or any other plan for whose members articles L. 3332-1 *et seq.* of the French Labour Code allow a capital increase to be reserved under equivalent conditions) which are set up within the group comprising the Company and the French or foreign companies included in the scope of consolidation or combination of the Company's accounts pursuant to Article L. 3344-1 of the French Labour Code;
2. Resolves that the total nominal amount of the increase in the Company's share capital (excluding issue premium) carried out pursuant to this resolution may not exceed 359,037.185 euros, corresponding to the issue of a maximum number of 359,037,185 new shares with a par value of 0.001 euro each, taking into account the completion of (i) the Share Capital Reduction No. 1 provided by the seventeenth resolution submitted to this General Meeting, (ii) the share capital increases provided by the eighteenth to twentieth and twenty-second resolutions submitted to this General Meeting, (iii) the share capital increases resulting from the exercise of all the Warrants awarded under the twenty-third and twenty-fourth resolutions submitted to this General Meeting, and (iv) before adjustment for the Reverse Share Split and the Share Capital Reduction No. 2, which are the subject of the twenty-fifth and twenty-sixth resolutions

submitted to this General Meeting;

3. Resolves that the subscription price of the new shares will be determined by the Board of Directors in accordance with law and regulations, and in particular under the conditions set out in Article L. 3332-19 of the French Labour Code, but may not be more than the average of the prices quoted for the Company's shares on Euronext Paris over the twenty (20) trading sessions preceding the decision setting the opening date of the subscription period, nor more than 30% less than this average, or 40% less when the lock-up period provided for by the plan pursuant to Articles L. 3332-25 *et seq.* of the French Labour Code is ten (10) years or more;
4. Resolves that the new shares issued under this resolution will carry dividend rights from the date of issue and will be fully assimilated to existing shares and subject to all the provisions of the Articles of Association and the decisions of the General Meeting from that date;
5. Resolves to waive the shareholders' preferential subscription rights to subscribe for new shares and to reserve the subscription of all the new shares issued pursuant to this resolution for employees who are members of a group savings scheme (or any other scheme to which Article L. 3332-18 of the French Labour Code allows a capital increase to be reserved on equivalent terms);
6. Resolves that the Board of Directors shall have full powers to implement this authorization, with the option of sub-delegation under the conditions laid down by law and regulations, within the limits and subject to the conditions specified above, for the purpose, without limitation, of:
 - a. acknowledging the fulfilment of the Conditions Precedent, as the case may be, the waiver (if possible) of some of them;
 - b. carrying out a share capital increase, on one or more occasions, within a maximum period of twenty-six (26) months from the date of this General Meeting, for the benefit of employees of the Company who are members of an employee saving scheme, established as necessary, and setting the amount of each issue within the overall ceiling set above;
 - c. determining the terms and conditions on which any new shares issued in this way may be allocated to the said employees in accordance with the law, as well as the number of shares that may be allocated to each of them, up to the maximum limit of the share capital increase provided by this resolution;
 - d. setting the opening and closing dates for subscriptions, determine whether subscriptions for the new shares should be made directly by employees or through a mutual fund, and collect employee subscriptions;
 - e. setting the period within which subscribing employees must pay up their subscriptions within the six (6) month period from the date of subscription provided for in Article L. 225-138-1 of the French Commercial Code, it being noted that, in accordance with the provisions of said Article, the shares subscribed may be paid up, at the request of the Company or the subscribing employee, by periodic instalments or by equal and regular deductions from the subscribing employee's salary;
 - f. collecting the sums corresponding to the payment of subscriptions, whether made in cash or by offsetting against receivables, and, where applicable, determine the credit balance of the current accounts opened in the Company's books in the name of subscribers paying in the subscribed shares by offsetting against receivables;
 - g. acknowledging that all the new ordinary shares issued have been fully paid up and, consequently, that the resulting share capital increase has been completed, and amend the Articles of Association accordingly;
 - h. carrying out the publication and filing formalities required for the completion of the share capital increase resulting from the issue of the new ordinary shares and amending the Company's Articles of Association accordingly, as the case may be;
 - i. providing for the possibility of suspending the exercise of rights attached to shares or securities giving access to the share capital or other rights giving access to the share capital in accordance with the applicable legal, regulatory or contractual provisions;
 - j. as the case may be, at its sole discretion, deducting the costs of the share capital increase from the amount of the related premiums and, if it deems it appropriate, deducting the sums required to fund the legal reserve;
 - k. having the new ordinary shares admitted to trading on Euronext Paris;
 - l. doing all that is necessary or useful for the completion of the capital increase provided for in this resolution, the issue and admission to trading of the new ordinary shares issued pursuant to this authorization; and
 - m. carrying out all the resulting formalities,
7. Resolves that, subject to the fulfilment of the Conditions Precedent, this authorization is granted for a period of twenty-six (26) months from the date of this General Meeting.

TWENTY-EIGHTH RESOLUTION

(Amendment to Article 16 of the Company's Articles of Association to amend the majority applicable to all decisions taken by the Board of Directors)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having reviewed the report of the Board of Directors, in accordance with, in particular, paragraph 2 of Article L. 225-37 of the French Commercial Code, subject to (i) the fulfilment of the Conditions Precedent or, as the case may be, the waiver (if permitted by the Amended Plan) of some of them, (ii) the adoption of the seventeenth to twenty-sixth and twenty-ninth resolutions submitted to this General Meeting, it being specified that these resolutions form an indivisible whole with this resolution and are interdependent, (iii) the implementation of the Share Capital Reduction No. 1 provided by the seventeenth resolution submitted to this General Meeting, and (iv) the completion of the share capital increases provided by the eighteenth to twentieth and twenty-second resolutions, and the issues of Warrants provided by the twenty-third and twenty-fourth resolutions submitted to this General Meeting:

1. Resolves that all decisions of the Board of Directors of the Company shall be taken by a majority of the members present or represented, and more particularly resolves to remove the three-quarters majority applicable to certain decisions listed in paragraph 5 of Article 16 (*Convening Notices and Deliberations*) of the Company's Articles of Association;
2. Resolves consequently to amend paragraph 5 of Article 16 (*Convening Notices and Deliberations*) of the Company's Articles of Association as follows:

"Decisions are taken by a majority of the members present or represented. In the event of a tie, the Chairman of the meeting shall have the casting vote. Notwithstanding the foregoing, the following decisions must be approved beforehand by the Board of Directors, with the favorable vote of at least three quarters (3/4) of the members present or represented, including at least one third (1/3) of independent members other than the Chairman of the Board of Directors:

- any merger, demerger, partial transfer of assets or any other transaction with a similar effect;*
- the sale by the Company or one of its subsidiaries, of material equity interests or strategic assets;*
- the acquisition by the Company or one of its subsidiaries of equity interests or assets for consideration (debt free, cash free) for a price in excess of €20 million;*
- the entry into of any agreement by the Company or one of its subsidiaries with a view to creating a joint venture;*
- any share issue and/or any financing or liability commitment in excess of €20 million;*
- any significant change in the strategy of one of the activities of one of the Group's companies (including within the Group);*
- any significant amendments to the Company's Articles of Association;*
- any issue, repurchase or cancellation of securities by a Group company;*
- the approval and the amendment to the Group's annual budget and business plan;*
- the approval of the Group's financing policy, including any financing, borrowing, guarantees or equivalent transactions in excess of €20 million for a given year;*
- a proposal concerning any distribution of dividends and reserves by the Company;*
- any dissolution, closure or liquidation of any subsidiary of the Company (except in the case of an intra-group transaction).*

The remainder of the article remains unchanged;

3. Grants full powers to the Board of Directors, with the option of sub-delegation, to acknowledge the fulfilment of the Conditions Precedent, or where applicable, the waiver (if permitted by the Amended Plan) of some of them, and the entry into force of the new Articles of Association of the Company including the above amendment.

TWENTY-NINTH RESOLUTION

(Amendment to Article 23 of the Company's Articles of Association to increase the age limitation for the Chairman of the Board of Directors, the Vice-Chairman, the Chief Executive Officer and the Deputy Chief Executive Officers to ninety (90) years old)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, after having reviewed the report of the Board of Directors, in accordance with, in particular, Articles L. 225-48 and L. 225-54 of the French Commercial Code, subject to the adoption of the seventeenth to twenty-sixth and twenty-eighth resolutions submitted to this General Meeting, it being specified that these resolutions form an indivisible whole with this resolution and are interdependent:

1. Resolves to increase the age limit for the Chairman, the Vice-Chairman, if any, the Chief Executive Officer or the Deputy Chief Executive Officers to ninety (90) years old;
2. Resolves therefore to amend, with effect as from this General Meeting, the fifth paragraph of Article 23 (*Provisions relating to the age limit for Directors, the Chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officers*) as

follows:

*"The duties of the Chairman, the Vice-Chairman, if any, the Chief Executive Officer or the Deputy Chief Executive Officers must end no later than the end of the ordinary general meeting following the date on which they reach the age **of ninety (90) years old.***

The remainder of the article remains unchanged,

3. Grants full powers to the Board of Directors, with the option of sub-delegation, to carry out all formalities and make all filings with a view to implementing the aforementioned amendments to the Articles of Association.

THIRTIETH 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.

Appendix 1 - Terms and conditions of the Ycor Warrants

YCOR WARRANTS TERMS AND CONDITIONS

The issue of a certain number of Ycor Warrants (as defined below) by Solocal Group S.A. (the "**Company**") to the Beneficiary (as defined below) was authorized by the twenty-third resolution of the extraordinary general meeting of shareholders of the Company held on 19 June 2024 (the "**EGM**").

Holders of Ycor Warrants (as defined below) will only benefit from the rights or privileges of holders of Shares (as defined below) (including the right to vote or to the payment of dividends or other distributions in respect of such Shares) following the exercise of their Ycor Warrants and receipt of the corresponding Shares.

1. Definitions

For the purposes of these terms and conditions, the capitalized terms below shall have the following meanings:

"Shares"	means the ordinary shares issued by the Company with a nominal value of one thousandth of a euro (€0.001) on the Ycor Warrants Issue Date.
"Centralising Agent"	has the meaning given to it in section 16.
"BALO"	has the meaning given to it in section 8.
"Beneficiary"	means Ycor S.C.A., a limited partnership with shares (<i>société en commandite par actions</i>) under Luxembourg law, having its registered office at 28, Boulevard d'Avranches, L-1160 Luxembourg, Grand Duchy of Luxembourg, registered in the Luxembourg Trade and Companies Register under number B221692.
"Ycor Warrants"	means the Share(s) warrants issued by the Company and awarded free of charge to the Beneficiary.
"Ycor Warrants Expiry Date"	has the meaning given to it in section 7.
"Ycor Warrants Issue Date"	means the date on which the Ycor Warrants are issued.
"Exercise Date"	has the meaning given to it in section 7.
"Request Date"	has the meaning given to it in section 7.
"Expert"	means an internationally renowned, independent expert, chosen in agreement between the Company and the Beneficiary; in the event of unavailability or for any other reason, the independent expert will be appointed by the President of the Commercial Court where the Company's registered office is located, ruling in summary proceedings and without possible recourse at the request of the Company or of the Beneficiary.
"Euronext Paris"	means the Euronext regulated market in Paris.
"Trading Day"	means a day on which the Shares or financial securities concerned listed on Euronext Paris are traded, other than a day on which trading ceases before the usual closing time.
"Business Day"	means a day of the week (other than a Saturday or Sunday) on which (i) banks are open for business in Paris, (ii) Euroclear France or any successor is open for business and (iii) the trans-European automated real-time gross settlement express transfer system (" Target "), or any successor system, operates.
"Ycor Warrants Exercise Parity"	has the meaning given to it in section 7.
"Ycor Warrants Exercise Period"	has the meaning given to it in section 7.
"Amended Plan"	means the draft amended accelerated financial safeguard plan for the Company approved by the Nanterre Commercial Court on [●] 2024.
"Ycor Warrants Holder(s)"	means the holder(s) of Ycor Warrants.
"Exercise Price"	has the meaning given to it in section 7.
"Record Date"	has the meaning given to it in section 11.

" Share Capital Reduction No. 2"

means the Company's share capital reduction not motivated by losses by reducing the nominal value of each share from one euro (€1.00) (its amount following the Reverse Share Split referred to in the twenty-fifth resolution of the EGM) to one cent of euro (€0.01), in accordance with the twenty-sixth resolution of the EGM.

"Reverse Share Split"

means the reverse share split of one thousand (1,000) ordinary shares of the Company with a par value of one thousandth of a euro (€0.001) each into one (1) new ordinary share to be issued with a par value of one euro (€1), in accordance with the twenty-fifth resolution of the EGM.

"Mass Representative"

has the meaning given to it in section 14.

2. Category of Ycor Warrants

The Ycor Warrants issued by the Company are securities giving access to the share capital within the meaning of Articles L. 228-91 *et seq.* of the French Commercial Code (*Code de commerce*).

No application will be made for the Ycor Warrants to be admitted to trading on any market (regulated or otherwise).

3. Applicable law and competent courts

The Ycor Warrants are governed by French law. All disputes arising under these terms and conditions shall be subject to the jurisdiction of the Commercial Court of Nanterre.

4. Form and registration of the Ycor Warrants

The Ycor Warrants may be in registered or bearer form, at the option of the Ycor Warrants Holder.

In accordance with Article L. 211-3 of the French Monetary and Financial Code (*Code monétaire et financier*), the Ycor Warrants must be registered in a securities account held by the Company or an authorized intermediary, as applicable.

Consequently, the rights of the Ycor Warrants Holder will be represented by an entry in a securities account opened in its name in the books of:

- Uptevia (90 - 110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex), appointed by the Company, for the Ycor Warrants held in direct registered form (*nominatif pur*);
- an authorized financial intermediary of its choice and Uptevia (90 - 110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex), appointed by the Company, for the Ycor Warrants held in indirect registered (*nominatif administré*) form; or
- an authorized financial intermediary of its choice for Ycor Warrants held in bearer form (*au porteur*).

No document evidencing the ownership of the Ycor Warrants (including the certificates referred to in Article R. 211-7 of the French Monetary and Financial Code) will be issued to represent the Ycor Warrants.

In accordance with Articles L. 211-15 and L. 211-17 of the French Monetary and Financial Code, the Ycor Warrants are transferred by account-to-account transfer and the transfer of ownership of the Ycor Warrants will result from their registration in the buyer's securities account.

Application will be made for the Ycor Warrants to be admitted to trading with Euroclear France, which will be responsible for clearing the Ycor Warrants.

The Ycor Warrants will be registered in a securities account on their respective issue dates.

5. Issue currency

The issue of the Ycor Warrants and the issue of the new Shares that may be issued upon exercise of the Ycor Warrants will be denominated in euros.

6. Number of Ycor Warrants

The total number of Ycor Warrants issued on the Ycor Warrants Issue Date will be 1,868,807,116.

The Ycor Warrants will be awarded free of charge to the Beneficiary in accordance with the conditions set out in the Amended Plan.

7. Issue date, exercise price, exercise period and procedures for exercising the Ycor Warrants

The Ycor Warrants will be issued on the Ycor Warrants Issue Date.

Subject to sections 10, 11 and 12 below, one (1) Ycor Warrant will entitle its holder to subscribe for one (1) new Share (this parity, as adjusted where applicable in accordance with sections 10 and 11, is hereinafter referred to as the "**Ycor Warrants Exercise Parity**"), for a total subscription price equal to the nominal value of such new Shares (such exercise price, as adjusted from time to time in accordance with sections 10 and 11, is hereinafter referred to as the "**Exercise Price**"). The Ycor Warrants may only be exercised in exchange for a whole number of Shares (under the conditions set out in section 12 below).

The Ycor Warrants Exercise Parity and the Exercise Price will be adjusted following any transactions carried out by the Company after the Ycor Warrants Issue Date in order to maintain the rights of the Ycor Warrants Holder, in accordance with sections 10 and 11.

The Ycor Warrants may be exercised for a period of twelve (12) months (as it may be extended in accordance with the provisions of section 8 below) from the Ycor Warrants Issue Date. The Ycor Warrants will lapse and become worthless at the close of trading on Euronext Paris (5:30 p.m. Paris time) on [●] (unless extended in accordance with the provisions of section 8 below) or earlier in the event of (i) the liquidation of the Company or (ii) the cancellation of all Ycor Warrants in accordance with section 13 (the "**Ycor Warrants Expiry Date**").

To exercise its Ycor Warrants, the holder must:

- send a request (i) to its financial intermediary holding the account, for the Ycor Warrants held in bearer or indirect registered form, or (ii) to Uptevia (90 - 110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex), appointed by the Company, for the Ycor Warrants held in direct registered form, and
- pay the Company the exercise price of the corresponding Ycor Warrants.

Any request to exercise the Ycor Warrants will be irrevocable upon receipt by the relevant financial intermediary.

The Centralising Agent (as defined in section 16) will centralise the transactions.

The date of the request to exercise the Ycor Warrants (the "**Request Date**") will correspond to the date on which the last of the following conditions will be met:

- the Ycor Warrants have been transferred by the authorized financial intermediary to the Centralising Agent in support of the exercise request;
- the amount due to the Company corresponding to the exercise of the Ycor Warrants has been paid to the Centralising Agent.

Any request to exercise the Ycor Warrants received by the Centralising Agent during a calendar month will take effect on the earliest of the following three dates (an "**Exercise Date**") falling after the Request Date:

- the fifteenth day of the calendar month in which the Request Date falls (or, if this day is not a Business Day, the next Business Day);
- the last Business Day of the calendar month in which the Request Date falls; or
- the seventh Business Day preceding the Ycor Warrants Expiry Date.

Shares issued upon exercise of the Ycor Warrants will be delivered no later than the fifth (5th) Trading Day following their Exercise Date. Any Ycor Warrants exercised shall be automatically cancelled.

In the event that a transaction constituting a case of adjustment pursuant to section 11 and for which the Record Date (as defined in section 11) occurs between (i) the Exercise Date (inclusive) of the Ycor Warrants and (ii) the date of delivery of the Shares issued upon exercise of the Ycor Warrants (exclusive), the Ycor Warrants Holder shall have no right to participate therein, subject to its right to adjustment in accordance with sections 10 and 11 at any time up to (but excluding) the date of delivery of the Shares.

It is specified that the Company will not be forced to pay or compensate the Ycor Warrants Holder for any registration fees, taxes on financial transactions or other similar taxes or duties (including any applicable interest and penalties) resulting from the exercise of the Ycor Warrants.

8. Suspension of the right to exercise the Ycor Warrants

In the event of a share capital increase, absorption, merger, demerger or issue of new equity securities or new securities giving access to the share capital, or any other financial transaction involving preferential subscription rights or reserving a priority subscription period for the benefit of the Company's shareholders, or in the event of a reverse share split, the Company shall have the right to suspend the exercise of the Ycor Warrants for a period not exceeding three (3) months or any other period set by the applicable regulations. This entitlement shall in no event cause the Ycor Warrants Holder to lose its right to subscribe for new Shares of the Company (it being specified that in the event of suspension of the exercise of the Ycor Warrants in accordance with this section, the Ycor Warrants Expiry Date shall be postponed by a period equal to the duration of the suspension period). The Company's decision to suspend the exercise of the Ycor Warrants shall be published in a press release issued by the Company and effectively published in full and (to the extent such publication is required under French law) in the *Bulletin des annonces légales obligatoires* ("**BALO**"). This notice will be published at least seven (7) days before the effective date of the suspension and will indicate the date on which the exercise of the Ycor Warrants will be suspended and the date on which it will resume. This information will also be the subject of a notice published by the Company and posted on its website (www.solocal.com) and of a notice published by Euronext Paris. During this seven (7) day period, the Ycor Warrants will be freely exercisable by its holder. In the event that the BALO no longer exists (and insofar as such publication is required under French law), any information communicated to the Ycor Warrants Holder will be deemed to have been validly communicated to the latter once it has been effectively and fully distributed by the Company and made available online on the Company's website. Such information will be deemed to have been communicated on the date of such dissemination or, in the event that it is disseminated several times or on different dates, on the date of its first dissemination.

9. Warrant class

Not applicable.

10. Change in the rules governing the distribution of profits, redemption of share capital, change in the legal form or corporate purpose of the Company - Company's share capital reduction motivated by losses

In accordance with the provisions of Article L. 228-98 of the French Commercial Code,

- (i) the Company may change its corporate form or purpose without having to obtain the approval of the general meeting of Ycor Warrants Holder;
- (ii) the Company may, without seeking the authorization of the general meeting of Ycor Warrants Holder, proceed with the redemption of its share capital, a change in the rules governing the allocation of its profits or the issue of preferred shares, as long as there are outstanding/unexercised Ycor Warrants, provided that it has taken the necessary measures to preserve the rights of the Ycor Warrants Holder (see section 11 below);
- (iii) in the event of a Company's share capital reduction motivated by losses and carried out by reducing the nominal amount or the number of Shares making up the share capital, the rights of the Ycor Warrants Holder will be reduced accordingly, as if it had exercised the Ycor Warrants before the date on which the share capital reduction became definitive. In the event of a Company's share capital reduction through a reduction in the number of Shares, the new exercise parity will be equal to the product of the corresponding exercise parity in force prior to the reduction in the number of Shares and the ratio:

Number of shares making up the share capital after the transaction

Number of shares making up the share capital before the transaction

The new applicable Ycor Warrants Exercise Parity will be determined with three decimal places, rounded to the nearest thousandth (0.0005 being rounded up to the nearest thousandth, *i.e.* 0.001). Any subsequent adjustments will be made on the basis of the aforementioned Ycor Warrants Exercise Parity calculated and rounded in this way. However, the applicable Ycor Warrants Exercise Parity may only give rise to the delivery of a whole number of new Shares, the settlement of fractional shares being specified in section 12.

In the event of a share capital reduction not motivated by losses through a reduction in the nominal value of the shares, the Exercise Price will be reduced accordingly and in the event of a capital reduction not motivated by losses through a reduction in the number of shares, the Ycor Warrants Holder, if it exercises its Ycor Warrants, will be able to request the repurchase of its shares under the same conditions as if it had been a shareholder at the time of the repurchase by the Company of its own shares; it being specified that the subscription price of the shares to which the Ycor Warrants will give entitlement will be reduced by the same amount following the definitive completion of the Share Capital Reduction No. 2 (itself completed following the definitive completion of the Reserve Share Split), such that the subscription price of one (1) new ordinary share of the Company to which 1,000 Ycor Warrants will entitle the holder to is equal to one cent of euro (€0.01) per new share.

In accordance with Article R. 228-92 of the French Commercial Code, if the Company decides to issue, in any form whatsoever, new Shares or securities giving access to the share capital with preferential subscription rights reserved for shareholders, to distribute reserves, in cash or in kind, to distribute premiums or to modify the distribution of its profits by creating preferred shares, it will inform the Ycor Warrants Holder by publishing a notice in the BALO (insofar as such publication is required under French law). In the event that the BALO no longer exists (and insofar as such publication is required under French law), any information communicated to the Ycor Warrants Holder will be deemed to have been validly communicated to the latter once it has been effectively and fully disseminated by the Company and made available online on the Company's website. Such information will be deemed to have been communicated on the date of such dissemination or, in the event that it is disseminated several times or on different dates, on the date of its first dissemination.

11. Maintaining the rights of the Ycor Warrants Holder

At the end of each of the following transactions:

1. financial transactions with listed preferential subscription rights or free award of listed warrants to the Company's shareholders;
2. free award of Shares to the Company's shareholders, Shares split or reverse Shares split;
3. incorporation into the capital of reserves, profits or premiums by increasing the par value of the Shares;
4. distribution of reserves or premiums in cash or in kind to the Company's shareholders;
5. free award to the Company's shareholders of any financial security other than Shares;
6. absorption, merger, demerger of the Company;
7. repurchase by the Company of its own Shares at a price higher than the market price;
8. buyback/redemption of share capital; and
9. adjustment of the distribution of profits and/or creation of preferred shares,

which the Company may carry out from the Ycor Warrants Issue Date and whose Record Date (as defined below) falls before the delivery date of the Shares issued upon exercise of the Ycor Warrants, the rights of the Ycor Warrants Holder will be maintained until the delivery date (exclusive) by adjusting the applicable Ycor Warrants Exercise Parity, in accordance with the terms set out below.

The "**Record Date**" is the date on which the holding of Shares is recorded in order to determine which shareholders are the beneficiaries of a transaction or may participate in a transaction and, in particular, to which shareholders a distribution, award or allocation, announced or voted on that date or previously announced or voted, must be paid, delivered or carried out.

Any adjustment will be made in such a way as to equalize, to the nearest thousandth of a Share, the value of the Shares that would have been obtained if the Ycor Warrants had been exercised immediately prior to the completion of one of the aforementioned transactions and the value of the Shares that would have been obtained if the Ycor Warrants had been exercised immediately after the completion of such transaction.

In the event of adjustments made in accordance with paragraphs (1) à (9) below, the new applicable Ycor Warrants Exercise Parity will be determined to four decimal places rounded to the nearest thousandth (0.0005 being rounded up to the nearest hundredth, *i.e.* 0.001). Any subsequent adjustments will be made on the basis of the aforementioned Ycor Warrants Exercise Parity calculated and rounded in this way. However, the applicable Ycor Warrants Exercise Parity may only give rise to the delivery of a whole number of Shares, the settlement of fractional shares being specified in section 12.

- (1) (a) In the event of financial transactions involving a listed preferential subscription right in favour of the Company's shareholders, the new applicable Ycor Warrants Exercise Parity will be equal to the product of the applicable Ycor Warrants Exercise Parity in force prior to the beginning of the transaction in question and the ratio:

$$\frac{\text{Value of the Share after detachment of the preferential subscription right} + \text{Value of the preferential subscription right}}{\text{Value of the Share after detachment of the preferential subscription right}}$$

Value of the Share after detachment of the preferential subscription right

For the purpose of calculating this ratio, the value of the Shares after detachment of the preferential subscription right will be equal to the arithmetic average of their opening prices quoted on Euronext Paris (or, if not listed on Euronext Paris, on another regulated market or on a similar market on which the Shares or the preferential subscription right are principally listed) during all the Trading Days included in the subscription period.

- (b) In the event of financial transactions involving the free award of listed warrants to shareholders, with the corresponding option to place the financial securities resulting from the exercise of warrants not exercised by their holders at the end of the subscription period open to them, the new applicable Ycor Warrants Exercise Parity will be equal to the product of the applicable Ycor Warrants Exercise Parity in force prior to the beginning of the transaction in question and the following ratio:

$$\frac{\text{Value of the Shares after detachment of the warrant} + \text{Value of the warrant}}{\text{Value of the Shares after detachment of the warrant}}$$

Value of the Shares after detachment of the warrant

To calculate this ratio:

- the value of the Share after detachment of the warrant will be equal to the volume-weighted average of (i) the prices of the Shares quoted on Euronext Paris (or, if not listed on Euronext Paris, on another regulated market or on a similar market on which the Shares are principally listed) during all Trading Days included in the subscription period, and (ii) (a) the sale price of the financial securities transferred as part of the placement, if these are Shares equivalent to existing Shares, by applying to the sale price the volume of Shares sold under the placement or (b) the prices quoted for the Shares on Euronext Paris (or, if not listed on Euronext Paris, on another regulated market or on a similar market on which the Shares are principally listed) on the day on which the sale price of the financial securities sold as part of the placement is determined, if the latter are not Shares equivalent to the Company's existing Shares;
 - the value of the warrant will be equal to the volume-weighted average of (i) the prices of the warrant quoted on Euronext Paris (or, if not listed on Euronext Paris, on another regulated market or on a similar market on which the warrant is principally listed) during all Trading Days included in the subscription period, and (ii) the implied value of the warrant resulting from the sale price of the financial securities sold as part of the placement, which corresponds to the difference (if positive), adjusted for the exercise parity of the warrants, between the sale price of the financial securities sold as part of the placement and the subscription price of the financial securities by exercising the warrants, applying to said value the volume corresponding to the warrants exercised to allocate the financial securities sold as part of the placement.
- (2) In the event of a free Shares award to the Company's shareholders, as well as in the event of a Share split or reverse Share split, the new applicable Ycor Warrants Exercise Parity will be equal to the product of the applicable Ycor Warrants Exercise Parity in force prior to the beginning of the transaction in question and the ratio:

$$\frac{\text{Number of Shares making up the share capital after the transaction}}{\text{Number of Shares making up the capital before the transaction}}$$

Number of Shares making up the capital before the transaction

Accordingly, the Ycor Warrants Exercise Parity will be adjusted in respect of the Reverse Share Split so that 1,000 Ycor Warrants entitle its holder to subscribe for one (1) new ordinary share of the Company following the implementation of the Reverse Share Split.

- (3) In the event of a capital increase through the capitalization of reserves, profits or premiums carried out by increasing the par value of the Shares, the nominal value of the Shares that the Ycor Warrants Holder may obtain by exercising the Ycor Warrants will be increased accordingly.
- (4) In the event of a distribution of reserves or premiums in cash or in kind (financial portfolio securities, etc.), the new applicable Ycor Warrants Exercise Parity will be equal to the product of the applicable Ycor Warrants Exercise Parity in force prior to the beginning of the transaction in question and the ratio:

Value of the Share before the distribution

**Value of the Share before the distribution - Amount per Share of the distribution
or value of the financial securities or assets delivered per Share**

To calculate this ratio:

- the value of the Share before the distribution will be equal to the volume-weighted average of the prices of the Shares listed on Euronext Paris (or, if not listed on Euronext Paris, on another regulated market or on a similar market on which the Shares are principally listed) during the last three Trading Days preceding the trading session on which the Shares are listed ex-distribution;
 - if the distribution is made in cash, or in cash or in kind (including, in particular, Shares), at the option of the Company's shareholders (including, in particular, pursuant to Articles L. 232-18 *et seq.* of the French Commercial Code), the amount distributed per Share will be the cash amount payable per Share (before any withholding tax and without taking into account applicable tax allowances and credits), *i.e.* without taking into account the value in kind payable in lieu of the cash amount at the option of the Company's shareholders as indicated above;
 - if the distribution is made exclusively in kind:
 - a. in the event of the distribution of financial securities already principally listed on a regulated market or on a similar market, the value of the financial securities distributed will be determined as indicated above for the Share (and if the financial securities are not listed on one of the three Trading Days referred to above, the value of the financial securities distributed will be determined by an Expert);
 - b. in the event of the delivery of financial securities not yet principally listed on a regulated market or a similar market, the value of the financial securities delivered will be equal, if they were to be listed on a regulated market or a similar market within the ten Trading Day period commencing on the date on which the Shares are listed ex-distribution, the volume-weighted average of the prices quoted on the said market during the first three Trading Days included in this period during which the said financial securities are listed (and if the financial securities are not listed during the first three Trading Days in the ten Trading Day period referred to above, the value of the securities allocated will be determined by an Expert); and
 - c. in other cases (distribution of financial securities not principally listed on a regulated market or on a similar market or listed for less than three Trading Days within the ten Trading Day period referred to above or distribution of assets), the value of the financial securities or assets distributed per Share will be determined by an Expert.
- (5) In the event of a free award to the Company's shareholders of financial securities other than Shares, and subject to paragraph 1(b) above, the new applicable Ycor Warrants Exercise Parity will be equal to:
- a. if the right to free allocation of financial securities has been admitted to trading on Euronext Paris (or, in the absence of listing on Euronext Paris, on another regulated market or on a similar market on a principal basis), the product of the applicable Ycor Warrants Exercise Parity in force prior to the beginning of the transaction in question and the ratio:

**Value of the Share ex-right to free award
+ Value of the free award right**

Value of the Share ex-right to free award

To calculate this ratio:

- the value of the Share ex-right to free award will be equal to the volume-weighted average of the prices quoted on Euronext Paris (or, if not listed on Euronext Paris, on another regulated market or on a similar market on which the Company's Share ex-right to free award right is principally

listed) for the Share ex-right to free award during the first three Trading Days beginning on the date on which the Shares are listed ex-right to free award;

- the value of the free award right will be determined as indicated in the paragraph above. If the free award right is not listed during each of the three Trading Days following the Trading Day on which the Shares are listed ex-rights, its value will be determined by an Expert.
- b. if the free award right to financial securities was not admitted to trading on Euronext Paris (or on another regulated market or on a similar market on a principal basis), the product of the Ycor Warrants Exercise Parity in force prior to the beginning of the transaction in question and the following ratio:

$$\frac{\text{Value of the Share ex-right to free award} + \text{Value of the financial security(ies) awarded per Share}}{\text{Value of the Share ex-right to free award}}$$

Value of the Share ex-right to free award

To calculate this ratio:

- the value of the Share ex-right to free award will be determined as in paragraph (a) above;
- if the financial securities awarded are listed or are likely to be listed on Euronext Paris (or, if they are not listed on Euronext Paris, on another regulated market or on a similar market on a principal basis), within the period of ten Trading Days beginning on the date on which the Shares are listed ex-distribution, the value of the financial security(ies) awarded per Share shall be equal to the volume-weighted average of the prices of such financial security(ies) on such market during the first three Trading Days included in such period on which such financial security(ies) are listed. If the financial securities awarded are not listed during each of the three Trading Days within the ten Trading Day period referred to above, the value of the financial security(ies) awarded per Share will be determined by an Expert.
- in other cases (distribution of financial securities not principally listed on a regulated market or a similar market or listed for less than three Trading Days within the ten Trading Day period referred to above or distribution of assets), the value of the financial securities or assets distributed per Share will be determined by an Expert.

- (6) In the event the Company is absorbed by another company or merged with one or more other companies to form a new company or in the event of a demerger, the Ycor Warrants will be exchangeable for shares in the absorbing or new company or in the companies benefiting from the demerger.

The new applicable Ycor Warrants Exercise Parity will be determined by multiplying the applicable Ycor Warrants Exercise Parity in force prior to the commencement of the relevant transaction by the exchange ratio of the Shares for the shares of the absorbing or new company or of the companies benefiting from the demerger. These companies will be automatically substituted for the Company in its obligations towards the Ycor Warrants Holder.

- (7) In the event that the Company repurchases its own Shares at a price higher than the market price, the new applicable Ycor Warrants Exercise Parity will be equal to the product of the applicable Ycor Warrants Exercise Parity in force prior to the beginning of the repurchase and the ratio:

$$\frac{\text{Value of the Share} \times (1 - \text{Pc}\%)}{\text{Value of the Share} - \text{Pc}\% \times \text{Repurchase price}}$$

Value of the Share - Pc% x Repurchase price

To calculate this ratio:

- Value of the Share means the volume-weighted average of the prices quoted for the Share on Euronext Paris (or, if the Share is not listed on Euronext Paris, on another regulated market or on a similar market on which the Share is principally listed) during the last three Trading Days preceding the repurchase (or the repurchase option);
- Pc% means the percentage of capital repurchased; and
- Repurchase price means the effective price of the Shares repurchased.

- (8) In the event of buyback or redemption of share capital, the new applicable Ycor Warrants Exercise Parity will be equal to the product of the applicable Ycor Warrants Exercise Parity in force prior to the beginning of the transaction in question and the ratio:

Value of the Share before redemption

Value of the Share before redemption - Amount of redemption per Share

For the purpose of calculating this ratio, the value of the Share before redemption will be equal to the volume-weighted average of the prices quoted for the Share on Euronext Paris (or, if not listed on Euronext Paris, on another regulated market or on a similar market on which the Share is principally listed) during the last three Trading Days preceding the session on which the Shares are listed ex-redemption.

- (9) (a) In the event of a change by the Company in the distribution of its profits and/or the creation of preferred shares resulting in such a change, the new applicable Ycor Warrants Exercise Parity will be equal to the product of the applicable Ycor Warrants Exercise Parity in force prior to the beginning of the relevant transaction and the following ratio:

Value of the Share before the change

Value of the Share before the change - Reduction per Share of entitlement to profits

To calculate this ratio:

- The value of the Share prior to the change will be determined on the basis of the volume-weighted average of the prices quoted for the Shares on Euronext Paris (or, if not listed on Euronext Paris, on another regulated market or on a similar market on which the Shares are principally listed) during the three Trading Days preceding the day of the change;
- the reduction per Share of entitlement to profits will be determined by an Expert.

Notwithstanding the foregoing, if the said preferred shares are issued with the shareholders' preferential subscription right maintained or by way of a free award to the shareholders of warrants to subscribe for the said preferred shares, the new applicable Ycor Warrants Exercise Parity will be adjusted in accordance with paragraphs 0 or 0 above.

- (b) In the event of the creation of preferred shares that do not entail a change in the distribution of profits, the adjustment of the Ycor Warrants Exercise Parity will be determined by an Expert.

The adjustment calculations referred to in sections 10 and 11 will be carried out by the Company, based in particular on the specific circumstances set out in this section or on one or more values determined by an Expert.

Where the Company has carried out transactions without an adjustment being made under paragraphs 1 to 9 above, and a subsequent law or regulation makes an adjustment necessary, the Company shall make such adjustment in accordance with the applicable law or regulation and in accordance with French market practice in this area.

In the event of an adjustment, the Ycor Warrants Holder will be informed of the new conditions for exercising the Ycor Warrants by means of a press release issued by the Company and published on its website (www.solocal.com) no later than five (5) Business Days after the new adjustment becomes effective. This adjustment will also be the subject of a notice published by Euronext Paris within the same timeframe.

The adjustments, calculations and decisions of the Company or the Expert in accordance with this paragraph shall be binding (except in the case of gross negligence, fraud or manifest error) on the Company, the Centralising Agent and the Ycor Warrants Holder.

12. Settlement of fractional Shares upon exercise of the Ycor Warrants

The Ycor Warrants Holder exercising his rights under the Ycor Warrants may subscribe for a number of Shares calculated by applying the Ycor Warrants Exercise Parity applicable to the number of Ycor Warrants exercised.

The Ycor Warrants Holder will exercise a number of Ycor Warrants such that it allows the subscription of a whole number of Shares in application of the Ycor Warrants Exercise Parity.

In accordance with Articles L. 225-149 and R. 228-94 of the French Commercial Code, in the event of an adjustment to the Ycor Warrants Exercise Parity and where the number of Shares calculated in this way is not a whole number, (i) the Company shall round down the number of Shares to be issued to the Ycor Warrants Holder to the nearest whole number of Shares, and (ii) the Ycor Warrants Holder shall receive a cash payment from the Company equal to the fractional Share multiplied by the value of the Share, equal to the last quoted price on the trading day preceding the day on which the request to exercise the Ycor Warrants is submitted. Therefore, no fractional Shares will be issued upon exercise of the Ycor Warrants.

13. Early lapse following purchase, buyback or exchange offers

The Company may, at its discretion, offer to repurchase all or part of the Ycor Warrants, at any time, without limitation as to price or quantity, by purchase on or off the market, or by means of buyback offers or public exchange offers, as applicable.

The Ycor Warrants that have been repurchased will be cancelled in accordance with French law.

It should be noted that the repurchase of Ycor Warrants by the Company may not be compulsory for their holders (except in the case of a squeeze-out procedure following a public tender offer).

14. Representative of the mass of Ycor Warrants Holder

In accordance with Article L. 228-103 of the French Commercial Code, the Ycor Warrants Holder will be grouped together in a "mass", with legal personality, and subject to the same provisions as those set out in Articles L. 228-47 to L. 228-64, L. 228-66 and L. 228-90 of the French Commercial Code.

The mass of Ycor Warrants Holder will be represented by:

[**Aether Financial Services**, a société par action simplifiée (*simplified joint stock company*) whose registered office is at 36 rue de Monceau, 75008 Paris and whose registration number is 811 475 383 RCS Paris (agency@aetherfs.com) (the "**Mass Representative**"). **[to be confirmed]**

In the event of incompatibility, resignation or dismissal of the Mass Representative, a replacement will be elected by the general meeting of Ycor Warrants Holder.

The Mass Representative will hold office until his resignation, dissolution or removal by the general meeting of the Ycor Warrants Holder or until an incompatibility arises. His term of office shall automatically cease on the Ycor Warrants Expiry Date or, if earlier, the date on which no Ycor Warrants are still outstanding, or may be automatically extended until the definitive resolution of any ongoing proceedings in which the Mass Representative is involved, and until the execution of any decisions or settlements reached.

In accordance with the regulations in force, the general meeting of Ycor Warrants Holder is in particular asked to authorize any changes to the terms and conditions of the Ycor Warrants, and to rule on any decision affecting the conditions of subscription or award of equity securities determined when the Ycor Warrants are issued.

In the absence of any resolution to the contrary by the general meeting of the Ycor Warrants Holder, the Mass Representative will have the power to carry out, on behalf of the mass of the Ycor Warrants Holder, all acts of management to defend the common interests of the said Ycor Warrants Holder. This power may be delegated by the Mass Representative to a third party in compliance with legal and regulatory provisions.

The Company will pay the Mass Representative an annual flat fee of [●] euros ([●] €) (excluding VAT). The first flat fee will be calculated pro rata to the number of days remaining in the year. For subsequent years, the flat fee will be due and payable on 1st January or on the first Business Day thereafter, provided that there are still Ycor Warrants outstanding.

The Company will pay the compensation of the Mass Representative and the costs of convening and holding meetings of the Ycor Warrants Holder and of publicizing their decisions, as well as the costs of appointing a representative pursuant to Article L. 228-50 of the French Commercial Code, and all duly incurred and proven costs of administering and operating the mass of Ycor Warrants Holder.

Meetings of Ycor Warrants Holder will be held at the Company's registered office or at any other location indicated in the notice of meeting. During the 15 days preceding the corresponding meeting, the Ycor Warrant Holder will be able to obtain, either personally or through a proxy, a copy of the resolutions to be put to the vote and the reports to be presented at the meeting, from the Company's registered office, its principal place of business or any other place as indicated in the notice of meeting.

In accordance with the legal provisions applicable on the date of these terms and conditions, the general meeting of Ycor Warrants Holder is only valid if the Ycor Warrants Holder present or represented holds at least one quarter of the Ycor Warrants outstanding at the time of the first meeting and one fifth of the Ycor Warrants outstanding at the time of the second meeting. Decisions are taken by a two-thirds majority of the votes cast by the Ycor Warrants Holder present or represented (pursuant to Articles L. 225-96 and L. 228-103 of the French Commercial Code). The votes cast do not include those attached to the Ycor Warrants for which the Ycor Warrants Holder did not take part in the vote, abstained or voted blank or invalid. One Ycor Warrant entitles the Ycor Warrants Holder to one vote at the general meeting.

15. Shares issued upon exercise of Ycor Warrants

The Shares resulting from the exercise of the Ycor Warrants will be of the same class and will have the same rights as the existing Shares. They will carry current dividend rights and their holders will benefit, as from their issue, from all the rights attached to the Shares.

The new Shares resulting from the exercise of the Ycor Warrants will be admitted to trading on Euronext Paris on the same marketing listing as the existing Shares (same ISIN code).

The terms and conditions governing the form, ownership and transfer of the new Shares resulting from the exercise of the Ycor Warrants are those described in the Company's Articles of Association.

16. Centralising Agent

The Company's initial centralising agent (the "**Centralising Agent**") will be:

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

The Company reserves the right to amend or terminate the mandate of the Centralising Agent and/or to appoint a new Centralising Agent.

17. Restriction on the free negotiability of the Ycor Warrants and the Shares to be issued upon exercise of the Ycor Warrants

Nothing in the Articles of Association restricts the free negotiability of the Ycor Warrants and the Shares making up the Company's share capital.

The Ycor Warrants are freely tradable.

Annex 2 - Terms and conditions of the Backstopping Bondholders Warrants

TERMS AND CONDITIONS OF THE BACKSTOPPING BONDHOLDERS WARRANTS

The issue of a certain number of Backstopping Bondholders Warrants (as defined below) by Solocal Group S.A. (the "**Company**"), for the benefit of the Beneficiaries (as defined below), was authorized by the twenty-fourth resolution of the extraordinary general meeting of shareholders of the Company held on 19 June 2024 (the "**EGM**").

Holders of Backstopping Bondholders Warrants (as defined below) will only benefit from the rights or privileges of holders of Shares (as defined below) (including the right to vote or to the payment of dividends or other distributions in respect of such Shares) following the exercise of their Backstopping Bondholders Warrants and receipt of the corresponding Shares.

1. Definitions

For the purposes of these terms and conditions, the capitalized terms below shall have the following meanings:

"Shares"	means the ordinary shares issued by the Company with a nominal value of one thousandth of a euro (€0.001) on the Backstopping Bondholders Warrants Issue Date.
"Centralising Agent"	has the meaning given to it in section 16.
"BALO"	has the meaning given to it in section 8.
"Beneficiaries"	means BM Global Credit+ Fund, Robus Capital Management Limited and certain funds managed by it, Cedar Grove Holdings Ltd., Melqart Opportunities Master Fund Limited, DS Liquid DIV RVA MEL, LLC, Whitebox Advisors LLC and Eicos Investment Group Limited.
"Backstopping Bondholders Warrants"	means the Share(s) warrants issued by the Company and awarded free of charge to the Beneficiaries.
"Backstopping Bondholders Warrants Expiry Date"	has the meaning given to it in section 7.
"Backstopping Bondholders Warrants Issue Date"	means the date on which the Backstopping Bondholders Warrants are issued.
"Exercise Date"	has the meaning given to it in section 7.
"Request Date"	has the meaning given to it in section 7.
"Expert"	means an internationally renowned, independent expert, chosen in agreement between the Company and the Beneficiary; in the event of unavailability or for any other reason, the independent expert will be appointed by the President of the Commercial Court where the Company's registered office is located, ruling in summary proceedings and without possible recourse at the request of the Company or of one of the Backstopping Bondholders Warrants Holders.
"Euronext Paris"	means the Euronext regulated market in Paris.
"Trading Day"	means a day on which the Shares or financial securities concerned listed on Euronext Paris are traded, other than a day on which trading ceases before the usual closing time.
"Business Day"	means a day of the week (other than a Saturday or Sunday) on which (i) banks are open for business in Paris, (ii) Euroclear France or any successor is open for business and (iii) the trans-European automated real-time gross settlement express transfer system (" Target "), or any successor system, operates.
"Backstopping Bondholders Warrants Exercise Parity"	has the meaning given to it in section 7.
"Backstopping Bondholders Warrants Exercise Period"	has the meaning given to it in section 7.
"Amended Plan"	means the draft amended accelerated financial safeguard plan for the Company approved by the Nanterre Commercial Court on [●] 2024.
"Backstopping Bondholders Warrants Holder(s)"	means the holder(s) of the Backstopping Bondholders Warrants.
"Exercise Price"	has the meaning given to it in section 7.

"Record Date"	has the meaning given to it in section 11.
" Share Capital Reduction No. 2"	means the Company's share capital reduction not motivated by losses by reducing the nominal value of each share from one euro (€1.00) (its amount following the Reverse Share Split referred to in the twenty-fifth resolution of the EGM) to one cent of euro (€0.01), in accordance with the twenty-sixth resolution of the EGM.
"Reverse Share Split"	means the reverse share split of one thousand (1,000) ordinary shares of the Company with a par value of one thousandth of a euro (€0.001) each into one (1) new ordinary share to be issued with a par value of one euro (€1), in accordance with the twenty-fifth resolution of the EGM.
"Mass Representative"	has the meaning given to it in section 14.

2. Category of Backstopping Bondholders Warrants

The Backstopping Bondholders Warrants issued by the Company are securities giving access to the share capital within the meaning of Articles L. 228-91 *et seq.* of the French Commercial Code (*Code de commerce*).

No application will be made for the Backstopping Bondholders Warrants to be admitted to trading on any market (regulated or otherwise).

3. Applicable law and competent courts

The Backstopping Bondholders Warrants are governed by French law. All disputes arising under these terms and conditions shall be subject to the jurisdiction of the Commercial Court of Nanterre.

4. Form and registration of the Backstopping Bondholders Warrants

The Backstopping Bondholders Warrants may be in registered or bearer form, at the option of each Backstopping Bondholders Warrants Holder.

In accordance with Article L. 211-3 of the French Monetary and Financial Code (*Code monétaire et financier*), the Backstopping Bondholders Warrants must be registered in a securities account held by the Company or an authorized intermediary, as applicable.

Consequently, the rights of the Backstopping Bondholders Warrants Holders will be represented by an entry in a securities account opened in their name in the books of:

- Uptevia (90 - 110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex), appointed by the Company, for the Backstopping Bondholders Warrants held in direct registered form (*nominatif pur*);
- an authorized financial intermediary of their choice and Uptevia (90 - 110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex), appointed by the Company, for the Backstopping Bondholders Warrants held in indirect registered (*nominatif administré*) form; or
- an authorized financial intermediary of their choice for the Backstopping Bondholders Warrants held in bearer form (*au porteur*).

No document evidencing the ownership of the Backstopping Bondholders Warrants (including the certificates referred to in Article R. 211-7 of the French Monetary and Financial Code) will be issued in respect of the Backstopping Bondholders Warrants.

In accordance with Articles L. 211-15 and L. 211-17 of the French Monetary and Financial Code, the Backstopping Bondholders Warrants are transferred by account-to-account transfer and the transfer of ownership of the Backstopping Bondholders Warrants will result from their registration in the buyer's securities account.

Application will be made for the Backstopping Bondholders Warrants to be admitted to trading with Euroclear France, which will be responsible for clearing the Backstopping Bondholders Warrants.

The Backstopping Bondholders Warrants will be registered in a securities account on their respective issue dates.

5. Issue currency

The issue of the Backstopping Bondholders Warrants and the issue of the new Shares that may be issued upon exercise of the Backstopping Bondholders Warrants will be denominated in euros.

6. Number of Backstopping Bondholders Warrants

The total number of Backstopping Bondholders Warrants issued on the Backstopping Bondholders Warrants Issue Date will be 718,074,371.

The Backstopping Bondholders Warrants will be awarded free of charge to the Beneficiaries in accordance with the conditions set out in the Amended Plan.

7. Issue date, exercise price, exercise period and procedures for exercising of the Backstopping Bondholders Warrants

The Backstopping Bondholders Warrants will be issued on the Backstopping Bondholders Warrants Issue Date.

Subject to sections 10, 11 and 12 below, one (1) Backstopping Bondholders Warrant will entitle its holder to subscribe for one (1) new Share (this parity, as adjusted where applicable in accordance with sections 10 and 11, is hereinafter referred to as the "**Backstopping Bondholders Warrants Exercise Parity**"), for a total subscription price equal to the nominal value of such new Shares (such exercise price, as adjusted from time to time in accordance with sections 10 and 11, is hereinafter referred to as the "**Exercise Price**"). The Backstopping Bondholders Warrants may only be exercised in exchange for a whole number of Shares (under the conditions set out in section 12 below).

The Backstopping Bondholders Warrants Exercise Parity and the Exercise Price will be adjusted following any transactions carried out by the Company after the Backstopping Bondholders Warrants Issue Date in order to maintain the rights of the Backstopping Bondholders Warrants Holders, in accordance with sections 10 and 11.

The Backstopping Bondholders Warrants may be exercised for a period of twelve (12) months (as it may be extended in accordance with the provisions of section 8 below) from the Backstopping Bondholders Warrants Issue Date. The Backstopping Bondholders Warrants will lapse and become worthless at the close of trading on Euronext Paris (5:30 p.m. Paris time) on [●] (unless extended in accordance with the provisions of section 8 below) or earlier in the event of (i) the liquidation of the Company or (ii) the cancellation of all the Backstopping Bondholders Warrants in accordance with section 13 (the "**Backstopping Bondholders Warrants Expiry Date**").

In order to exercise its Backstopping Bondholders Warrants, the holder must:

- send a request (i) to its financial intermediary holding the account, for the Backstopping Bondholders Warrants held in bearer or indirect registered form, or (ii) to Uptevia (90 - 110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex), appointed by the Company, for the Backstopping Bondholders Warrants held in direct registered form, and
- pay the Company exercise price of the corresponding Backstopping Bondholders Warrants.

Any request to exercise the Backstopping Bondholders Warrants will be irrevocable upon receipt by the relevant financial intermediary.

The Centralising Agent (as defined in section 16) will centralise the transactions.

The date of the request to exercise the Backstopping Bondholders Warrants (the "**Request Date**") will correspond to the date on which the last of the following conditions will be met:

- the Backstopping Bondholders Warrants have been transferred by the authorized financial intermediary to the Centralising Agent in support of the exercise request;
- the amount due to the Company corresponding to the exercise of the Backstopping Bondholders Warrants has been paid to the Centralising Agent.

Any request to exercise the Backstopping Bondholders Warrants received by the Centralising Agent during a calendar month will take effect on the earliest of the following three dates (an "**Exercise Date**") falling after the Request Date:

- the fifteenth day of the calendar month in which the Request Date falls (or, if this day is not a Business Day, the next Business Day);
- the last Business Day of the calendar month in which the Request Date falls; or
- the seventh Business Day preceding the Backstopping Bondholders Warrants Expiry Date.

Shares issued upon exercise of the Backstopping Bondholders Warrants will be delivered no later than the fifth (5th) Trading Day following their Exercise Date. Any Backstopping Bondholders Warrants exercised shall be automatically cancelled.

In the event that a transaction constituting a case of adjustment pursuant to section 11 and for which the Record Date (as defined in section 11) occurs between (i) the Exercise Date (inclusive) of the Backstopping Bondholders Warrants and (ii) the date of delivery of the Shares issued upon exercise of the Backstopping Bondholders Warrants (exclusive), the Backstopping Bondholders Warrants Holders shall have no right to participate therein, subject to their right to adjustment in accordance with sections 10 and 11 at any time up to (but excluding) the date of delivery of the Shares.

It is specified that the Company will not be forced to pay or compensate the Backstopping Bondholders Warrants Holders for any registration duty, taxes on financial transactions or other similar taxes or duties (including any applicable interest and penalties) resulting from the exercise of the Backstopping Bondholders Warrants.

8. Suspension of the right to exercise the Backstopping Bondholders Warrants

In the event of a share capital increase, absorption, merger, demerger or issue of new equity securities or new securities giving access to the share capital, or any other financial transaction involving preferential subscription rights or reserving a priority subscription period for the benefit of the Company's shareholders, or in the event of a reverse share split, the Company shall have the right to suspend the exercise of the Backstopping Bondholders Warrants for a period not exceeding three (3) months or any other period set by the applicable regulations. This entitlement shall in no event cause any Backstopping Bondholders Warrants Holder to lose its right to subscribe for new Shares of the Company (it being specified that in the event of suspension of the exercise of the Backstopping

Bondholders Warrants in accordance with this section, the Backstopping Bondholders Warrants Expiry Date shall be postponed by a period equal to the duration of the suspension period). The Company's decision to suspend the exercise of the Backstopping Bondholders Warrants shall be published in a press release issued by the Company and effectively published in full and (to the extent that such publication is required under French law) in the *Bulletin des annonces légales obligatoires* ("**BALO**"). This notice will be published at least seven (7) days before the effective date of the suspension and will indicate the date on which the exercise of the Backstopping Bondholders Warrants will be suspended and the date on which it will resume. This information will also be the subject of a notice published by the Company and posted on its website (www.solocal.com) and of a notice published by Euronext Paris. During this seven (7) day period, the Backstopping Bondholders Warrants will be freely exercisable by their holders. In the event that the BALO no longer exists (and insofar as such publication is required under French law), any information communicated to the Backstopping Bondholders Warrants Holders will be deemed to have been validly communicated to them once it has been effectively and fully distributed by the Company and made available online on the Company's website. Such information will be deemed to have been communicated on the date of such dissemination or, in the event that it is disseminated several times or on different dates, on the date of its first dissemination.

9. Warrant class

Not applicable.

10. Change in the rules governing the distribution of profits, redemption of share capital, change in the legal form or corporate purpose of the Company - Company's share capital reduction motivated by losses

In accordance with the provisions of Article L. 228-98 of the French Commercial Code,

- (i) the Company may change its corporate form or purpose without having to obtain the approval of the general meeting of Backstopping Bondholders Warrants Holders;
- (ii) the Company may, without seeking the authorization of the general meeting of Backstopping Bondholders Warrants Holders, proceed with the redemption of its share capital, a change in the rules governing the allocation of its profits or the issue of preferred shares, as long as there are outstanding/unexercised Backstopping Bondholders Warrants, provided that it has taken the necessary measures to preserve the rights of the Backstopping Bondholders Warrants Holders (see section 11 below);
- (iii) in the event of a Company's share capital reduction motivated by losses and carried out by reducing the nominal amount or the number of Shares making up the share capital, the rights of the Backstopping Bondholders Warrants Holders will be reduced accordingly, as if they had exercised the Backstopping Bondholders Warrants prior to the date on which the share capital reduction became definitive. In the event of a Company's share capital reduction through a reduction in the number of Shares, the new exercise parity will be equal to the product of the corresponding exercise parity in force prior to the reduction in the number of Shares and the ratio:

Number of shares making up the share capital after the transaction

Number of shares making up the share capital before the transaction

The new applicable Backstopping Bondholders Warrants Exercise Parity will be determined with three decimal places, rounded to the nearest thousandth (0.0005 being rounded up to the nearest thousandth, *i.e.* 0.001). Any subsequent adjustments will be made on the basis of the aforementioned Backstopping Bondholders Warrants Exercise Parity calculated and rounded in this way. However, the applicable Backstopping Bondholders Warrants Exercise Parity may only give rise to the delivery of a whole number of new Shares, the settlement of fractional shares being specified in section 12.

In the event of a share capital reduction not motivated by losses through a reduction in the nominal value of the shares, the Exercise Price will be reduced accordingly, and in the event of a capital reduction not motivated by losses through a reduction in the number of shares, each Backstopping Bondholders Warrants Holder exercising his Backstopping Bondholders Warrants will be able to request the repurchase of his shares under the same conditions as if he had been a shareholder at the time of the repurchase by the Company of its own shares; it being specified that the subscription price of the shares to which the Backstopping Bondholders Warrants will give entitlement will be reduced by the same amount following the definitive completion of the Share Capital Reduction No. 2 (itself completed following the definitive completion of the Reverse Share Split), such that the subscription price of one (1) new ordinary share of the Company to which 1,000 Backstopping Bondholders Warrants will entitle the holder to is equal to one cent of euro (€0.01) per new share.

In accordance with Article R. 228-92 of the French Commercial Code, if the Company decides to issue, in any form whatsoever, new Shares or securities giving access to the share capital with preferential subscription rights reserved for shareholders, to distribute reserves, in cash or in kind, to distribute premiums or to modify the distribution of its profits by creating preferred shares, it will inform the Backstopping Bondholders Warrants Holders by publishing a notice in the BALO (insofar as such publication is required under French law). In the event that the BALO no longer exists (and insofar as such publication is required under French law), any information communicated to the Backstopping Bondholders Warrants Holders will be deemed to have been validly communicated to them once it has been effectively and fully disseminated by the Company and made available online on the Company's website. Such information will be deemed to have been communicated on the date of such dissemination or, in the event that it is disseminated several times or on different dates, on the date of its first dissemination.

11. Maintaining the rights of the Backstopping Bondholders Warrants Holders

At the end of each of the following transactions:

1. financial transactions with listed preferential subscription rights or free award of listed warrants to the Company's shareholders;
2. free award of Shares to the Company's shareholders, Shares split or reverse Shares split;
3. incorporation into the capital of reserves, profits or premiums by increasing the par value of the Shares;
4. distribution of reserves or premiums in cash or in kind to the Company's shareholders;
5. free award to the Company's shareholders of any financial security other than Shares;
6. absorption, merger, demerger of the Company;
7. repurchase by the Company of its own Shares at a price higher than the market price;
8. buyback/redemption of share capital; and
9. adjustment of the distribution of profits and/or creation of preferred shares,

which the Company may carry out as from the Backstopping Bondholders Warrants Issue Date and whose Record Date (as defined below) falls before the delivery date of the Shares issued upon exercise of the Backstopping Bondholders Warrants, the rights of the Backstopping Bondholders Warrants Holders will be maintained until the delivery date (exclusive) by adjusting the applicable Backstopping Bondholders Warrants Exercise Parity, in accordance with the terms set out below.

The "**Record Date**" is the date on which the holding of Shares is recorded in order to determine which shareholders are the beneficiaries of a transaction or may participate in a transaction and, in particular, to which shareholders a distribution, award or allocation, announced or voted on that date or previously announced or voted, must be paid, delivered or carried out.

Any adjustment will be made in such a way as to equalize, to the nearest thousandth of a Share, the value of the Shares that would have been obtained if the Backstopping Bondholders Warrants had been exercised immediately prior to the completion of one of the aforementioned transactions and the value of the Shares that would have been obtained if the Backstopping Bondholders Warrants had been exercised immediately after the completion of such transaction.

In the event of adjustments made in accordance with paragraphs (1) à (9) below, the new applicable Backstopping Bondholders Warrants Exercise Parity will be determined to four decimal places and rounded to the nearest thousandth (0.0005 being rounded up to the nearest hundredth, *i.e.* 0.001). Any subsequent adjustments will be made on the basis of the aforementioned Backstopping Bondholders Warrants Exercise Parity calculated and rounded in this way. However, the applicable Backstopping Bondholders Warrants Exercise Parity may only give rise to the delivery of a whole number of Shares, the settlement of fractional shares being specified in section 12.

- (1) (a) In the event of financial transactions involving a listed preferential subscription right for the benefit of the Company's shareholders, the new applicable Backstopping Bondholders Warrants Exercise Parity will be equal to the product of the applicable Backstopping Bondholders Warrants Exercise Parity in force prior to the beginning of the transaction in question and the ratio:

$$\frac{\text{Value of the Share after detachment of the preferential subscription right} + \text{Value of the preferential subscription right}}{\text{Value of the Share after detachment of the preferential subscription right}}$$

$$\text{Value of the Share after detachment of the preferential subscription right}$$

For the purpose of calculating this ratio, the value of the Shares after detachment of the preferential subscription right will be equal to the arithmetic average of their opening prices quoted on Euronext Paris (or, if not listed on Euronext Paris, on another regulated market or on a similar market on which the Shares or the preferential subscription right are principally listed) during all the Trading Days included in the subscription period.

(b) In the event of financial transactions involving the free award of listed warrants to shareholders, with the corresponding option to place the financial securities resulting from the exercise of warrants that have not been exercised by their holders at the end of the subscription period open to them, the new applicable Backstopping Bondholders Warrants Exercise Parity will be equal to the product of the applicable Backstopping Bondholders Warrants Exercise Parity in force prior to the beginning of the transaction in question and the following ratio:

$$\frac{\text{Value of the Shares after detachment of the warrant} + \text{Value of the warrant}}{\text{Value of the Shares after detachment of the warrant}}$$

$$\text{Value of the Shares after detachment of the warrant}$$

To calculate this ratio:

- the value of the Share after detachment of the warrant will be equal to the volume-weighted average of (i) the prices of the Shares quoted on Euronext Paris (or, if not listed on Euronext Paris, on another regulated market or on a similar market on which the Shares are principally listed) during all Trading Days included in the subscription period, and (ii) (a) the sale price of the financial securities transferred as part of the placement, if these are Shares equivalent to existing Shares, by applying to the sale price the volume of Shares sold under the placement or (b) the prices quoted for the Shares on Euronext Paris (or, if not listed on Euronext Paris, on another regulated market or on a similar market on which the Shares are principally listed) on the day on which the sale price of

the financial securities sold as part of the placement is determined, if the latter are not Shares equivalent to the Company's existing Shares;

- the value of the warrant will be equal to the volume-weighted average of (i) the prices of the warrant quoted on Euronext Paris (or, if not listed on Euronext Paris, on another regulated market or on a similar market on which the warrant is principally listed) during all Trading Days included in the subscription period, and (ii) the implied value of the warrant resulting from the sale price of the financial securities sold as part of the placement, which corresponds to the difference (if positive), adjusted for the exercise parity of the warrants, between the sale price of the financial securities sold as part of the placement and the subscription price of the financial securities by exercise of the warrants, applying to said value the volume corresponding to the warrants exercised to allocate the financial securities sold as part of the placement.

- (2) In the event of a free Shares award to the Company's shareholders, as well as in the event of a Share split or reverse Share split, the new applicable Backstopping Bondholders Warrants Exercise Parity will be equal to the product of the applicable Backstopping Bondholders Warrants Exercise Parity in force prior to the beginning of the transaction in question and the ratio:

Number of Shares making up the share capital after the transaction

Number of Shares making up the capital before the transaction

Accordingly, the Backstopping Bondholders Warrants Exercise Parity will be adjusted in respect of the Reverse Share Split, so that 1,000 Backstopping Bondholders Warrants entitle their holders to subscribe for one (1) new ordinary share of the Company following the implementation of the Reverse Share Split.

- (3) In the event of a capital increase through the capitalization of reserves, profits or premiums carried out by increasing the par value of the Shares, the nominal value of the Shares that each Backstopping Bondholders Warrants Holder may obtain by exercising the Backstopping Bondholders Warrants will be increased accordingly.
- (4) In the event of a distribution of reserves or premiums in cash or in kind (financial portfolio securities, etc.), the new applicable Backstopping Bondholders Warrants Exercise Parity will be equal to the product of the applicable Backstopping Bondholders Warrants Exercise Parity in force prior to the beginning of the transaction in question and the ratio:

Value of the Share before the distribution

**Value of the Share before the distribution - Amount per Share of the distribution
or value of the financial securities or assets delivered per Share**

To calculate this ratio:

- the value of the Share before the distribution will be equal to the volume-weighted average of the prices of the Shares listed on Euronext Paris (or, if not listed on Euronext Paris, on another regulated market or on a similar market on which the Shares are principally listed) during the last three Trading Days preceding the trading session on which the Shares are listed ex-distribution;
- if the distribution is made in cash, or in cash or in kind (including, in particular, Shares), at the option of the Company's shareholders (including, in particular, pursuant to Articles L. 232-18 *et seq.* of the French Commercial Code), the amount distributed per Share will be the cash amount payable per Share (before any withholding tax and without taking into account applicable tax allowances and credits), *i.e.* without taking into account the value in kind payable in lieu of the cash amount at the option of the Company's shareholders as indicated above;
- if the distribution is made exclusively in kind:
 - a. in the event of the distribution of financial securities already principally listed on a regulated market or on a similar market, the value of the financial securities distributed will be determined as indicated above for the Share (and if the financial securities are not listed on one of the three Trading Days referred to above, the value of the financial securities distributed will be determined by an Expert);
 - b. in the event of the delivery of financial securities not yet principally listed on a regulated market or a similar market, the value of the financial securities delivered will be equal, if they were to be listed on a regulated market or a similar market within the ten Trading Day period commencing on the date on which the Shares are listed ex-distribution, the volume-weighted average of the prices quoted on the said market during the first three Trading Days included in this period during which the said financial securities are listed (and if the financial securities are not listed during the first three Trading Days in the ten Trading Day period referred to above, the value of the securities allocated will be determined by an Expert); and
 - c. in other cases (distribution of financial securities not principally listed on a regulated market or on a similar market or listed for less than three Trading Days within the ten Trading Day period referred to above or

distribution of assets), the value of the financial securities or assets distributed per Share will be determined by an Expert.

(5) In the event of a free award to the Company's shareholders of financial securities other than Shares, and subject to paragraph 1(b) above, the new applicable Backstopping Bondholders Warrants Exercise Parity will be equal to:

- c. if the right to free allocation of financial securities has been admitted to trading on Euronext Paris (or, in the absence of listing on Euronext Paris, on another regulated market or on a similar market on a principal basis), the product of the applicable Backstopping Bondholders Warrants Exercise Parity in force prior to the beginning of the transaction in question and the ratio:

$$\frac{\text{Value of the Share ex-right to free award} + \text{Value of the free award right}}{\text{Value of the Share ex-right to free award}}$$

Value of the Share ex-right to free award

To calculate this ratio:

- the value of the Share ex-right to free award will be equal to the volume-weighted average of the prices quoted on Euronext Paris (or, if not listed on Euronext Paris, on another regulated market or on a similar market on which the Company's Share ex-right to free award is principally listed) for the Share ex-right to free award during the first three Trading Days beginning on the date on which the Shares are listed ex-right to free award;
 - the value of the free award right will be determined as indicated in the paragraph above. If the free award right is not listed during each of the three Trading Days following the Trading Day on which the Shares are listed ex-rights, its value will be determined by an Expert.
- d. if the free award right to financial securities was not admitted to trading on Euronext Paris (or on another regulated market or on a similar market on a principal basis), the product of the Backstopping Bondholders Warrants Exercise Parity in force prior to the beginning of the transaction in question and the following ratio:

$$\frac{\text{Value of the Share ex-right to free award} + \text{Value of the financial security(ies) awarded per Share}}{\text{Value of the Share ex-right to free award}}$$

Value of the Share ex-right to free award

To calculate this ratio:

- the value of the Share ex-right to free award will be determined as in paragraph (a) above;
- if the financial securities awarded are listed or are likely to be listed on Euronext Paris (or, if they are not listed on Euronext Paris, on another regulated market or on a similar market on a principal basis), within the period of ten Trading Days beginning on the date on which the Shares are listed ex-distribution, the value of the financial security(ies) awarded per Share shall be equal to the volume-weighted average of the prices of such financial security(ies) on such market during the first three Trading Days included in such period on which such financial security(ies) are listed. If the financial securities awarded are not listed during each of the three Trading Days within the ten Trading Day period referred to above, the value of the financial security(ies) awarded per Share will be determined by an Expert.
- in other cases (distribution of financial securities not principally listed on a regulated market or a similar market or listed for less than three Trading Days within the ten Trading Day period referred to above or distribution of assets), the value of the financial securities or assets distributed per Share will be determined by an Expert.

(6) In the event the Company is absorbed by another company or merged with one or more other companies to form a new company or in the event of a demerger, the Backstopping Bondholders Warrants will be exchangeable for shares in the absorbing or new company or in the companies benefiting from the demerger.

The new applicable Backstopping Bondholders Warrants Exercise Parity will be determined by multiplying the applicable Backstopping Bondholders Warrants Exercise Parity in force prior to the commencement of the relevant transaction by the exchange ratio of the Shares for the shares of the absorbing or new company or of the companies benefiting from the demerger. These companies will be automatically substituted for the Company in its obligations towards Backstopping Bondholders Warrants Holders.

- (7) In the event that the Company repurchases its own Shares at a price higher than the market price, the new applicable Backstopping Bondholders Warrants Exercise Parity will be equal to the product of the applicable Backstopping Bondholders Warrants Exercise Parity in force prior to the beginning of the repurchase and the ratio:

$$\frac{\text{Value of the Share} \times (1 - Pc\%)}{\text{Value of the Share} - Pc\% \times \text{Repurchase price}}$$

$$\text{Value of the Share} - Pc\% \times \text{Repurchase price}$$

To calculate this ratio:

- Value of the Share means the volume-weighted average of the prices quoted for the Share on Euronext Paris (or, if the Share is not listed on Euronext Paris, on another regulated market or on a similar market on which the Share is principally listed) during the last three Trading Days preceding the repurchase (or the repurchase option);
- Pc% means the percentage of capital repurchased; and
- Repurchase price means the effective price of the Shares repurchased.

- (8) In the event of a buyback or redemption of share capital, the new applicable Backstopping Bondholders Warrants Exercise Parity will be equal to the product of the applicable Backstopping Bondholders Warrants Exercise Parity prior to the beginning of the transaction in question and the ratio:

$$\frac{\text{Value of the Share before redemption}}{\text{Value of the Share before redemption} - \text{Amount of redemption per Share}}$$

$$\text{Value of the Share before redemption} - \text{Amount of redemption per Share}$$

For the purpose of calculating this ratio, the value of the Share before redemption will be equal to the volume-weighted average of the prices quoted for the Share on Euronext Paris (or, if not listed on Euronext Paris, on another regulated market or on a similar market on which the Share is principally listed) during the last three Trading Days preceding the session on which the Shares are listed ex-redemption.

- (9) (a) In the event of a change by the Company in the allocation of its profits and/or the creation of preferred shares resulting in such a change, the new applicable Backstopping Bondholders Warrants Exercise Parity will be equal to the product of the applicable Backstopping Bondholders Warrants Exercise Parity in force prior to the beginning of the relevant transaction and the following ratio:

$$\frac{\text{Value of the Share before the change}}{\text{Value of the Share before the change} - \text{Reduction per Share of entitlement to profits}}$$

$$\text{Value of the Share before the change} - \text{Reduction per Share of entitlement to profits}$$

To calculate this ratio:

- The value of the Share prior to the change will be determined on the basis of the volume-weighted average of the prices quoted for the Shares on Euronext Paris (or, if not listed on Euronext Paris, on another regulated market or on a similar market on which the Shares are principally listed) during the three Trading Days preceding the day of the change;
- the reduction per Share of entitlement to profits will be determined by an Expert.

Notwithstanding the foregoing, if the said preferred shares are issued with the shareholders' preferential subscription right maintained or by way of a free award to the shareholders of warrants to subscribe for the said preferred shares, the new applicable Backstopping Bondholders Warrants Exercise Parity will be adjusted in accordance with paragraphs 0 or 0 above.

- (b) In the event of the creation of preferred shares that do not entail a change in the distribution of profits, the adjustment to the Exercise Parity to the Backstopping Bondholders Warrants will be determined by an Expert.

The adjustment calculations referred to in sections 10 and 11 will be carried out by the Company, based in particular on the specific circumstances set out in this section or on one or more values determined by an Expert.

Where the Company has carried out transactions without an adjustment being made under paragraphs 1 to 9 above, and a subsequent law or regulation makes an adjustment necessary, the Company shall make such adjustment in accordance with the applicable law or regulation and in accordance with French market practice in this area.

In the event of an adjustment, the Backstopping Bondholders Warrants Holders will be informed of the new conditions for exercising the Backstopping Bondholders Warrants by means of a press release issued by the Company and published on

its website (www.solocal.com) no later than five (5) Business Days after the new adjustment becomes effective. This adjustment will also be the subject of a notice published by Euronext Paris within the same timeframe.

The adjustments, calculations and decisions of the Company or the Expert in accordance with this paragraph shall be binding (except in the case of gross negligence, fraud or manifest error) on the Company, the Centralising Agent and the Backstopping Bondholders Warrants Holders.

12. Settlement of fractional Shares upon exercise of the Backstopping Bondholders Warrants

The Backstopping Bondholders Warrants Holders exercising their rights under the Backstopping Bondholders Warrants may subscribe for a number of Shares calculated by applying the Backstopping Bondholders Warrants Exercise Parity applicable to the number of Backstopping Bondholders Warrants exercised.

The Backstopping Bondholders Warrants Holders will exercise a number of Backstopping Bondholders Warrants such that they can subscribe for a whole number of Shares in application of the Backstopping Bondholders Warrants Exercise Parity.

In accordance with Articles L. 225-149 and R. 228-94 of the French Commercial Code, in the event of an adjustment to the Backstopping Bondholders Warrants Exercise Parity and where the number of Shares calculated in this way is not a whole number, (i) the Company shall round down the number of Shares to be issued to the Backstopping Bondholders Warrants Holders to the nearest whole number of Shares, and (ii) the Backstopping Bondholders Warrants Holders shall receive a cash payment from the Company equal to the fractional Share multiplied by the value of the Share, equal to the last quoted price on the trading day preceding the day on which the request to exercise the Backstopping Bondholders Warrants is submitted. Therefore, no fractional Shares will be issued upon exercise of the Backstopping Bondholders Warrants.

13. Early lapse following purchase, buyback or exchange offers

The Company may, at its discretion, offer to repurchase all or part of the Backstopping Bondholders Warrants, at any time, without limitation as to price or quantity, by purchase on or off the market, or by means of buyback offers or public exchange offers, as applicable.

The Backstopping Bondholders Warrants that have been repurchased will be cancelled in accordance with French law.

It should be noted that the repurchase of the Backstopping Bondholders Warrants by the Company may not be compulsory for their holders (except in the case of a squeeze-out procedure following a public tender offer).

14. Representative of the mass of Backstopping Bondholders Warrants Holders

In accordance with Article L. 228-103 of the French Commercial Code, the Backstopping Bondholders Warrants Holders will be grouped together in a "mass", with legal personality, and subject to the same provisions as those set out in Articles L. 228-47 to L. 228-64, L. 228-66 and L. 228-90 of the French Commercial Code.

The mass of Backstopping Bondholders Warrants Holders will be represented by:

[**Aether Financial Services**, a simplified joint stock company whose registered office is at 36 rue de Monceau, 75008 Paris and whose registration number is 811 475 383 RCS Paris (the "**Mass Representative**")]. **[to be confirmed]**

In the event of incompatibility, resignation or dismissal of the Mass Representative, a replacement will be elected by the general meeting of Backstopping Bondholders Warrants Holders.

The Mass Representative will hold office until his resignation, dissolution or removal by the general meeting of Backstopping Bondholders Warrants Holders or until an incompatibility arises. His term of office shall automatically cease on the Backstopping Bondholders Warrants Expiry Date or, if earlier, the date on which no Backstopping Bondholders Warrants are still outstanding, or may be automatically extended until the definitive resolution of any ongoing proceedings in which the Mass Representative is involved, and until the execution of any decisions or settlements reached.

In accordance with the regulations in force, the general meeting of Backstopping Bondholders Warrants Holders is in particular asked to authorize any changes to the terms and conditions of the Backstopping Bondholders Warrants, and to rule on any decision affecting the conditions of subscription or award of equity securities determined when the Backstopping Bondholders Warrants are issued.

In the absence of any resolution to the contrary by the general meeting of the Backstopping Bondholders Warrants Holders, the Mass Representative will have the power to carry out, on behalf of the mass of the Backstopping Bondholders Warrants Holders, all acts of management to defend the common interests of the said Backstopping Bondholders Warrants Holders. This power may be delegated by the Mass Representative to a third party in compliance with legal and regulatory provisions.

The Company will pay the Mass Representative an annual flat fee of [●] euros ([●] €) (excluding VAT). The first flat fee will be calculated pro rata to the number of days remaining in the year. For subsequent years, the flat fee will be due and payable on 1st January or on the first Business Day thereafter, provided that there are still Backstopping Bondholders Warrants outstanding.

The Company will pay the compensation of the Mass Representative and the costs of convening and holding meetings of the Backstopping Bondholders Warrants Holders and of publicizing their decisions, as well as the costs of appointing a representative pursuant to Article L. 228-50 of the French Commercial Code, and all duly incurred and proven costs of administering and operating the mass of Backstopping Bondholders Warrants Holders.

Meetings of Backstopping Bondholders Warrants Holders will be held at the Company's registered office or at any other location indicated in the notice of meeting. During the 15 days preceding the corresponding meeting, each Backstopping Bondholders Warrants Holder will be able to obtain, either personally or through a proxy, a copy of the resolutions to be put to the vote and the reports to be presented at the meeting, from the Company's registered office, its principal place of business or any other place as indicated in the notice of meeting.

In accordance with the legal provisions applicable on the date of these terms and conditions, the general meeting of Backstopping Bondholders Warrants Holders is only valid if the Backstopping Bondholders Warrants Holders present or represented hold at least one quarter of the Backstopping Bondholders Warrants outstanding at the time of the first meeting and one fifth of the Backstopping Bondholders Warrants outstanding at the time of the second meeting. Decisions are taken by a two-thirds majority of the votes cast by the Backstopping Bondholders Warrants Holders present or represented (pursuant to Articles L. 225-96 and L. 228-103 of the French Commercial Code). The votes cast do not include those attached to the Backstopping Bondholders Warrants for which the Backstopping Bondholders Warrants Holders did not take part in the vote, abstained or voted blank or invalid. One Backstopping Bondholders Warrant entitles the Backstopping Bondholders Warrants Holder to one vote at the general meeting.

15. Shares issued upon exercise of Backstopping Bondholders Warrants

The Shares resulting from the exercise of the Backstopping Bondholders Warrants will be of the same class and will have the same rights as the existing Shares. They will carry current dividend rights and their holders will benefit, as from their issue, from all the rights attached to the Shares.

The new Shares resulting from the exercise of the Backstopping Bondholders Warrants will be admitted to trading on Euronext Paris on the same marketing listing as the existing Shares (same ISIN code).

The terms and conditions governing the form, ownership and transfer of the new Shares resulting from the exercise of the Backstopping Bondholders Warrants are those described in the Company's Articles of Association.

16. Centralising Agent

The Company's initial centralising agent (the "**Centralising Agent**") will be:

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

The Company reserves the right to amend or terminate the mandate of the Centralising Agent and/or to appoint a new Centralising Agent.

17. Restriction on the free negotiability of the Backstopping Bondholders Warrants and the Shares to be issued upon exercise of the Backstopping Bondholders Warrants

Nothing in the Articles of Association restricts the free negotiability of the Backstopping Bondholders Warrants and the Shares making up the Company's share capital.

The Backstopping Bondholders Warrants are freely tradable.