Financial report
as at 30 June 2024

Board of Directors' meeting of 24 September 2024

Solocal Group
Public limited company with a Board of Directors and capital of €33,316,837.077
Registered office: 204 Rond-Point du Pont de Sèvres, 92100 Boulogne-Billancourt
Nanterre Trade and Companies Register no. 552 028 425

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1. Activity report as at 30 June 2024

1.1. Overview

Solocal Group generated revenue of €163.8 million in the first half of 2024, broken down as follows:

- The Connect offer enables VSEs and SMEs to manage their digital presence on PagesJaunes and over the entire web (several dozen media in total including Google, Facebook, Bing, Tripadvisor, Instagram, etc.) in just a few clicks, in real time and autonomously, via a single mobile app, or a web interface. This offer also has a number of relational features to facilitate interactions between businesses and their customers, including instant messaging, online quotations, appointment booking and Click & Collect. Connect generated revenue of €44.7 million in the first half of 2024 and is sold on a subscription basis with auto-renewal.

- The Booster offer enables businesses to augment their digital visibility beyond their natural online presence with a view to expanding market share locally. This offer, most of whose products are subscription-based with auto-renewal, includes, among other things, the Ranking service and generated revenue of €90.4 million in the first half of 2024.

- Solocal's Website range takes care of the creation and ranking of customers' websites. It is adapted to various budgets and is also sold on a subscription basis with auto-renewal. The Website range generated revenue of €28.7 million in the first half of 2024.

  The Connect and Booster ranges are designed for VSEs/SMEs and are also available for large network accounts.

1.2. Commentary on the results for the period ended 30 June 2024

Consolidated income statement for the periods ended 30 June 2024 and 30 June 2023

In millions of euros	**Period ended 30 June 2024**	**Period ended 30 June 2023**	**Change**
Revenue	**163.8**	**186.0**	**11.9%**
Net external expenses	(64.2)	(60.5)	6.2%
Personnel expenses	(74.7)	(92.5)	-19.2%
Restructuring costs and non-recurring items	(1.0)	(0.4)	140%
EBITDA	**23.8**	**32.6**	**-26.9%**
As % of revenue	*14.5%*	*17.5%*	*-3.0%*
Depreciation and amortisation	(24.9)	(27.1)	-8.4%
Operating income	**(1.0)**	**5.4**	**119.2%**
As % of revenue	*-0.6%*	*2.9%*	*-3.6%*
Financial income	0.4	0.4	18.7%
Financial expenses	(33.1)	(17.2)	92.6%
Financial income	**(32.6)**	**(16.8)**	**94.1%**
Income before tax	**(33.7)**	**(11.4)**	**195.7%**
Corporate income tax	(0.4)	(12.2)	-97.1%
Net income for the period	**(34.0)**	**(23.6)**	**44.4%**

Non-recurring items

Non-recurring items are income and expenses that are very limited in number, unusual, abnormal, infrequent or involve particularly significant amounts. They include restructuring items: costs or income related to programmes that are planned and controlled by management, and which materially change either the scope of activity of the company, or the way this activity is managed, as defined by IAS 37 criteria. These costs may also include non-recurring consultancy costs associated with financial projects.

At 30 June 2024, non-recurring items amounted to an expense of €1.0 million and were mainly expenses incurred in connection with the group’s operational restructuring.

1.2.1. Analysis of the order backlog from continuing operations

Revenue

Total revenue for the six months to 30 June 2024 amounted to €163.8 million, down 11.9% versus the first half of 2023.

Order backlog

In millions of euros	**As at 30 June 2024**	**As at 31 December 2023**
Total order backlog – end of period	**181.5**	**194.1**

The order backlog stood at €181.5 million at 30 June 2024, down 6.5% versus 31 December 2023. This decline is a reflection of sales trends.

Based on management's best estimates, approximately 62% of this backlog of sales already booked should be converted into revenue in the second half of 2024, around 35% in 2025 and around 3% in 2026.

Solocal's performance indicators

In the first half of 2024, Solocal's sales performance, measured in terms of new orders and renewals of existing orders, stood at €157.6 million versus €177.5 million in the first half of 2023. The amount of orders booked from renewals remained stable at €105.3 million in the first half of 2024 versus €106 million in the same period last year. Order intake from acquisitions decreased by 26% to €52.2 million (nearly two-thirds of which originated from the field sales force).

Solocal's customer base changed as follows in the second quarter of 2024:

	Q2 2023	**Q1 2024**	**Q2 2024**	***Change vs Q2 2023***
Customer base - BoP(a)	**281k**	**261k**	**253k**	***-28k***
+ Acquisitions	*12k*	*6k*	*6k*	*-6k*
- Churn	*-15k*	*-14k*	*-13k*	*+2k*
Customer base - EoP(a)	**278k**	**253k**	**246k**	**-32k**
Net change BoP - EoP	**-4k**	**-8k**	**-8k**	**-4k**
Churn(b) - *in %*	-18.3%	-20.2%	-19.8%	-1.5pts

(a) BoP = beginning of period/EoP = end of period
(b) Churn rate: Number of churned customers on a LTM basis divided by the number of customers BoP

The Group's customer base[1] stood at 246k at 30 June 2024, down on 31 March 2024, due to:
- a lower-than-expected level of new customer acquisition (6k);
- a slight decrease in the number of lost customers (-13k) compared to 31 March 2024.

The Group's churn rate[(b)] was 19.8% at 30 June 2024, versus 18.3% at 30 June 2023, down from 20.2% at 31 March 2024.
Group ARPA[2] was approximately €1,300 at 30 June 2024, stable compared to 31 March 2024.

1.2.2. EBITDA analysis

EBITDA came to €23.8 million in the first half of 2024, down 26.9% versus H1 2023. The EBITDA margin as a percentage of revenue was thus 14.5%, down from 17.5% in H1 2023. The fall in revenue was more or less offset by a reduction in staff costs.

Personnel expenses stood at €74.7 million in the first half of 2024, down 19.2% versus the first half of 2023. This decrease is mainly due to ongoing efforts to reduce costs in support functions, a reduction in the number of sales staff and a decrease in variable compensation linked to poor sales performance.

Non-recurring items

Non-recurring items amounted to an expense of €1.0 million in the first half of 2024. They were mainly expenses incurred in connection with the group's operational restructuring. Note that non-recurring fees related to the group's financial restructuring have been included in financial income.

1.2.3. Analysis of the other items in the income statement

Operating income

The table below shows operating income from the Group's operations during H1 2024 and H1 2023:

In millions of euros	**Period ended 30 June 2024**	**Period ended 30 June 2023**	**Change 2024/2023**
EBITDA	**23.8**	**32.6**	**-26.9%**
As % of revenue	*14.5%*	*17.5%*	*-3.0%*
Depreciation and amortisation	(24.9)	(27.1)	-8.4%
Operating income	**(1.0)**	**5.4**	**-119.2%**
As % of revenue	*-0.6%*	*2.9%*	*-3.6%*

Depreciation and amortisation amounted to €(24.9) million at 30 June 2024 and were slightly down versus H1 2023, in line with the fall in investments during the comparative periods used as the basis for calculating depreciation and amortisation.

The Group's operating income stood at €(1.0) million versus €5.4 million in the first half of 2023.

Net income for the period

The table below shows the Group’s net income at 30 June 2024 and 30 June 2023:

In millions of euros	**Period ended 30 June 2024**	**Period ended 30 June 2023**	**Change 2024/2023**
Operating income	**(1.0)**	**5.4**	**-119.2%**
As % of revenue	*-0.6%*	*2.9%*	*-3.6%*
Financial income	0.4	0.4	18.7%
Financial expenses	(33.1)	(17.2)	92.6%
Financial income	**(32.6)**	**(16.8)**	**94.1%**
Consolidated income before tax	**(33.7)**	**(11.4)**	**-195.7%**
Corporate income tax	(0.4)	(12.2)	-97.1%
Group net income	**(34.0)**	**(23.6)**	**-44.4%**

The consolidated result before tax was a loss of €(33.7) million at 30 June 2024 compared to a loss of €(11.4) million at 30 June 2023.

Financial expenses totalled €(33.1) million at 30 June 2024 compared to €(17.2) million and corresponded mainly to the cost of debt. As well as debt interest of €13 million, financial expenses included €11.1 million in financial restructuring expenses and €7.7 million in debt cost amortisation (including the impact of the recognition of the accelerated amortisation of €4.7 million due to the restructuring of the associated debt instruments, considered highly probable as at 30 June 2024. The Group's new debt structure will enable financial expenses to be reduced by around €24 million (full year effect).

The Group’s consolidated net income amounted to €(34) million at 30 June 2024 compared to €(23.6) million at 30 June 2023.

1.2.4 Consolidated cash flow presentation

Cash flow statement	**Period ended 30 June 2024**	**Period ended 30 June 2023**
In millions of euros		
Recurring EBITDA	**24.8**	**34.0**
Non-monetary items included in EBITDA	10.9	(1.4)
Net change in working capital	(23.0)	(11.3)
of which change in receivables	*(16.6)*	*(4.3)*
of which change in payables	*1.1*	*(8.1)*
of which change in other WCR items	*(7.5)*	*1.2*
Acquisition of tangible and intangible fixed assets	(9.5)	(11.6)
Recurring operating free cash flow	**3.2**	**9.8**
Non-recurring items	(4.2)	(0.7)
Financial income disbursed	(1.7)	(6)
Corporate income tax paid	2.8	0.4
Other	(0.4)	0.2
FREE CASH FLOW	**(0.3)**	**3.6**
Increase (decrease) in borrowings	(2.0)	(2.0)
Other	(9.7)	(9.1)
Net change in cash	**(12.1)**	**(7.5)**
Net cash and cash equivalents BoP	55.7	70.8
Net cash & cash equivalents EoP	**43.6**	**63.3**

The change in working capital amounted to €(23.0) million in the first half of 2024 compared to €(11.3) million in the first half of 2023. This consumption of working capital stemmed from:

- a €(16.6) million deterioration in accounts receivable due to the continued decline in sales activity and a delay in the collection process following the introduction of a new information system in January 2024. The increase in receivables as a result of this delay in the collection process has led to a specific provision for impairment of trade receivables. This additional impairment is recorded under "Non-monetary items included in EBITDA".

- a €(7.5) million change in "Other" working capital items.

Capital expenditure amounted to €9.5 million in the first half of 2024, down 17.7% compared to the first half of 2023.

The Group's recurring operating cash flow was +€3.2 million in the first half of 2024 versus +€9.8 million in H1 2023 due to the decrease in recurring EBITDA over the period.

Disbursed financial expenses stood at €(1.7) million in the first half of 2024. They consisted mainly of interest payments on the revolving credit facility in the amount of €1.5 million. As part of the financial restructuring, no interest payments were made on the Bonds and Mini Bonds. In the first half of 2023, disbursed financial expenses amounted to €(6.0) million.

Consolidated free cash flow was slightly negative at €(0.3) million in the first half of 2024 compared to +€3.6 million in H1 2023.

The decrease in borrowings by €(2.0) million corresponds to the repayment of the "Atout" loan according to the agreed schedule.

The disbursement of €(9.7) million recorded under "Other" relates to lease payments recognised in accordance with IFRS 16 on the Group's balance sheet (right-of-use assets/lease liabilities).

The Group's net cash variation was therefore negative at €(12.1) million in the first half of 2024. At 30 June 2024, the Group had net cash of €43.6 million compared to €55.7 million at 31 December 2023.

1.3. Consolidated liquidity, capital resources and capital expenditure

The table below shows cash flows from the Group's continuing operations at 30 June 2024 and 30 June 2023:

In millions of euros	**As at 30 June 2024**	**As at 30 June 2023**
Net cash from operations	9.6	15.0
Net cash provided by (used in) investing activities	(9.9)	(11.4)
Net cash provided by (used in) financing activities	(11.7)	(11.1)
Net increase (decrease) in cash position	**(12.1)**	**(7.5)**

Net cash from operations stood at €9.6 million at 30 June 2024 compared to €15.0 million at 30 June 2023.

Net cash used in investing activities amounted to €(9.9) million at 30 June 2024 compared to €(11.4) million at 30 June 2023, a change of €(1.5) million.

Net cash used in financing activities represented a net cash outflow of €(11.7) million at 30 June 2024 compared to a net cash outflow of €(11.1) million at 30 June 2023.

The table below shows the changes in the Group's consolidated net cash position and debt at 30 June 2024 and 31 December 2023:

In millions of euros	**Period ended 30 June 2024**	**Period ended 31 December 2023**
Cash equivalents	0.0	0.0
Cash	43.6	55.7
Gross cash	**43.6**	**55.7**
Bank overdrafts		
Net cash	**43.6**	**55.7**
Nominal value of bond issues	195.4	195.4
Fair value of financing	(16.9)	(16.9)
Nominal value of revolving credit facilities drawn	34.0	34.0
Loan issue expenses included in the effective interest rate on debt	(4.1)	(4.1)
Amortisation of fair value adjustments and expenses at the effective interest rate	20.9	13.1
Other loans	5.0	7.0
Accrued interest due and not yet due on loans	26.6	16.6
Other	0.1	0.1
Current and non-current financial liabilities	261.0	245.3
	-	-
Long-term and short-term lease liabilities	42.6	49.9
Gross financial debt	**303.6**	**295.2**
of which current	*279.4*	*257.6*
of which non-current	*24.2*	*37.6*
Net debt	**260.0**	**239.5**
Net debt of consolidated group	**260.0**	**239.5**

Net financial debt stood at €217 million at 30 June 2024 (excluding IFRS 16), up from €197 million at 31 December 2023. It consisted of bond issues maturing in 2025 (bonds of €177 million and €19 million respectively), the fully drawn revolving credit facility of €34 million with an initial maturity date of September 2023, the Atout loan of €5 million, accrued interest of €26.6 million (including the instalments due on 15 June 2023, 15 September 2023, 15 December 2023, 15 March 2024 and 15 June 2024 that have not been paid) and cash of €43.6 million.

The impact of the application of IFRS 16 on net financial debt was €43 million at 30 June 2024. This is due to the reclassification of rental commitments as lease liabilities on the balance sheet.

Net leverage as defined in Solocal's financing documents was 5.9x at 30 June 2024 (to which IFRS 16 does not apply). The ratio of EBITDA to interest expenses, i.e. the Interest Service Coverage Ratio (ISCR) was 1.5x. The Group's capital expenditure was less than 10% of consolidated revenue in H1 2024.

The group does not meet the financial ratios stipulated in the financing documents. Nevertheless, the group has been granted a waiver of its financial covenants under the terms of the conciliation protocol signed on 6 May 2024.

1.4 Capital expenditure

In millions of euros	**Period ended 30 June 2024**	**Period ended 30 June 2023**
Internally developed software	9.3	11.4
Acquisition of tangible and intangible fixed assets	0.8	0.0
Right-of-use assets related to leases	4.4	5.7
Investments	**14.5**	**17.2**

1.5 Outlook for 2024

The Group anticipates a decline in revenue of around 10% compared to 2023. This reflects challenging sales conditions in 2023, the ongoing transformation of the sales force in 2024 and a high churn rate due to difficulties in retaining VSE/SME customers faced with an uncertain economic environment, despite significant investments in the customer experience. Based on an assumption of five months' contribution from Regicom, the Group's consolidated revenue could amount to €340 million.
In 2024, the Group will continue its efforts to control costs in order to maintain an EBITDA margin of around 15%.
The Group's efforts will focus on sales force productivity, investments with direct, short-term impacts on its products and its PagesJaunes media as well as on improving customer experience to limit churn.

1.6 Events after the 30 June 2024 balance sheet date

On 31 July 2024, Solocal Group announced the effective completion of its financial restructuring, resulting in a significant debt reduction and a strengthened balance sheet (full details of the financial restructuring are set out in section 1.5 "Financial restructuring" of Solocal's 2023 Universal Registration Document, which is available on the Group's website).

All the issues of new ordinary shares, warrants and TSSDIs provided for in the Amended AFS Plan have been completed, including all the capital transactions outlined in the press releases published by the Company on 29 and 31 July 2024.

New controlling shareholder and governance

The breakdown of the Company's share capital and voting rights following the issue of new ordinary shares is described in the press release published by Company on 29 July 2024. Following the transactions, Solocal's share capital comprises 33,316,837,077 shares, representing 33,317,376,596 theoretical voting rights. Ycor holds 21,405,734,661 shares, representing the same amount of theoretical voting rights, thereby acquiring control of the company.

The Company's Board of Directors (the "Board of Directors") is now composed of the following members:

- Maurice Lévy, Chairman and Chief Executive Officer of the Company;
- Marguerite Bérard, independent director nominated by Ycor and Vice-Chairwoman of the Board of Directors;
- Julien-David Nitlech, independent director nominated by Ycor;
- Cédric O, independent director nominated by Ycor;
- Alexandre Fretti, independent director;
- Delphine Grison, independent director;
- Marie-Christine Levet, independent director; and
- Catherine Robaglia, director representing employees.

Maurice Lévy, Julien-David Nitlech, Cédric O and Marguerite Bérard were co-opted by the Board of Directors following the resignations of David Amar, Cédric Dugardin, Bruno Guillemet, Philippe Mellier, Ghislaine Mattlinger and Sophie Sursock. These co-optations will be ratified at the next General Shareholders' Meeting of the Company.

Composition of the committees of the Company's Board of Directors:

Governance Committee

- Marguerite Bérard, Chairwoman of the Governance Committee;
- Alexandre Fretti;
- Delphine Grison;
- Marie-Christine Levet;
- Catherine Robaglia.

Audit Committee

- Delphine Grison, Chairwoman of the Audit Committee;
- Julien-David Nitlech;
- Jean-Michel Etienne – expert to the Audit Committee.

Strategy & Innovation Committee

- Cédric O, Chairman of the Strategy & Innovation Committee;
- Alexandre Fretti;
- Marie-Christine Levet;
- Julien-David Nitlech.

Strategic road map

The new governance will focus on rebuilding Solocal on solid foundations, for profitable and sustainable growth over the long term. The new foundations will be based on:

- A revitalized product offering and a redesigned go-to-market strategy.
- Remobilization of the workforce through a strong new management team that will provide a clear, intelligible strategic vision while capitalizing on talent.
- Streamlining the operations, structures and tools, while capitalizing on synergies with Regicom and learning from Regicom's successful turnaround since its takeover by Ycor in 2019.

These foundations will be deployed to support a new vision for Solocal, which aims to become "THE" platform for citizens/consumers and local advertising players, with a strategy built on three pillars:

- Local information (partnerships with the local press, local authorities, etc.).
- Enhanced services: booking appointments, quotes, etc., as well as marketplace services for small and medium-sized businesses, enabling them to sell their local products anywhere in France.
- Targeted advertising in a cookie-less world: leveraging the PagesJaunes database, activating media campaigns (PagesJaunes identity solution) and optimizing inventory revenues (agreements with advertisers) should make PagesJaunes a must-have media.

In 2027, Solocal is ambitioning for consolidated revenue of around €500 million and an EBITDA margin of around 25% (likely to change depending on the new products developed), thanks to the combined effect of lower costs and the contribution of new offers.

Reverse share split

On 5 September 2024, Solocal Group announced the launch of a reverse share split through the allocation of one (1) new share with a par value of one euro (€1) for every one thousand (1,000) existing shares with a par value of one thousandth of a euro (€0.001) each. The reverse share split will take place from 23 September 2024 (inclusive) to 22 October 2024 (inclusive), the last trading date of the existing shares (ISIN FR00140006O9). The new shares will be admitted to trading on the regulated market of Euronext Paris from 23 October 2024, ISIN code FR001400SA10.

As part of this reverse share split, the Board of Directors has decided to suspend the exercise of securities granting access to the capital from 13 September 2024 to 25 October 2024 (inclusive).

1.7 Additional information

1.7.1 Transactions with related parties

Senior managers considered to be related parties as at 30 June 2024 are the members of the Board of Directors including the Chief Executive Officer and the members of the Executive Committee. Solocal has no transactions with related parties other than those entered into with its senior managers and directors.

It is recalled that at its meeting of 4 April 2024, the Board of Directors decided that on the date on which Cédric Dugardin ceased to be Chief Executive Officer of the Company, he would be asked to comply with a non-compete undertaking vis-à-vis companies operating in the same business sector as the Group in France. In return for this non-compete undertaking, Cédric Dugardin received a non-compete indemnity of a gross amount of €225,000 on 31 July 2024, the date of termination of his duties. Apart from this transaction, there were no new transactions with related parties during the first half of 2024.

1.7.2 Information on the main risk factors and uncertainties

The main risks and uncertainties are described in section 2 *Risk factors* of the 2023 Universal Registration Document and in the first and second amendments to the 2023 Universal Registration Document. At the date of publication of this report, and with the exception of the description of refinancing and liquidity risk, given that the financial restructuring has now been completed (section 1.4.1 "Financial restructuring of the group" in the notes to the consolidated financial statements), this description continues to provide a valid assessment of the main risks and uncertainties for the remaining six months of 2024.

1.7.3 Definitions

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ARPA: Average Revenue per Account

Order backlog: sales orders that have been validated and committed to by customers as of the balance sheet date. For subscription products, only the current commitment period is considered.

Secured revenue: This is the sum of revenue recognised over the period and the recognition of future revenue from sales or renewed commitments validated and committed to by customers to date (less cancellations already recognised) and expected to give rise to a future service during the current financial year.

Churn: Number of customers lost during a given period.

EBITDA: EBITDA is an alternative performance indicator presented in the income statement in operating income before depreciation and amortisation.
Recurring EBITDA corresponds to EBITDA before taking account of items defined as non-recurring. Non-recurring items are income and expenses that are very limited in number, unusual, abnormal, infrequent or involve particularly significant amounts. They primarily consist of restructuring items: income or costs related to programmes that are planned and controlled by management, and which materially change either the scope of activity of the company, or the way this activity is managed.

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

Winback: Acquisition of a customer who has been lost in the previous 12 months.

2. Condensed consolidated financial statements for the period ended 30 June 2024

Consolidated income statement

(In thousands of euros, except data relating to shares)	Notes	**Period ended 30 June 2024**	**Period ended 30 June 2023**
Revenue	5.1	163,799	186,018
Net external expenses		(64,243)	(60,492)
Personnel expenses		(74,729)	(92,536)
Restructuring costs and other non-recurring items		(1,013)	(422)
EBITDA	2.1	**23,813**	**32,568**
Depreciation and amortisation	4.	(24,856)	(27,140)
Operating income		**(1,043)**	**5,428**
Financial income		415	350
Financial expenses	6.1	(33,058)	(17,166)
Financial income	6.1	**(32,643)**	**(16,816)**
Income before tax		**(33,686)**	**(11,389)**
Corporate income tax	9	(350)	(12,172)
Net income for the period		**(34,036)**	**(23,560)**
Net income from continuing operations for the period attributable to:			
- Solocal Group shareholders		(34,036)	(23,560)
- Non-controlling interests		-	-

Earnings per share from continuing operations for the period attributable to Solocal Group shareholders (in euros)

Consolidated earnings per share for the period based on a weighted average number of shares			
- basic	13.	(0.26)	(0.18)
- diluted		(0.26)	(0.18)

Consolidated statement of comprehensive income

Consolidated statement of comprehensive income

(In thousands of euros)	Notes	Period ended 30 June 2024	Period ended 30 June 2023
Net income for the period carried forward		**(34,036)**	**(23,560)**
Items not reclassified to profit or loss			
Gains (losses) on revaluation of retirement benefit plans	7	5,545	(520)
Deferred tax		-	134
Gains (losses) net of tax		**5,545**	**(386)**
Items reclassified to profit or loss			
Exchange differences on translation of foreign operations		85	-
Other comprehensive income, net of tax		**5,630**	**(386)**
Total comprehensive income for the period, net of tax		**(28,405)**	**(23,946)**
Total comprehensive income for the period attributable to:			
- Solocal Group shareholders		(28,405)	(23,946)
- Non-controlling interests		-	-

Statement of consolidated financial position

Statement of financial position *(In thousands of euros)*	Notes	**As at 30 June 2024**	**As at 31 December 2023**
Assets			
Net goodwill		86,489	86,489
Net intangible fixed assets		40,099	46,434
Net tangible fixed assets		7,803	9,247
Right-of-use assets related to leases		31,263	36,026
Non-current financial assets		8,013	7,866
Deferred tax assets	9	-	-
Total non-current assets		**173,667**	**186,061**
Net trade accounts receivable	5.2	47,750	44,241
Other current assets	5.3	20,296	20,871
Current tax receivables		659	3,788
Prepaid expenses		5,051	4,271
Cash and cash equivalents	6.2	43,611	55,694
Total current assets		**117,367**	**128,865**
Total assets		**291,033**	**314,926**
Equity and liabilities			
Share capital		132	131,907
Issue premium		1,042,010	1,042,010
Retained earnings		(1,279,294)	(1,365,216)
Net income for the period attributable to shareholders		(34,036)	(45,852)
Other comprehensive income		(29,877)	(35,507)
Treasury shares		(5,309)	(5,384)
Equity attributable to Solocal Group shareholders	10	**(306,377)**	**(278,042)**
Non-controlling interests		-	-
Total equity		**(309,377)**	**(278,042)**
Non-current financial liabilities	6.2	1,000	3,000
Long-term lease liabilities	6.2	23,230	34,556
Employee benefits - non-current		48,785	55,408
Provisions - non-current		190	190
Deferred tax liabilities		-	-
Total non-current liabilities		**73,205**	**93,154**
Current financial liabilities	6.2	259,975	242,243
Short-term lease liabilities	6.2	19,395	15,375
Provisions - current	7	31,464	27,495
Contract liabilities		71,069	74,662
Trade accounts payable	8	62,398	51,238
Employee benefits - current		25,862	33,109
Other current liabilities		53,997	55,663
Current tax liabilities		48	27
Total current liabilities		**524,207**	**499,813**
Total equity and liabilities		**291,034**	**314,926**

Consolidated statement of changes in equity

STATEMENT OF CHANGES IN EQUITY
(In thousands of euros)

Number of shares in circulation		Share capital	Issue premium	Income and reserves	Actuarial differences	Translation reserve	Treasury shares	Group equity	Non-controlling interests	Total equity
131,465,716	**Balance at 1 January 2023**	**131,907**	**1,042,010**	**(1,365,106)**	**(33,284)**	**(611)**	**(5,474)**	**(230,559)**	**(0)**	**(230,559)**
	Net income for the period			(45,852)				**(45,852)**		**(45,852)**
	Other comprehensive income, net of tax				(1,586)	**(26)**		**(1,612)**		**(1,612)**
	Total comprehensive income for the period, net of tax	**-**	**-**	**(45,852)**	**(1,586)**	**(26)**	**-**	**(47,464)**	**-**	**(47,464)**
										-
	Share-based payments	-	-	(101)	-	-	-	**(101)**		**(101)**
	Capital transactions	-	-	-	-	-	-	**-**		**-**
	Mandatory convertible bonds (MCB)	-	-	-	-	-	-	**-**		**-**
7,049	Purchases/sales of treasury shares			-	-	-	90	**90**		**90**
	Other			(9)	-	-	-	**(9)**		**(9)**
131,472,765	**Balance at 31 December 2023**	**131,907**	**1,042,010**	**(1,411,068)**	**(34,870)**	**(637)**	**(5,384)**	**(278,042)**	**(0)**	**(278,042)**
131,472,765	**Balance at 1 January 2024**	**131,907**	**1,042,010**	**(1,411,068)**	**(34,870)**	**(637)**	**(5,384)**	**(278,042)**	**(0)**	**(278,042)**
	Net income for the period			(34,036)				**(34,036)**		**(34,036)**
	Other comprehensive income, net of tax				5,545	85	-	**5,630**		**5,630**
	Total comprehensive income for the period, net of tax	**-**	**-**	**(34,036)**	**5,545**	**85**	**-**	**(28,405)**		**(28,405)**
		-	**-**	**-**	**-**	**-**	**-**	**-**		**-**
54,000	Share-based payments	-	-	-	-	-	-	**-**		**-**
-	Capital transactions	(131,775)	-	131,775	-	-	-	**-**		**-**
-	Mandatory convertible bonds (MCB)	-	-	-	-	-	-	**-**		**-**
12,020	Purchases/sales of treasury shares	-	-	-	-	-	75	**75**		**75**
	Other	-	-	-	-	-	-	**-**		**-**
		-	**-**	**-**	**-**	**-**	**-**			
131,538,785	**Balance at 30 June 2024**	**132**	**1,042,010**	**(1,311,330)**	**(29,325)**	**(552)**	**(5,309)**	**(306,377)**	**(0)**	**(306,377)**

CONSOLIDATED CASH FLOW STATEMENT

CASH FLOW STATEMENT

(In thousands of euros)	Notes	**Period ended 30 June 2024**	**Period ended 30 June 2023**
Net income		**(34,036)**	**(23,560)**
Depreciation, amortisation and impairment of fixed assets and goodwill		24,768	23,001
Change in provisions		12,030	1,168
Fair value items		7,733	2,785
Share-based payments		0	13
Capital gains or losses on asset disposals		62	129
Interest income and expenses	6	11,688	16,363
Tax charge for the period	9	361	12,007
Decrease (increase) in trade accounts receivable		(13,428)	796
Increase (decrease) in contract liabilities		(3,593)	(5,141)
Decrease (increase) in other receivables		446	3,661
Increase (decrease) in trade accounts payable		10,686	(8,123)
Increase (decrease) in other payables		(8,074)	(2,453)
Net change in working capital	2.1.4	**(13,962)**	**(11,260)**
Interest paid		(1,689)	(5,965)
Corporate income tax paid		2,659	360
Net cash from operations		**9,613**	**15,040**
Acquisitions and disposals of tangible and intangible fixed assets	2.1.5	(9,941)	(11,391)
Acquisitions of equity interests net of cash acquired and disposals of equity interests		-	-
Net cash provided by (used in) investing activities		**(9,941)**	**(11,391)**
Increase (decrease) in borrowings		(2,000)	(2,000)
Movements in treasury shares		-	-
Cash capital increases and reductions		-	-
Cash outflows as part of the debt reduction on rental obligations		(9,731)	(9,132)
Other cash from financing activities		(10)	-
Net cash provided by (used in) financing activities		**(11,741)**	**(11,132)**
Impact of changes in exchange rates on cash		(14)	(33)
Net increase (decrease) in cash position		**(12,083)**	**(7,516)**
Net cash and cash equivalents at beginning of period		55,694	70,786
Net cash & cash equivalents at end of period		**43,611**	**63,269**

Notes to the condensed consolidated financial statements for the period ended 30 June 2024

Note 1 – Basis for the preparation of the consolidated financial statements

Solocal Group is a public limited company with a Board of Directors subject to the provisions of Book II of the French Commercial Code, as well as to all of the other legal provisions that apply to French commercial companies.

The Company has its registered office at 204 Rond-Point du Pont de Sèvres, 92100 Boulogne-Billancourt (France) and operates in the local marketing & digital communication sector. It was formed in 2000 and Solocal Group shares have been listed on the Paris stock exchange (Euronext) since 2004 (LOCAL).

The Group's condensed consolidated financial statements for the period ended 30 June 2024 and the notes thereto were prepared under the responsibility of Maurice Levy, Chief Executive Officer of Solocal Group, and were approved by Solocal Group's Board of Directors on 24 September 2024.

The condensed consolidated financial statements are presented in euros rounded to the nearest thousand.

1.1 Accounting methods and principles

Pursuant to European Regulation 1606/2002 of 19 July 2002, the consolidated financial statements of the Solocal Group for the period ended 30 June 2024 were prepared in accordance with IAS/IFRS international accounting standards approved by the European Union as at the closing data and that become mandatory as of that date.

The condensed consolidated financial statements for the period ended 30 June 2024 have been prepared in accordance with IAS 34 "Interim Financial Reporting", which allows the presentation of a selection of notes to the financial statements. These condensed consolidated financial statements should therefore be read in conjunction with the consolidated financial statements for 2023.

All of the standards and interpretations adopted by the European Union as at 30 June 2024 are available on the European Commission website at the following address:

http://eur-lex.europa.eu/legal-content/EN/TXT/?uri=CELEX%3A02008R1126-20160101

1.2 IFRS standards

The main accounting policies applied to the half-year financial statements are similar to those used by the Group in the consolidated financial statements for the year ended 31 December 2023, with the exception of standards, amendments and interpretations adopted by the European Union that are effective on or after 1 January 2024 and which are listed below:

New standards, amendments or interpretations mandatory as at 1 January 2024

The new IFRS standards and/or amendments to IFRS standards adopted to the European Union that are mandatory as at 1 January 2024 are the following:

- Amendments to IAS 1: Presentation of Financial Statements: classification of liabilities as current or non-current and classification of non-current liabilities with covenants;
- Amendment to IAS 7 and IFRS 7: "Supplier Finance Arrangements"
- Amendment to IFRS 16: "Lease Liability in a Sale and Leaseback"

The above standards and amendments have no impact on the Group's financial statements.

Furthermore, the Group has not applied the following standards and interpretations, which have not been adopted by the European Union as at 30 June 2024 or which are not mandatory as at 1 January 2024:

- Amendments to IFRS 9: "Classification and Measurement of Financial Instruments";
- IFRS 18: "Presentation and Disclosure in Financial Statements"

1.3 Other information

Seasonal variations
The Group's activities are not subject to seasonal effects.

Estimates and judgements
In preparing the condensed consolidated financial statements for the period ended 30 June 2024 in accordance with IFRS, the Group's management is required to make estimates and judgements that may affect the amounts recognised in assets and liabilities on the date the financial statements are prepared, and have a corresponding impact on the income statement.

Estimates:
Estimates are intended to provide a reasonable assessment of the latest reliable information available on an uncertain item. They are revised to reflect changes in circumstances, new information available and the effects of experience. Changes in estimates are booked prospectively. The significant estimates made by senior management concern the following:

- Actuarial assumptions for defined benefit plans;
- Depreciation and amortisation methods for tangible and intangible fixed assets;
- The assessment, for the purposes of recognising and estimating provisions, of the probability of settlement, the amount of the obligation and the expected timing of future payments;
- The determination, when testing non-financial assets for impairment, of the duration and amount of future cash flows as well as the discount and perpetual growth rates used to calculate the value in use of the tested assets;
- The determination of the amount of the forecast cash flows for the next 12 months, as part of the assessment of the going concern assumption;
- The determination of the amount of loss carryforwards that may be capitalised based on estimated future taxable profits.

Judgements:
Judgements are the result of analytical processes aimed at characterising items, transactions or situations. The revision of a judgement constitutes a change of estimate recognised prospectively, unless the revision is a correction of an error. The significant judgements made by senior management relate to the following:

- The assessment of the criteria provided for by IAS 38 and used for the recognition of intangible assets resulting from development.
- The classification of certain transactions by nature in the income statement.

Management has based its estimates on past experience and on a set of other assumptions deemed reasonable in the circumstances to determine the values to be used for the Group's assets and liabilities. The use of different assumptions could have an significant impact on these valuations.

The items subject to estimates in H1 2024 are of the same nature as those described in the consolidated financial statements for the year ended 31 December 2023. Management revises these estimates when it identifies new events to be taken into account or in the event of a change in the circumstances upon which these assumptions were based.

1.4 Key events during the period

1.4.1 Financial restructuring of the Group

Background and process

On 7 June 2023, the Group announced its intention to enter into discussions with its financial creditors with a view to examining various options relating to the maturity of its debt and the risks associated with its refinancing. Prior to this, the Group had undertaken a reflection process on both its financial structure and a new strategic plan.

To facilitate discussions with its creditors, on 14 June 2023 the President of the Nanterre Commercial Court opened mandat ad hoc proceedings at the request of and in favour of Solocal Group and appointed SELARL FHBX, acting through Maître Hélène Bourbouloux, as mandataire ad hoc, for an initial period of four months, which was then extended for a further four months. On 1 March 2024, the President of the Nanterre Commercial Court opened conciliation proceedings in favour of the Company and appointed SELARL FHBX, acting through Maître Hélène Bourbouloux as conciliator for the Company.

Throughout these exchanges, Solocal Group has on several occasions sought the agreement of the holders of Bonds and Mini Bonds to defer the payment of coupons due since 15 June 2023.

Financial restructuring

Following numerous discussions, on 12 April 2024 Solocal Group announced that it had signed an Agreement in Principle with Ycor and most of its bondholders (some of which were the Company’s main shareholders) and RCF creditors. On 22 April 2024, the Bondholders’ General Meeting of Solocal Group approved the proposed amendment of the accelerated financial safeguard plan by 99.8% of the votes cast. Subject to the lifting of a number of conditions precedent, this Agreement in Principle provided for the following:

– a contribution of €43 million to the Company exclusively in equity of which (i) €25 million via subscription to a capital increase in cash reserved for Ycor and (ii) a capital increase with shareholders' preferential subscription rights (PSR) for a total amount of around €18 million;
– the contribution in kind of all shares issued by Regicom Webformance SAS (“Regicom”) to the Company;
– at the date of the effective completion of the contemplated share capital increases and issuance of securities, the partial repayment of existing RCF debt, in the amount of €20 million, with part of the proceeds from the above-mentioned equity contributions;
– a massive reduction in the nominal amount of the Company's existing gross bond debt (Bonds and Mini Bonds including interest due) by approximately 85%, with different amortisation or conversion profiles depending on the nature of the reinstated debt.

All of the conditions precedent to this agreement were lifted and, in particular:

- its approval by the General Shareholders’ Meeting that was held on 19 June 2024
- the approval by the Nanterre Commercial Court of the amendment of the Company’s accelerated financial safeguard plan, and the homologation of the conciliation protocol signed on 6 May 2024 between the Company, Ycor, and the financial creditors concerned.

The various capital increases were carried out during July 2024 and the settlement and delivery of the associated shares took place on 31 July (see press releases dated 29 and 31 July 2024).

Insofar as the actual completion of the transactions took place after 30 June 2024, the only impacts of the financial restructuring on the financial statements were the following:

- the application of the “catch-up method” resulting, in accordance with IFRS 9, in the accelerated amortisation of both the difference between the face value of the debt instruments issued and their fair value at the issue date, and the issue costs of the same instruments. Indeed, The highly probable conversion of the bonds into shares in the very short term has led

to the accelerated amortisation of these items. Furthermore, the very substantial modification of the characteristics of both the RCF and the Mini Bonds has led to the remaining debt being treated as new instruments and, therefore, requires the accelerated amortisation of the aforementioned items. The corresponding marginal impact is an expense of €4.7 million and was recognised in financial income.
- the recognition of financial restructuring costs already incurred at 30 June 2024.

The table below shows the main impacts that the financial restructuring completed on 31 July 2024 would have had on financial debt (excluding IFRS 16), equity and cash, if it had occurred on 30 June 2024.

In €m	30/06/2024	Debt to Equity	Reserved capital increase	Capital increase with PSR	Capital increase Regicom	Other	30/6/2024 adjusted	
Bonds (incl. accrued interest due)	200.6	(200.6) (*)					0.0	
Mini Bonds (incl. accrued interest)	21.3						21.3	
RCF	34.0					(20.0)	14.0	
BPI	5.0						5.0	
REGICOM	0.0				4.8		4.8	
Total financial liabilities	**260.9**	**(200.6)**	**--**	**--**	**4.8**	**(20.0)**	**45.1**	
Equity	**(303.0)**	**200.6**	**25.0**	**18.0**	**35.0**		**(24.4)**	
Cash	**43.6**	**0.0**	**25.0**	**18.0**	**10.0**	**(20.0)**	**76.6**	(**)

(*) The €200.6 million figure includes €5 million converted into TSSDIs and treated as an equity item.
(**) The fees related to the financial restructuring are expected to total around €13 million for the 2024 financial year, €11.1 million of which has already been recognised in the income statement at end-June 2024. A large portion of these fees were disbursed at the same time as the settlement of the transactions, on 31 July 2024. The cash position shown in the table above does not take account of these cash outflows.

Lastly, these transactions will allow Solocal Group to continue as a going concern (and, in particular, to cover its liquidity needs over a period of more than 12 months) and provide a framework for the viable development of the Group's business over the long term.

New debt structure

Following the financial restructuring, the structure of the financial debt (excluding IFRS 16) will be as follows:

Bond issue converted into TSSDIs on 31 July 2024

At 30 June 2024, the nominal amount of Solocal's bond issue maturing on 15 March 2025 was €176.7 million.

The completion of the financial restructuring on 31 July 2024 led to the conversion into capital of nearly the entire amount of the bond issue and accrued interest. A principal amount of €5 million due in respect of the bond issue not converted into capital was converted into deeply subordinated perpetual notes (*titres de dette super-subordonnés à durée indéterminée* - TSSDI) governed by French law (Article L. 228-97 of the French Commercial Code) (the "TSSDIs").

The TSSDIs do not bear interest.

No payment may be made in respect of the TSSDIs before full payment of all amounts due in respect of the RCF, as amended under the 2024 Conciliation Protocol.

No dividends may be paid until the TSSDIs have been fully redeemed.

These TSSDIs will be treated as quasi-equity items in the Group's consolidated financial statements.

Mini Bonds

On 30 June 2024, the nominal amount of Solocal's Mini Bonds maturing on 15 March 2025 was €18.7 million.

The completion of the financial restructuring on 31 July 2024 led to the reinstatement of the Mini Bonds in the amount of €21,348,687.75 (including the capitalisation of part of the interest due during the negotiations). The main terms of the Mini Bonds are now as follows:

- **Maturity**: 15 March 2029 if the group's EBITDA exceeds €130 million in 2027. Otherwise, the maturity date will be extended to 15 March 2031, with repayment of one-third on 15 March 2029, one-third on 15 March 2030 and one-third on 15 March 2031
- **Amount**: €21,348,687.75
- **Interest:** 12-month Euribor + 5% capitalised on 15 March each year from 15 March 2026 until maturity

Financial commitments:

- the consolidated net leverage ratio (consolidated leverage/consolidated EBITDA) must be lower than 3.5:1
- the interest cover ratio (consolidated EBITDA/consolidated net interest expense) must be greater than 3.0:1;
- and if the consolidated net leverage ratio exceeds 1.5:1 on 31 December of the preceding year, capital expenditure (excluding growth operations) for Solocal Group and its subsidiaries may not exceed 10% of the consolidated revenue of Solocal Group and its subsidiaries

Listing: Euronext.

RCF:

At 30 June 2024, the nominal amount of the RCF was €34 million.

As part of the financial restructuring completed on 31 July 2024, the revolving credit facility was partially repaid in the amount of €20 million. Therefore, the remaining facility, which is fully drawn, has been €14 million since that date and some of the terms and conditions have been amended. The main characteristics of the RCF are now as follows:

- **Maturity**: 30 September 2026
- **Amount**: €14 million
- **Amortisation:** four equal instalments of €3.5 million to be paid in March 2025, September 2025, March 2026 and September 2026
- **Interest:** 3-month Euribor + 8.5% paid in cash quarterly (30 September, 31 December, 31 March and 30 June)

Financial commitments:

- the consolidated net leverage ratio (consolidated leverage/consolidated EBITDA) must be lower than 3.5:1
- the interest cover ratio (consolidated EBITDA/consolidated net interest expense) must be greater than 3.0:1;
- and if the consolidated net leverage ratio exceeds 1.5:1 on 31 December of the preceding year, capital expenditure (excluding growth operations) for Solocal Group and its subsidiaries may not exceed 10% of the consolidated revenue of Solocal Group and its subsidiaries

Signing of an agreement on the Citylights 2 lease

As stated in the annual financial report, at the same time as the Group's financial and capital restructuring, Solocal carried out a study to optimise and streamline the use of its premises, with the aim of reducing the amount of floor space that it leases.

The Company has entered into discussions with the lessor of its head office in Boulogne-Billancourt. The Group had signed a lease with an irrevocable term of 10 years to May 2026. Following discussions with the lessor, an agreement was reached on a lease with the following key terms and conditions:

- A reduction in the floor space leased by around two-thirds from 1 January 2025, representing cash savings of around €14.4 million per annum (including rental expenses and taxes);
- A renewed commitment to lease this revised space for an irrevocable term of six years;
- Compensation of the lessor for the rent-free period initially granted, on a pro rata basis.

The condition precedent to this renegotiation was the successful completion of the Group's financial restructuring process. This condition was lifted at the end of July 2024 as mentioned previously.

Insofar as the condition precedent to this agreement was lifted after 30 June 2024, its impact has not been taken into account in the financial statements. However, this agreement has been analysed as a modification of the existing lease within the meaning of IFRS 16 and the anticipated impacts of this renegotiation are as follows:

- Right-of-use asset and lease liability reduced to around €13 million from 31 December 2024
- Recognition of a non-recurring expense of approximately €4.8 million in 2024, mainly in respect of the lump-sum payment for the restoration of the surrendered space.

1.5 Going concern

At 30 June 2024, the Group's cash position was €43.6 million.

The consolidated financial statements for the six months to 30 June 2024 have been prepared on a going concern basis after reviewing the Company's cash forecasts for the next 12 months. The financial restructuring will allow Solocal Group to continue as a going concern (and, in particular, to cover its liquidity needs over a period of more than 12 months) and will provide a framework for the viable development of the Group's business over the long term.

1.6 Presentation of consolidated financial statements

As permitted under IAS 1 "Presentation of Financial Statements", the Group presents the income statement by nature.

EBITDA is an alternative performance indicator corresponding to operating income before depreciation and amortisation.

Note 2 – Notes to the consolidated financial statements

2.1 Alternative performance indicators

In order to monitor and analyse the Group's financial performance and that of its various activities, the management of the Group uses alternative performance indicators, i.e. financial indicators not defined under IFRS. A reconciliation with the aggregates of the IFRS consolidated financial statements is presented in this note.

2.1.1 Order backlog and sales

The order backlog corresponds to the sales that have been validated and committed to by customers as of the balance sheet date. For subscription products, only the current commitment period is taken into account.

Sales refer to orders taken by the sales force and which are expected to result in the provision of a service by the Group to its customers. Sales are net of cancellations.

In millions of euros	**Period ended 30 June 2024**	**Period ended 31 December 2023**
Total order backlog – beginning of period	194.1	221.6
Sales	157.6	339.1
Cancellations	(6.4)	(6.9)
Revenue	(163.8)	(359.7)
Total order backlog – end of period	**181.5**	**(194.1)**

2.1.2 Recurring EBITDA

Recurring EBITDA corresponds to EBITDA before taking account of items defined as non-recurring.

Non-recurring items are income and expenses that are very limited in number, unusual, abnormal, infrequent or involve particularly significant amounts. They include restructuring expenses or income: items related to programmes that are planned and controlled by management, and which materially change either the scope of activity of the company, or the way this activity is managed. In H1 2024, non-recurring items stood at €(1.0) million versus €(1.4) million in H1 2023, and were mainly costs incurred in connection with the Group's operational restructuring.

In H1 2024, the group's recurring EBITDA amounted to €24.8 million and was 15.2% of its revenue compared to €34 million (18.3% of revenue) in H1 2023.

2.1.3 Gross margin of continuing operations

In millions of euros	Period ended 30 June 2024	Period ended 30 June 2023	Change
Revenue	163.8	186.0	-11.9%
Payroll	(6.9)	(7.9)	6.4%
External expenses	(12.0)	(15.1)	1.0%
Total variable cost	*(18.9)*	*(23)*	*2.8%*
Gross margin	**144.9**	**163.0**	**-11.1%**
	88.5%	87.6%	

2.1.4 Working capital requirement

In millions of euros	Period ended 30 June 2024	Period ended 30 June 2023
+ Net trade accounts receivable	47.7	50.7
+ Other current assets	20.3	17.4
+ Prepaid expenses	5.1	4.9
- Contract liabilities	(71.1)	(83.8)
- Trade accounts payable	(62.4)	(46)
- Other current liabilities	(79.2)	(91.3)
Working capital requirement	**(139.6)**	**(148.0)**

2.1.5 Current investments

In millions of euros	**Period ended 30 June 2024**	**Period ended 30 June 2023**
Internally developed software	9.3	11.4
Acquisition of tangible and intangible fixed assets	0.8	0.0
Right-of-use assets related to leases	4.4	5.7
Investments	**14.5**	**17.2**

2.2 Information by segment

In application of IFRS 8 "Operating segments", segment information is presented in accordance with the Group's internal reporting used by senior management to measure the financial performance of the segments and allocate resources.

Since "Printed Matter" operations were discontinued in November 2020, the group has only one operating segment, the "Digital" segment, which generated revenue of €163.8 million from continuing operations in H1 2024. It breaks down into several offers:

- The Connect offer enables VSEs and SMEs to manage their digital presence on PagesJaunes and over the entire web (several dozen media in total including Google, Facebook, Bing, Tripadvisor, Instagram, etc.) in just a few clicks, in real time and autonomously, via a single mobile app, or a web interface. This offer also has a number of relational features to facilitate interactions between businesses and their customers, including instant messaging, online quotations, appointment booking and Click & Collect. Connect generated revenue of €44.7 million in H1 2024 and is sold on a subscription basis with auto-renewal.

- The Booster offer enables businesses to augment their digital visibility beyond their natural online presence with a view to expanding market share locally. This offer, most of whose products are subscription-based with auto-renewal, includes, among other things, the Ranking service and generated revenue of €90.4 million in the first half of 2024.

- Solocal's Website range takes care of the creation and ranking of customers' websites. It is adapted to various budgets and is also sold on a subscription basis with auto-renewal. The Website range generated revenue of €28.7 million in H1 2024.

  The Connect and Booster ranges are also available for large network accounts.

2.2.1 By product line

The table below presents a breakdown of the main aggregates by product line:

Revenue by product line

In millions of euros	Period ended 30 June 2024	Period ended 30 June 2023	Change
Connect	44.7	50.5	-€5.8m / -11%
Booster	90.4	106.3	-€15.9m / -15%
Websites	28.7	29.2	-€0.5m / -2%
Total	**163.8**	**186.0**	**-€22.2m / -12%**

Management has chosen to analyse sales by product line in its revenue reporting.

2.2.2 By geographical region

Revenue is presented based on the geographical location of the customers. Assets employed and gross investments in tangible and intangible fixed assets are presented by region:

In millions of euros	Period ended 30 June 2024	Period ended 30 June 2023
Revenue	**163.8**	**186.0**
- France	163.8	186.0
- Other (Morocco and Austria)	0.0	0.0
Assets	**291.0**	**338.8**
- France	288.3	334.3
- Other (Morocco and Austria)	2.8	4.4

Note 3 – Consolidation principles

3.1 Control analysis

Subsidiaries which are controlled by the Group, directly or indirectly, are fully consolidated.

Material inter-company transactions and balances are eliminated in consolidation.

When assessing the level of control or significant influence exercised, account is taken of the existence and effect of any exercisable or convertible potential voting rights at the end of the period.

3.2 Changes to the consolidation scope

When de jure or de facto control is acquired over a company, the assets, liabilities and contingent liabilities of the acquired company are valued on a mark-to-market basis on the date control is acquired; the difference between the cost of taking control and the Group's share in the market value of these assets, liabilities and contingent liabilities is posted as goodwill. The cost of taking control is the price paid by the Group for an acquisition, excluding transaction costs, or an estimate of this price if the transaction is carried out on a non-cash basis.

The difference between the book value of minority interests acquired after taking control and the price paid for their acquisition is recognised in equity.

2024
None

2023
None

Note 4 – Impairment of fixed assets

As at 30 June 2024, the group has not identified any indication of impairment or reversal of impairment and has not recognised any impairment losses or reversals of impairment losses previously recognised on tangible and intangible fixed assets.

Note 5 – Revenue and trade accounts receivables

5.1 Revenue

The Solocal Group markets local products and communication services in digital form. The Digital activity includes different types of offers grouped into three product lines: Connect, Booster and Websites.

Revenue from the Group's activities is recognised differently depending on the nature of the service provided and, therefore, the type of product. The Group reported revenue of €163.8 million in the six months to 30 June 2024, compared to €186 million in the same period last year.

Revenue is recognised in accordance with IFRS 15. With the exception of the Websites range, which comprises two performance obligations, all other products consist of only one obligation.

The Solocal Group's offers are grouped into two broad service categories:

- Products related to digital services:
  - The Connect offer and the priority ranking product (included in the Booster offer) available for a renewable period of 12 to 24 months,
  - The residual Booster offer available for a renewable period of three to 12 months or as part of a specific campaign;
- Websites which are developed to be made available to customers for an initial period of 12 or 24 months.

Revenue recognition by service category

- "Digital services" category

Under IFRS 15, all of these offers are recognised on a straight-line basis over the term of the contracts, in line with the transfer of control of the services, which occurs on an ongoing basis.

- "Websites" category:

Two separate service obligations are included in the Websites offer:

1. Technical costs: Designing the intellectual content over the design period (between 30 days and 120 days depending on the activity). Revenue from this obligation is recognised over the design period from the date of sale (percentage of completion recognition).
2. Hosting & maintenance (called space fees): The website is made available and updated during the contractual hosting period (actual duration of between 12 and 24 months). Revenue from this obligation is recognised over the contractual hosting period starting from the date of delivery of the website to the customer.

5.2 Trade accounts receivables

The breakdown of the gross value and impairment of trade accounts receivable is as follows:

In thousands of euros	**As at 30 June 2024**	**As at 31 December 2023**
Gross trade accounts receivable	86,980	73,562
Provisions for impairment	(39,230)	(29,321)
Net trade accounts receivable	**47,750**	**44,241**

The increase in trade accounts receivable is partly due to the delay in the collection process following the introduction of a new information system.

Trade accounts receivable were due as follows:

In thousands of euros	Total	Not due	Overdue					
			< 30 days	between 31 and 60 days	between 61 and 90 days	between 91 and 180 days	between 181 and 360 days	> 360 days
Gross trade accounts receivable	**86,980**	16,740	5,685	3,793	3,421	10,350	5,727	41,265
Provisions for impairment	**(39,230)**	(367)	(125)	(83)	(75)	(2,067)	(3,537)	(32,977)
Net trade accounts receivable 30 June 2024	**47,750**	16,373	5,560	3,710	3,346	8,283	2,190	8,288

In thousands of euros	Total	Not due	Overdue					
			< 30 days	between 31 and 60 days	between 61 and 90 days	between 91 and 180 days	between 181 and 360 days	> 360 days
Gross trade accounts receivable	**73,562**	24,619	5,055	2,348	1,578	2,820	4,825	32,317
Provisions for impairment	**(29,321)**	(411)	(89)	(44)	(33)	(1,140)	(3,177)	(24,427)
Net trade accounts receivable 31 December 2023	**44,241**	24,208	4,966	2,304	1,545	1,680	1,648	7,890

The Group's trade receivables portfolio does not present a significant concentration risk.

In accordance with the Group's accounting rules and methods, a trade receivables review was carried out to identify those that show a risk of non-recovery. Trade receivables were written down on a case-by-case basis in the half-year financial statements according to the age of the receivables, historical statistics, or information provided by the credit agencies.

5.3 Other current assets

In thousands of euros	As at 30 June 2024	As at 31 December 2023
VAT receivable	11,178	13,281
Other – State & social security receivables	1,111	1,606
Advances, instalments and credit notes from suppliers	2,627	3,982
Other current assets	5,380	2,002
Total	**20,296**	**20,871**

5.4 Contract liabilities

Liabilities on the balance sheet mainly consist of net advances received from the customer in cases where the related service has not yet been rendered but has already been billed. These are sales of products that are subsequently recognised as revenue based on the length of time they have been online ("Digital" services).

Contract liabilities amounted to €71.1 million at 30 June 2024 compared to €74.7 million at 31 December 2023.

Note 6 – Cash, debt and financial instruments

6.1 Financial income

Financial income breaks down as follows:

In thousands of euros	**Period ended 30 June 2024**	**Period ended 30 June 2023**
Interest and similar items on financial assets	415	350
Financial income	**415**	**350**
Interest on financial liabilities[1]	(20,722)	(15,717)
Other financial expenses & fees[2]	(11,449)	(416)
Accretion cost	(883)	(1,034)
Financial expenses	**(33,054)**	**(17,167)**
Foreign exchange gain (loss)	(4)	(0)
Financial income	**(32,643)**	**(16,817)**

[1] Comprising financial interest on the debt recognised at the EIR in the amount of €14.8 million, €4.7 million in accelerated amortisation of the cost of debt (using the cumulative catch-up method) and €1.3 million in financial interest on the financial debt associated with the lease liability.

[2] Mainly costs and fees associated with the financial restructuring in the amount of €11.1 million.

6.2 Cash and cash equivalents and net debt

Net financial debt corresponds to total gross financial debt less cash and cash equivalents.

In thousands of euros	**As at 30 June 2024**	**As at 31 December 2023**
Cash equivalents	-	-
Cash	43,611	55,694
Gross cash	**43,611**	**55,694**
Bank overdrafts	-	-
Net cash	**43,611**	**55,694**
Nominal value of bond issues	195,432	195,432
Fair value of financing	(16,937)	(16,937)
Nominal value of revolving credit facilities drawn	34,000	34,000
Loan issue expenses included in the effective interest rate on debt	(4,074)	(4,074)
Amortisation of fair value adjustments and expenses at the effective interest rate	20,881	13,148
Other loans	5,000	7,000
Accrued interest due and not yet due on loans	26,624	16,624
Other	48	50
Current and non-current financial liabilities	260,974	245,243
Long-term and short-term lease liabilities	42,625	49,931
Gross financial debt	**303,599**	**295,174**
of which current	*279,369*	*257,617*
of which non-current	*24,230*	*37,556*
Net debt	**259,988**	**239,511**
Net debt of consolidated group	**259,988**	**239,511**

The change in amortisation of fair value adjustments and the recognition of borrowings at amortised cost (effective interest rate method) includes the impact of movements in the E3M rate over the 2024 financial year.

Cash and cash equivalents

At 30 June 2024, the cash position was €43.6 million.

Change in liabilities from financing activities

In thousands of euros	As at 31 December 2023	Cash flows		Non-cash variations						As at 30 June 2024
		In	Out	Capital increase by offsetting receivables	Other	Interest	Fair value	IFRS 16	Debt issue expenses	
Bond issues	205,053	-	-	-	-	16,897	-	-	-	221,950
Revolving credit	33,141	-	(1,532)	-	-	2,416	-	-	-	34,025
Other bank borrowing	7,028	-	(2,000)	-	-	20	-	-	-	5,048
Lease liabilities	49,931	-	(9,731)	-	-	-	-	2,425	-	42,625
Bank overdrafts	-	-		-	-	-	-	-	-	-
Other	50	-	-	-	(2)	-	-	-	-	48
Total Liabilities from financing activities	295,175	-	(13,263)	-	(2)	19,333	-	2,425	-	303,696

Bond issue converted into TSSDIs on 31 July 2024

At 30 June 2024, the nominal amount of Solocal's bond issue maturing on 15 March 2025 was €176.7 million.

The completion of the financial restructuring on 31 July 2024 led to the conversion into capital of nearly the entire amount of the bond issue and accrued interest. A principal amount of €5 million due in respect of the bond issue not converted into capital was converted into deeply subordinated perpetual notes (*titres de dette super-subordonnés à durée indéterminée* - TSSDI) governed by French law (Article L. 228-97 of the French Commercial Code) (the "TSSDIs").

The TSSDIs do not bear interest.

No payment may be made in respect of the TSSDIs before full payment of all amounts due in respect of the RCF, as amended under the 2024 Conciliation Protocol.

No dividends may be paid until the TSSDIs have been fully redeemed.

These TSSDIs will be treated as quasi-equity items in the Group's consolidated financial statements.

Mini Bonds

At 30 June 2024, the nominal amount of Solocal's Mini Bonds maturing on 15 March 2025 was €18.7 million.

The completion of the financial restructuring on 31 July 2024 led to the reinstatement of the Mini Bonds in the amount of €21,348,687.75 (including the capitalisation of part of the interest due during the negotiations). The main terms of the Mini Bonds are now as follows:

- **Maturity**: 15 March 2029 if the group's EBITDA exceeds €130 million in 2027. Otherwise, the maturity date will be extended to 15 March 2031, with repayment of one-third on 15 March 2029, one-third on 15 March 2030 and one-third on 15 March 2031
- **Amount**: €21,348,687.75
- **Interest:** 12-month Euribor + 5% capitalised on 15 March each year from 15 March 2026 until maturity

<u>*Financial commitments:*</u>

- the consolidated net leverage ratio (consolidated leverage/consolidated EBITDA) must be lower than 3.5:1
- the interest cover ratio (consolidated EBITDA/consolidated net interest expense) must be greater than 3.0:1;
- and if the consolidated net leverage ratio exceeds 1.5:1 on 31 December of the preceding year, capital expenditure (excluding growth operations) for Solocal Group and its subsidiaries may not exceed 10% of the consolidated revenue of Solocal Group and its subsidiaries

<u>*Listing:*</u> Euronext.

RCF:

At 30 June 2024, the nominal amount of the RCF was €34 million.

As part of the financial restructuring completed on 31 July 2024, the revolving credit facility was partially repaid in the amount of €20 million. Therefore, the remaining facility, which is fully drawn, has been €14 million since that date and some of the terms and conditions have been amended. The main characteristics of the RCF are now as follows:

- **Maturity**: 30 September 2026
- **Amount**: €14 million
- **Amortisation:** four equal instalments of €3.5 million to be paid in March 2025, September 2025, March 2026 and September 2026
- **Interest:** 3-month Euribor + 8.5% paid in cash quarterly (30 September, 31 December, 31 March and 30 June)

Financial commitments:

- the consolidated net leverage ratio (consolidated leverage/consolidated EBITDA) must be lower than 3.5:1
- the interest cover ratio (consolidated EBITDA/consolidated net interest expense) must be greater than 3.0:1;
- and if the consolidated net leverage ratio exceeds 1.5:1 on 31 December of the preceding year, capital expenditure (excluding growth operations) for Solocal Group and its subsidiaries may not exceed 10% of the consolidated revenue of Solocal Group and its subsidiaries

Financial instruments in the balance sheet

As at 30 June 2024		Breakdown by instrument category under IFRS 9		Breakdown by level in IFRS 13		
(in thousands of euros)	Carrying amount	Fair value recognised in profit or loss	Amortised cost	Level 1 and cash	Level 2	Level 3
Other non-current financial assets	8,013	293	7,720	-	8,013	-
Net trade accounts receivable	47,750	-	47,750	-	47,750	-
Cash	43,611	-	43,611	43,611	-	-
Financial assets	**99,375**	**293**	**99,082**	**43,611**	**55,764**	**-**
Non-current financial liabilities	1,000	-	1,000	-	1,000	-
Current financial liabilities	259,975	-	259,975	-	259,975	-
Trade accounts payable	62,398	-	62,398	-	62,398	-
Financial liabilities	**323,373**	**-**	**323,373**		**323,373**	**-**

As at 31 December 2023 (in thousands of euros)	Carrying amount	Breakdown by instrument category under IFRS 9 Fair value recognised in profit or loss	Amortised cost	Breakdown by level in IFRS 13 Level 1 and cash	Level 2	Level 3
Other non-current financial assets	7,866	293	7,573	-	7,866	-
Net trade accounts receivable	44,241	-	44,241	-	44,241	-
Other current financial assets	-	-	-	-	-	-
Cash equivalents	0	-	0	0	-	-
Cash	55,693	-	55,693	55,693	-	-
Financial assets	**107,800**	**293**	**107,692**	**55,693**	**52,107**	**-**
Non-current financial liabilities	3,000	-	3,000	-	3,000	-
Current financial liabilities	242,243	-	242,243	205,024	37,219	-
Trade accounts payable	51,238	-	51,238	-	51,238	-
Financial liabilities	**296,481**	**-**	**296,481**	**205,024**	**37,219**	**-**

As at 30 June 2024 (in thousands of euros)	Par value	Current Up to 1 year	Non-current 1-2 years	2-3 years	3-4 years	4-5 years	+5 years	Total Non-current	Total
Bond issue	176,690	176,690			-	-	-	0	176,690
Mini Bonds	18,742	18,742			-	-	-	0	18,742
Atout bank loan	5,000	4,000	1,000	-		-	-	1,000	5,000
Revolving credit facility (RCF)*	34,000	34,000	-	-	-	-	-	0	34,000
Loans	**234,432**	**233,432**	**1,000**	**-**	**-**	**-**	**-**	**1,000**	**234,432**
Accrued interest not yet due on loans	26,624	26,624	-	-	-	-	-	0	26,264
Other	48		-	-	-	-	48	48	48
Lease liabilities	42,625	19,737	17,138	2,126	1,338	754	1,532	22,888	42,625
Current financial liabilities and derivatives	**303,729**	**279,793**	**18,138**	**2,126**	**1,338**	**754**	**1,580**	**23,936**	**303,729**

As at 31 December 2023 (in thousands of euros)	Par value	Current Up to 1 year	Non-current 1-2 years	2-3 years	3-4 years	4-5 years	+5 years	Total Non-current	Total
Bond issue	176,690	176,690			-	-	-	0	176,690
Mini Bonds	18,742	18,742			-	-	-	0	18,742
Atout bank loan	7,000	4,000	3,000	-		-	-	3,000	7,000
Revolving credit facility (RCF)	34,000	34,000	-	-	-	-	-	0	34,000
Loans	**236,432**	**233,432**	**3,000**	**-**	**-**	**-**	**-**	**3,000**	**236,432**
Accrued interest not yet due on loans	16,624	16,624	-	-	-	-	-	0	16,624
Other	50		-	-	-	-	50	50	50
Lease liabilities	49,931	15,404	18,337	7,945	1,613	895	5,737	34,527	49,931
Current financial liabilities and derivatives	**303,067**	**265,460**	**21,337**	**7,945**	**1,613**	**895**	**5,787**	**37,577**	**303,037**

Note 7 – Provisions and other liabilities

In accordance with IAS 37 "Provisions, Contingent Liabilities and Contingent Assets", a provision is recognised when, at the end of the period, the Group has an obligation towards a third party resulting from a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

This obligation may be legal, regulatory or contractual. It may also derive from the Group's practices or public commitments, which have created a legitimate expectation among third parties concerned that the Group will meet certain responsibilities.

The amount recognised as a provision corresponds to the best estimate of the expenditure required of the Group to settle the present obligation. If a reliable estimate cannot be made of the amount of the obligation, no provision is recorded, but details of the obligation are disclosed in the notes to the financial statements.

Contingent liabilities – corresponding to potential obligations resulting from past events, the existence of which will be confirmed only by the occurrence of one or more uncertain future events not wholly within the Company's control, and to probable obligations that are not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation. They are disclosed in a note in the appendix.

Provisions for restructuring costs are recognised only when the restructuring has been announced and a detailed plan has been drawn up or implemented before the period end-date.

Provisions are discounted when the discounting adjustment is material.

Provisions are classified as current when the Group does not have definite information about the timing of cash outflows. Accordingly, all provisions for industrial disputes are included in current provisions.

Changes in provisions for risks and litigation were as follows:

In thousands of euros	**Period ended 31 December 2023**	**Charge for the year**	**Reversal for the year (unused)**	**Reversal for the year (used)**	**Changes in the scope of consolidation, reclassifications and other**	**Period ended 30 June 2024**
Restructuring provisions (2018)	1,545	-		(343)		1,202
Restructuring provisions (2014)	100	-				100
Provisions for social and tax disputes(*)	23,460	3,119	(1,418)	(2,218)		22,943
Other provisions for risks	2,641	5,143	(188)	(127)		7,469
Total provisions	**27,746**	**8,262**	**(1,606)**	**(2,688)**	**-**	**31,714**
- of which non-current	*99*		*-*			*99*
- of which current	*27,646*	*8,262*	*(1,606)*	*(2,688)*	*-*	*31,614*

(*) The allocation for the year covers various social and tax disputes that have been individually analysed by the Company and its advisors and covered in accordance with the estimated level of risk.

Retirement benefits and similar commitments

In France, legislation provides for benefits to be paid to employees at retirement on the basis of their length of service and salary at retirement age.

In accordance with revised IAS 19, defined benefit plans are actuarially valued using the projected unit credit method. According to this method, each period of service gives rise to an additional unit of benefit entitlement, and each of these units is measured separately to value the final obligation, using demographic assumptions (staff turnover, mortality, retirement age, etc.) and financial assumptions (future increase in salary by category).

In order to keep the data up to date, the turnover tables are recalculated every three years. In accordance with IAS 19, the turnover rate only includes turnover due to resignations. This rate was updated in 2024.

Other long-term benefits which may be granted by the Group consist mainly of long-service awards that are also measured on an actuarial basis.

Impact on the financial statements for the period ended 30 June 2024

Actuarial differences relating to post-employment benefits are recognised for the full amount in other comprehensive income, which was a net positive deferred tax impact of €5.5 million at 30 June 2024. The discount rate used to measure the commitments at 30 June 2024 was 3.7% in accordance with actual market conditions (iBoxx AA10+ rate). It was 3.15% at 31 December 2023.

At 30 June 2024, income of €1.6 million was recognised in respect of defined benefit pension plans.

The total amount of the provision in the balance sheet stood at €49.3 million at 30 June 2024 compared to €56.1 million at 31 December 2023.

Note 8 – Trade accounts payable

At 30 June 2024, the trade accounts payable were due in less than one year. Trade accounts payable bear no interest and in principle are payable between 30 and 60 days.

Note 9 – Corporate income tax

The corporate income tax for H1 2024 results from the application of the projected effective tax rate at the end of the financial year to pre-tax net income.

The reconciliation of the theoretical tax, calculated on the basis of the statutory tax rate in France, and the effective tax is as follows:

	Period ended 30 June 2024	**Period ended 30 June 2023**
Pre-tax net income from business	**(33,686)**	**(11,931)**
Statutory tax rate in France	25.83%	25.83%
Theoretical tax	**8,699**	**2,942**
Earnings from companies not consolidated for tax purposes & foreign subsidiaries	-	(325)
Foreign subsidiaries - differences in tax rates	-	(23)
Share-based payments	-	13
Corporate value added contribution (after tax)	(244)	(545)
Non-recognition of deferred tax during the period	(8,806)	-
Other non-taxable / non-deductible items	-	(14,234)
Effective tax	**(350)**	**(12,172)**
of which current tax (CVAE excluded)	*(21)*	*(138)*
of which CVAE	*(329)*	*(545)*
of which deferred tax	**-**	*(11,489)*
Effective tax rate (excluding deferred tax)	**-1.0%**	**-6.0%**
Effective tax rate	**-1.0%**	**-106.8%**

The net deferred tax asset was fully written down during the 2023 financial year and is included in the "Other" line in the above table. This write-down therefore automatically impacts the effective tax rate. No deferred tax asset was recognised at 30 June 2024.

Deferred taxes are reviewed at each balance sheet date to take into account the impact of changes in tax legislation and the outlook for recovery. Deferred tax assets on deductible temporary differences and tax loss carryforwards are recognised insofar as it is probable that they will be offset against future taxable profits.

Note 10 – Equity and earnings per share

10.1 Share capital

The share capital of Solocal Group comprises 131,960,000 shares each with a par value of €0.001, i.e. a total amount of €131,960 (before deduction of treasury shares).

10.2 Earnings per share

The Group discloses both basic earnings per share and diluted earnings per share. The number of shares used to calculate diluted earnings takes into account the conversion into ordinary shares of dilutive instruments outstanding at the end of the period (options not yet exercised, free shares). If the basic earnings per share are negative, diluted loss per share represents the same amount as the basic loss. Treasury stock deducted from consolidated equity is not taken into account in the calculation of earnings per share.

	Period ended 30 June 2024	**Period ended 30 June 2023**
Weighted average		
Share capital	131,910,171	131,792,365
Treasury shares from liquidity contract (weighted average)	(428,012)	(341,360)
Number of basic shares	**131,482,159**	**131,451,005**
Dilutive effect December 2023 (weighted average)		
Free share plans (weighted average)	682,800	1,374,893
MCB (weighted average)	0	4,206
Number of diluted shares	**132,164,959**	**132,830,105**
Additional information (simple average)		
Number of existing basic shares at 30 June	131,477,462	131,412,328
Number of existing diluted shares at 30 June	132,173,762	132,525,672

Note 11 – Information on related parties

Senior managers considered to be related parties as at 30 June 2024 are the members of the Board of Directors including the Chief Executive Officer and the members of the Executive Committee. Solocal has no transactions with related parties other than those entered into with its senior managers and directors.

It is recalled that at its meeting of 4 April 2024, the Board of Directors decided that on the date on which Cédric Dugardin ceases to be Chief Executive Officer of the Company, he would be asked to comply with a non-compete undertaking vis-à-vis companies operating in the same business sector as the Group in France. In return for this non-compete undertaking, Cédric Dugardin received a non-compete indemnity of a gross amount of €225,000 on 31 July 2024, the date of termination of his duties. Apart from this transaction, there were no new transactions with related parties during the first half of 2024.

Note 12 - Disputes, contingent assets and liabilities

12.1 Disputes – significant changes for the period

In the ordinary course of business, Group entities are involved in a number of legal, arbitration and administrative proceedings. Provisions for the potential costs of such proceedings are only made where it is probable that the expense will be incurred and the amount can be either quantified or estimated within a reasonable range. The amount of the provisions is based on an assessment of the risk on a case-by-case basis and largely depends on factors other than the particular stage of proceedings, although events occurring during the proceedings may call for a reassessment of this risk.

12.2 Contractual commitments not recognised/contractual commitments and off-balance-sheet commitments

There were no new significant commitments during the first half of 2024.

Note 13 - Events after the 30 June 2024 balance sheet date

On 31 July 2024, Solocal Group announced the effective completion of its financial restructuring, resulting in a significant debt reduction and a strengthened balance sheet (full details of the financial restructuring are set out in section 1.5 “Financial restructuring” of Solocal’s 2023 Universal Registration Document, which is available on the Group’s website).

All the issues of new ordinary shares, warrants and TSSDIs provided for in the Amended AFS Plan have been completed, including all the capital transactions outlined in the press releases published by the Company on 29 and 31 July 2024.

The breakdown of the Company’s share capital and voting rights following the issue of new ordinary shares is described in the press release published by Company on 29 July 2024. Following the transactions, Solocal’s share capital comprises 33,316,837,077 shares, representing 33,317,376,596 theoretical voting rights. Ycor holds 21,405,734,661 shares, representing the same amount of theoretical voting rights, thereby acquiring control of the company.

The Company’s Board of Directors (the “Board of Directors”) is now composed of the following members:

- Maurice Lévy, Chairman and Chief Executive Officer of the Company;
- Marguerite Bérard, independent director nominated by Ycor and Vice-Chairwoman of the Board of Directors;
- Julien-David Nitlech, independent director nominated by Ycor;
- Cédric O, independent director nominated by Ycor;
- Alexandre Fretti, independent director;
- Delphine Grison, independent director;
- Marie-Christine Levet, independent director; and
- Catherine Robaglia, director representing employees.

Maurice Lévy, Julien-David Nitlech, Cédric O and Marguerite Bérard were co-opted by the Board of Directors following the resignations of David Amar, Cédric Dugardin, Bruno Guillemet, Philippe Mellier, Ghislaine Mattlinger and Sophie Sursock. These co-optations will be ratified at the next General Shareholders’ Meeting of the Company.

Composition of the committees of the Company's Board of Directors:

Governance Committee

- Marguerite Bérard, Chairwoman of the Governance Committee;
- Alexandre Fretti;
- Delphine Grison;
- Marie-Christine Levet;
- Catherine Robaglia.

Audit Committee

- Delphine Grison, Chairwoman of the Audit Committee;
- Julien-David Nitlech;
- Jean-Michel Etienne – expert to the Audit Committee.

Strategy & Innovation Committee

- Cédric O, Chairman of the Strategy & Innovation Committee;
- Alexandre Fretti;
- Marie-Christine Levet;
- Julien-David Nitlech.

On 5 September 2024, Solocal Group announced the launch of a reverse share split through the allocation of one (1) new share with a par value of one euro (€1) for every one thousand (1,000) existing shares with a par value of one thousandth of a euro (€0.001) each. The reverse share split will take place from 23 September 2024 (inclusive) to 22 October 2024 (inclusive), the last trading date of the existing shares (ISIN FR00140006O9). The new shares will be admitted to trading on the regulated market of Euronext Paris from 23 October 2024, ISIN code FR001400SA10.

As part of this reverse share split, the Board of Directors has decided to suspend the exercise of securities granting access to the capital from 13 September 2024 to 25 October 2024 (inclusive).

3 Statement by the person responsible for the report

"I certify that, to the best of my knowledge, the condensed consolidated financial statements for the half year ended have been prepared in accordance with the applicable accounting standards and present a true and fair view of the assets, financial situation and results of the Company and all of the companies included within the consolidation, and that the management report included in Part 1 of the report is a true reflection of the major events that have occurred during the first six months of the year, of their impact on the half-year financial statements and of the main transactions between related parties, as well as a description of the main risks and main uncertainties for the remaining six months in the financial period."

Boulogne-Billancourt, 24 September 2024
Maurice Lévy
Chairman-Chief Executive Officer