



solocal

UNIVERSAL
REGISTRATION
DOCUMENT **2022**

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UNIVERSAL REGISTRATION DOCUMENT **2022**

Solocal is the trusted local digital partner for all businesses looking to speed up growth.

Solocal has six strategic assets: media platforms with vast audiences, the power of its geolocated data, evolving technology platforms, nationwide sales coverage in France, preferential partnerships with the GAFAM* giants and a wealth of talented staff, including experts in data, development, digital marketing and more.

* GAFAM: Google, Apple, Facebook, Amazon, Microsoft/Bing.



This Universal Registration Document was filed on 28 April 2023 with the French Financial Markets Authority (Autorité des marchés financiers – AMF) in its capacity as competent authority pursuant to Regulation (EU) 2017/1129, without prior approval pursuant to Article 9 of said Regulation.

The Universal Registration Document may be used for the purposes of a public offering of securities or the admission of securities to trading on a regulated market, provided it is accompanied by an operation note and, where applicable, a summary and all amendments made to the Universal Registration Document. The ensemble of documents thus formed shall be approved by the AMF pursuant to Regulation (EU) 2017/1129.

SOLOCAL IN BRIEF

The trusted
local digital partner
for all businesses looking
to speed up growth

2022 IN FIGURES

- Close to **1.5 billion** searches on PagesJaunes⁽¹⁾
- **€400 million** in revenue for 2022
- **288,000** customers at 31 December 2022



(1) Number of times Solocal references one or more businesses following a web user's request.

(2) Field sales/telesales, customer relations, production and sales support, pro forma figure excluding departures linked to the Employment Protection Plan and including employees on long-term sick leave & Solocal Interactive.

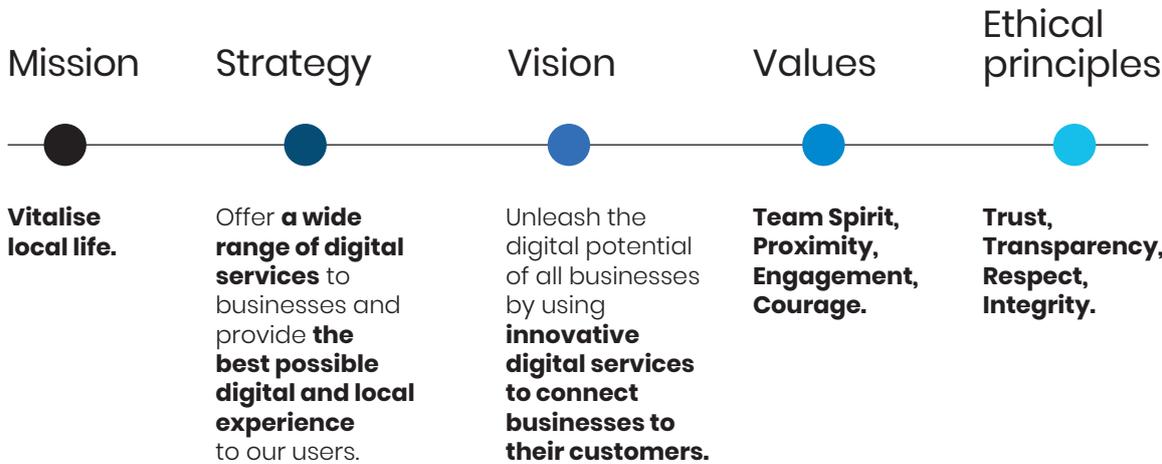
(3) Includes Priority Ranking campaigns.

(4) PagesJaunes.

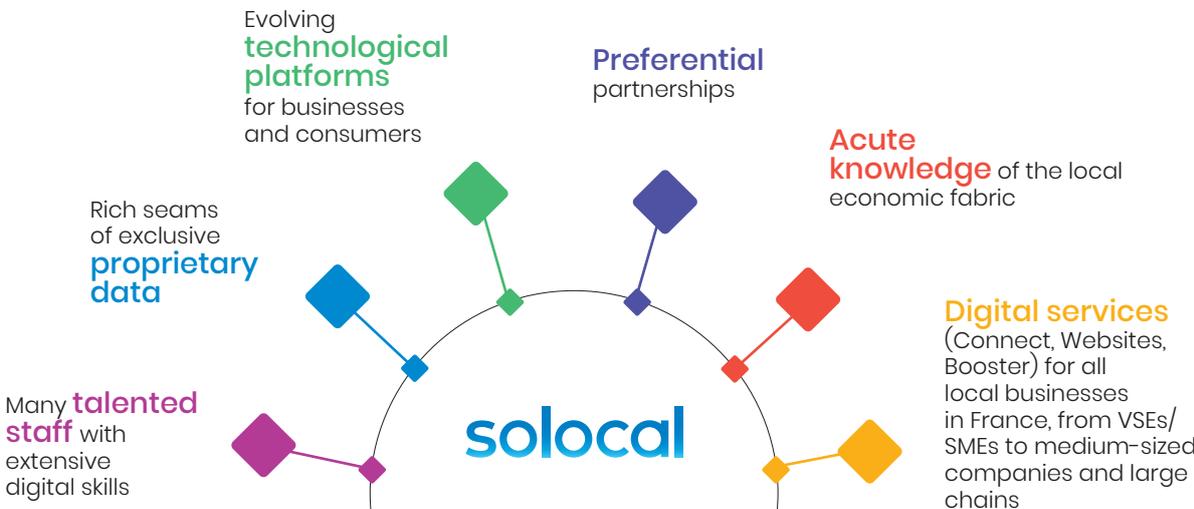


VALUE CREATION

MISSION STATEMENT



Our strengths



BUSINESS MODEL 2022

Our values: team spirit, proximity, courage, engagement

Our resources

Local

Close to 2,000 digital advisors throughout France ⁽¹⁾

6 regional centres

1 webfactory

Talent

2,738 employees ⁽²⁾

Employees trained in ethics, cyber-security and digital accessibility, digital marketing, agile methodology training and commercial prospecting techniques

Platforms and data

Strategic partnerships

SaaS platforms

Proprietary data: **4.3 million listed businesses** (companies, associations, public institutions) on our digital services

Environment

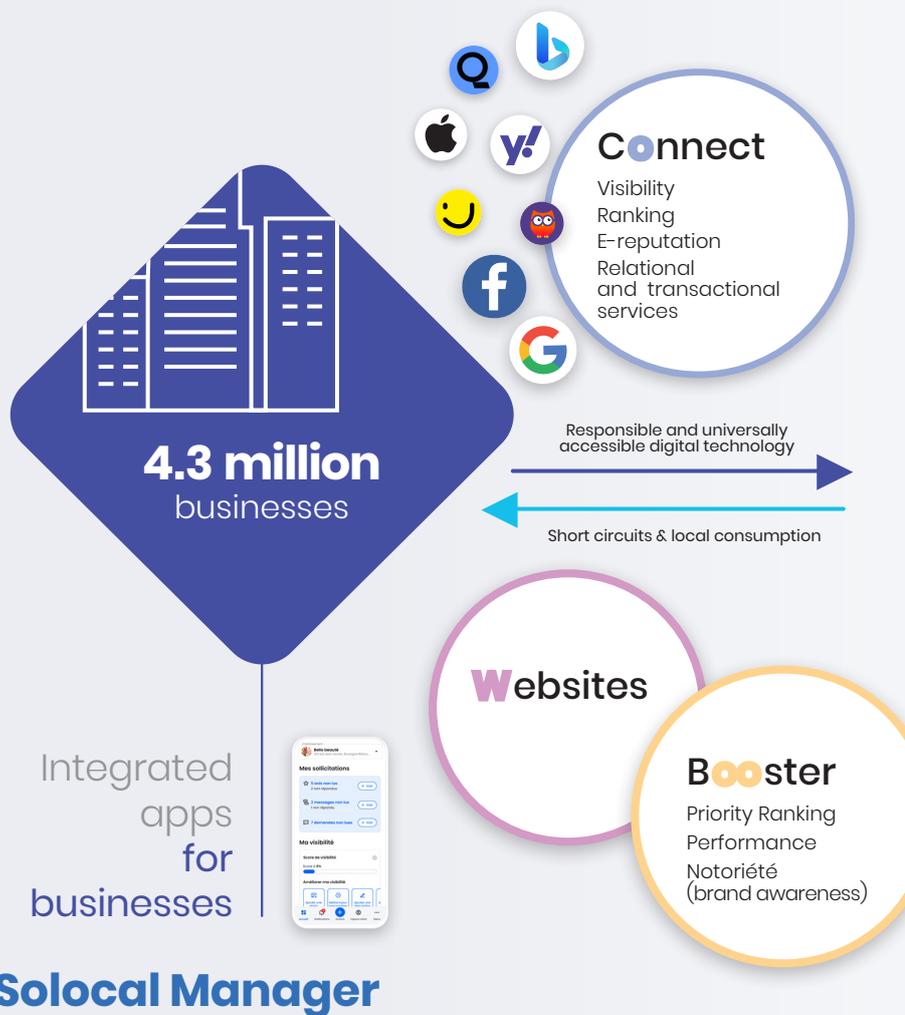
81% of buildings (sq.m.) in **HQE** ⁽³⁾

Finance & ESG

⁽⁴⁾

CAPEX: **€32 million**

European Green Deal



(1) Field sales/TLV, customer relations, production and sales support, figure pro forma for departures linked to the Employment Protection Plan including employees on long-term sick leave & Solocal Interactive.

(2) Based on employees registered at end-of-month, excluding employees on long-term sick leave & Solocal Interactive.

(3) HQE: Haute Qualité Environnementale (High Environmental Quality).

(4) ESG: Environment, social and governance (non-financial criteria).

OUR MISSION: to vitalise local life

Our vision: unleash the digital potential of all businesses by using innovative digital services to connect businesses to their customers and prospects

Our added value

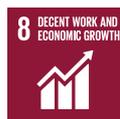
Our contribution to the SDGs⁽⁵⁾



A platform of services for consumers



PagesJaunes



Local

288,000 companies and public institutions supported throughout France

81% accessible from pagesjaunes.fr media⁽⁶⁾

100,000 digital audits

Talent

Percentage of women executives: **25.64%**

Percentage of employees who say they are developing their skills & employability: **69%** (+3% vs. 2021)

Proportion of payroll for the training budget: **4.12%** (+0,23pts vs. 2021)

Platforms and data

Approx. 1.5 billion searches on our media

5 days for processing requests for the deletion of personal data

Almost 615,000 businesses use Solocal Manager

Environment

Number of tonnes of WEEE⁽⁷⁾: **7.3**

2021 carbon footprint: **11.4 ktCO₂**, i.e. -62% compared with 2018

CO₂ emissions from offices: **178,404 kgCO₂**, i.e. -11% vs. 2021

CO₂ emissions from car fleet: **1,603 tCO₂**, i.e. -3.96% vs. 2021

Finance & ESG⁽⁴⁾

France's leading digital marketing player in terms of revenue



Gaïa-EthiFinance Silver medal
EcoVadis Bronze medal

⁽⁵⁾ SDGs: Sustainable Development Goals.

⁽⁶⁾ Digital accessibility simplifies access to digital services for all people who are not digitally literate or who have a disability (temporary, situational or permanent).

⁽⁷⁾ WEEE: waste electrical and electronic equipment.

DIGITAL SERVICES FOR BUSINESS

3 RANGES OF DIGITAL SERVICES

SOLOCAL OFFERS BUSINESSES OF ALL SIZES A FULL AND UNIQUE RANGE OF SERVICES, SATISFYING ALL THEIR DIGITAL NEEDS THROUGH A ONE-STOP SHOP

THESE SERVICES ARE INTENDED TO RESPOND TO 3 MAJOR CHALLENGES FACED BY COMPANIES AND BUSINESSES.



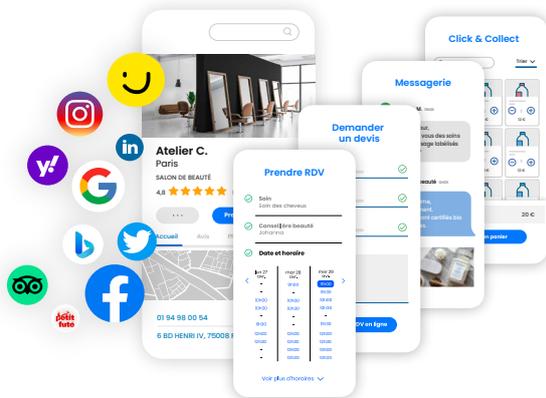
Being present
all over the Web

Acquiring
new customers

Development
through digital
technology

1. Connect

The Connect offer enables VSEs and SMEs to manage their digital presence throughout the Web across dozens of media channels, including Google, Facebook, PagesJaunes, Bing, Tripadvisor and Instagram, in just a few clicks, in real time and with complete autonomy via the Solocal Manager mobile app and online interface. As well as creating specific pages on Google, Facebook and PagesJaunes, the package enables customers to update their details, publicise news, publish text or image content, request and respond to customer reviews, and consult visitor statistics for their profiles on the various partner platforms. Sold on a subscription basis with auto-renewal, Connect also offers numerous relational and transactional services such as instant messaging, online appointment booking, online quotations and click & collect to help businesses grow online.



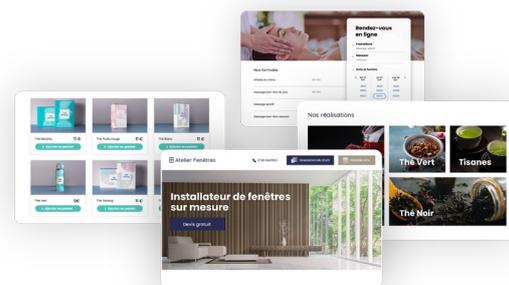
2. Websites

With its **Websites offer**, Solocal takes care of the creation, ranking and hosting of customers' websites (for both showcase and e-commerce sites). Businesses benefit from a Websites range that adapts to their needs and their budget, enabling them to access tailored content creation solutions when the site is set up and for as long as it remains online. These include photo and video reports, design following the latest trends and suitable for all screen types, e-commerce and other functions to support their sales strategy, online reviews or bookings, and search engine optimisation.

3. Booster

The Booster offer enables businesses to augment their digital visibility beyond their online presence with a view to developing their local market share. Different types of offers cover our customers' needs: improving ranking on PagesJaunes (Priority Ranking), developing their reputation and digital word-of-mouth (Booster Notoriété), increasing the number of visits to their website (Booster Site), acquiring hot leads (Booster Contact), developing footfall (Local Impact). The common point of these offers, and the DNA of Solocal's positioning, is based on a targeting that is systematically peer-based and local, allowing us to make our customers visible to their future consumers, in their catchment area, by developing, depending on the need, display advertising, traffic (clicks or visits) or hot prospects (leads or contacts, in the form of appointments, telephone calls, quotation forms), whatever the advertising distribution channel.

Designed for VSEs and SMEs, the Connect and Booster offers are also available for large network accounts via our BRIDGE solution, which enables content management and access to tailored advertising solutions to be handled simultaneously at both national and local level, based in particular on Solocal's technology and proprietary data.

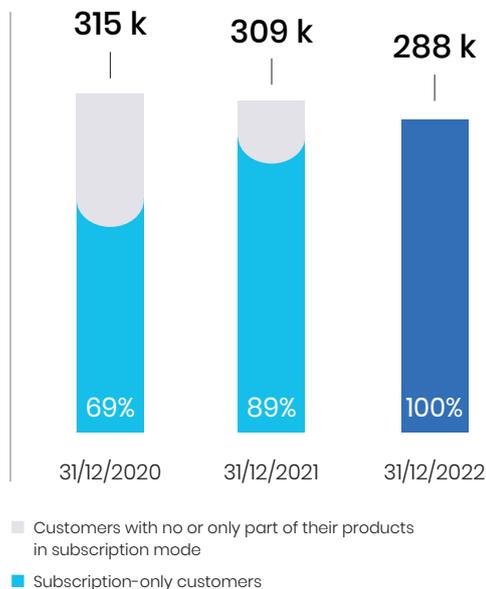


FINANCE

Ramp-up of subscription mode ⁽¹⁾

Since the summer of 2019 and the launch of the new range of digital services, the share of subscription-based order intake has been steadily increasing. At the end of 2021, nearly 9 out of 10 customers had all of their Solocal solutions in subscription mode.

⁽¹⁾ Figures at end of period (EoP); 100% subscription-based customers = no. of customers with all products in subscription mode.



The subscription model is a key element in the transformation of the business model. It is expected to foster





KEY FINANCIAL INDICATORS FOR THE YEAR **2022**

2022 REVENUE €400 m	Net debt at 31/12/2022 €171 m	Net churn rate ⁽¹⁾ 2022 16.6%	Order backlog au 31/12/2022 €221.6 m
Net cash at 31/12/2022 €71 m	2022 ARPA €1,345	2022 recurring EBITDA €115 m	Net financial leverage 1.7x

(1) Churn calculation: no. of customers lost / no. of customers at the beginning of the period. Net winback. figures.

(2) Quarterly sales current year vs. quarterly sales previous. year.

OUR VALUE CREATION IN 2022



- **Close to 100,000 BUSINESSES** improved their digital awareness with our Digital Audits
- Provision of **19 LocalPartner platforms** to local institutions to create directories of local shops and businesses and offer them the chance to use free digital services to grow their online presence
- Our PagesJaunes media fully accessible to all ⁽¹⁾

- **100%** of staff members receive ethics training
- **230** suppliers assessed (since 2019)
- Silver medalist with a Gaïa-EthiFinance rating of: **68/100**
- Bronze medalist with an EcoVadis rating of: **53/100**

- Employee engagement index: **73%**
(+1 pt compared with 2021)
- Percentage of employees who would recommend Solocal: **55%**
(+3 pts compared with 2021)
- Percentage of women executives: **25.64%**
(-5,13 pts compared with 2021)

Environmental



Data



- CO₂ emissions:
 - **offices**
178,404 kgCO₂ emitted,
i.e. a decrease of **11%**
 - **vehicle fleet**
1,603 tonnes CO₂ eq/
vs. 1,542 in 2021,
a slight decrease of **3.96%**
- **waste collection**
7.3 tonnes of waste electrical
and electronic equipment collected

- **No. 3** in France
in digital marketing by
consolidated revenue:
€400 m
- Recurring EBITDA:
€115 m
- Investments :
€32 m

- Over **130,000**
digital ad campaigns
generated⁽²⁾
- More than **2.6 million**
updates of business profiles
per month on average
- **4.3 million**
businesses listed

(1) Digital accessibility simplifies access to digital services for people who are unfamiliar with these technologies, or who have a disability (temporary, situational or permanent). For example, you can now make a hairdresser's appointment on PagesJaunes.fr using a voice assistant.

(2) Includes Priority Ranking campaigns.



CONTEXT & STRATEGY

CUSTOMERS AND MARKET

As a preferred partner of local businesses, Solocal has a major role to play in helping businesses make their digital transition.

68%
OF SMEs CONSIDER
THAT ONLINE
VISIBILITY IS VITAL

Market opportunities

DIGITAL TRANSFORMATION UNDERWAY AMONG FRENCH VSES/SMEs

Digitalisation is the key to maintaining business. SMEs are increasingly aware of the importance of being visible and of offering their customers alternatives (communicating, providing online quotes, organising click & collect services, and so on).

68% of SMEs consider that online visibility is **vital** for their business and **the remaining 32% consider that it is useful**.

Among the main expectations related to online presence are:

Source: La présence en ligne chez les TPE/PME, AFNIC, 2021

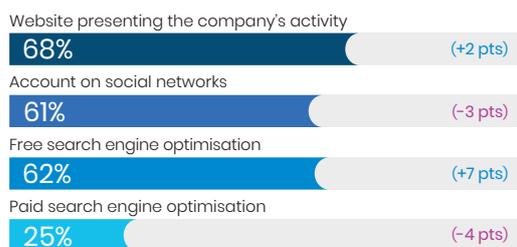


In 2022, **81% of the VSEs/SMEs** surveyed consider that **digital will represent a real advantage** for their company, compared with 78% in 2021 and 68% in 2020;

71% of them have digital skills, including:
 • 40% in-house (this figure is not increasing); and
 • 31% externally via service providers (+2 points).
 86% of companies use at least one visibility solution (+5 points), the most-cited being a website:

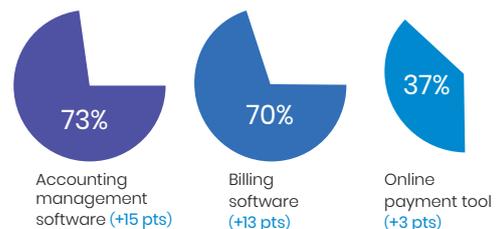
Online presence of SMEs

Source: FranceNum baromètre, DGE, sept. 2022



Furthermore, **85% of companies have at least one digital management solution (+8 points)**; and all equipment rates are increasing.

Source: FranceNum baromètre, DGE, sept. 2022

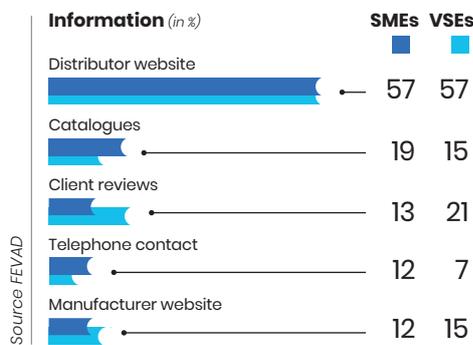


85% have at least one of these software programmes (+8 pts)

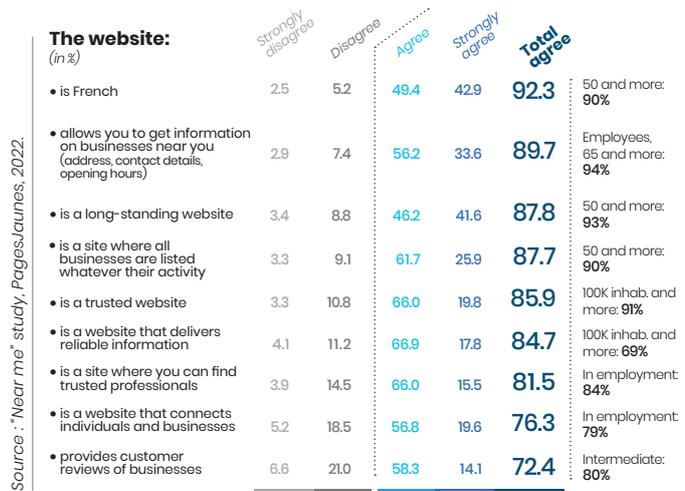
Digital and local: a steady change in consumer habits

Households' use of digital tools for online information and shopping has increased, resulting in sustained growth in the e-commerce market in 2021.

60% of consumers use this approach, getting their information from the five sources detailed below according to the size of the company



The PagesJaunes media enables consumers to obtain information. More than 90% consider that it allows them to obtain information on local businesses and 88% whatever the business they are looking for.



Solocal offers a full range of digital services for businesses and consumers and with its PagesJaunes.fr media, the Company is uniquely placed to benefit from the trends that these changes are producing.

Digital transformation drives responsible and local consumption

The health crisis not only underlined the importance of digital transformation for companies, which had to adapt to survive, but also amplified the change in consumer habits, with people increasingly turning to local businesses.

For more than **60%**⁽¹⁾ of e-buyers who ordered **online from a local retailer**, this is a way to show support for local businesses, and for **57% à of them, a more "practical" way to shop**.

Moreover, among Internet users who ordered from a site of independent local shops or a site of short supply chain producers:



95% of consumers prefer businesses that are located nearby when searching on the internet⁽²⁾.

(1) Source: FEVAD/Médiamétrie barometer, 2022.

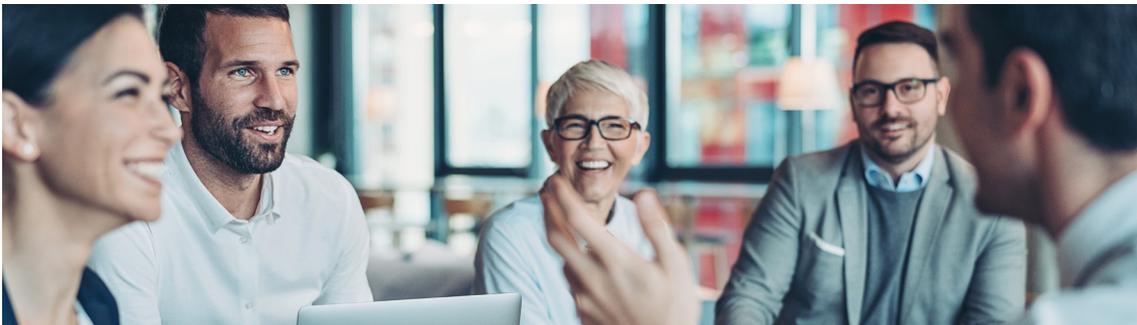
(2) Source: « Near me », PagesJaunes, 2022.

STRATEGY

Previous strategic plans have enabled Solocal to move towards a 100% digital and subscription-based model, making the Group the leading digital partner for French VSEs and SMEs.

SOLOCAL'S MODEL IS BASED ON THREE PILLARS:

- acquiring new customers and growing value for existing customers;
- building loyalty among existing customers on the basis of renewed trust and in-depth work on customer satisfaction;
- developing and enriching the product range in line with our customers' needs, a catalyst for the two previous pillars.



1. Acquiring new customers and growing value

As the first pillar of the group's strategy, the commercial strategy for acquiring and growing value has been a priority since 2021 with the overhaul of the commercial organisation and the strengthening and optimisation of the local network.

In order to improve the performance management of the sales force, the Group has set up a Sales Campus for targeted onboarding and training of the sales people and has introduced a new remuneration plan aligned with the subscription-based business model.

In the field, 2022 brought a strengthening of management at local level through the recruitment

of senior managers and the optimisation of geographical coverage. In total, 400 field sales staff, about half of whom are sales hunters, were spread throughout France by the end of 2022. This network will enable us to be as close as possible to our customers and prospects and to their expectations, allowing us to optimise the development of our portfolio.

In addition, the sales staff now benefit from new prospecting tools and methods.

Through these initiatives, the Group should benefit from a stronger customer acquisition momentum through the field channel, which has a higher ARPA.

2. Building customer loyalty

The second pillar of the Group's strategy is to build customer loyalty by focusing in priority on their trust and satisfaction. As a prerequisite for reducing churn, customer support has been organised around a dedicated team since 2022 so as to offer our customers a first-class experience and ensure a high level of service at every stage of their life cycle.

The value proposition has been enriched by:

- a systematic welcome and onboarding process: briefing and appointments for getting started with all solutions;
- support and assistance: a single point of contact at every step;
- development of the customer relationship: upscaling and cross-selling;
- monitoring of product performance (dashboard).

Through these diverse initiatives and thanks to a streamlined customer experience, Solocal has assembled the tools needed to transition from a responsive customer service approach to a first-rate proactive customer experience approach.

By proactively managing the customer journey, an improved churn rate is expected in the medium term.

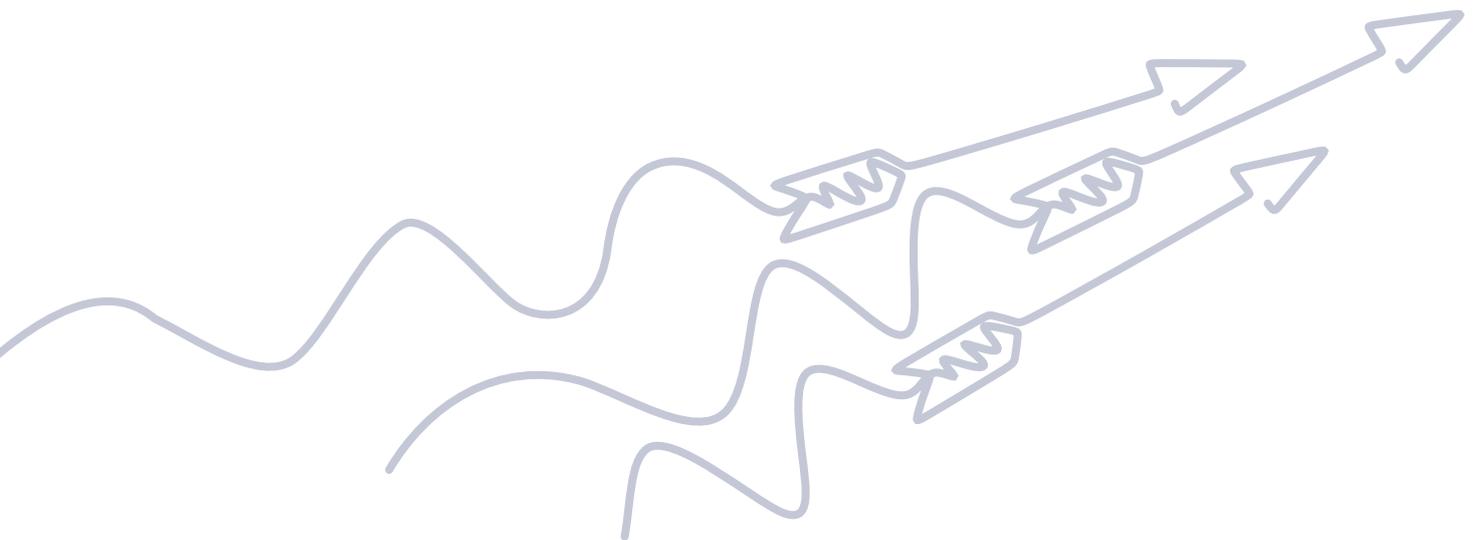
In addition, Solocal is continuing to reinforce the value proposition of its offers by rethinking some (Booster) and enhancing others (Connect, Websites) to better respond to the needs of its customers.

Lastly, improving the dashboards on Solocal Manager will help better present the performance of our products, which is a prerequisite for understanding and validating the return on investment expected by Solocal customers. This enhanced perception of product performance should also help restore customer confidence in the Group's products.

3. Developing and enriching the product range in line with customers' needs

Solocal is developing a unique ecosystem of digital services for local businesses of all sizes, clustered within a single interface, to enable businesses to grow and manage their activity more efficiently: Solocal Manager.

Solocal's objective is to enrich and extend its catalogue by developing new proprietary products and through partnerships.





CORPORATE SOCIAL RESPONSIBILITY (CSR)

In line with the transposition of the European Union Non-Financial Reporting Directive, Solocal has included a Statement on Non-Financial Performance (SNFP) in its management report since 2018. The Statement covers the main governance, employee-related, environmental and societal risks identified with all stakeholders and relevant to its activity. As a listed Company, Solocal also includes information about preventing corruption, tax evasion and respect for human rights.

In its mission to vitalise local life, Solocal facilitates on-the-spot intermediation between local businesses and their customers, as well as between citizens and their town halls, and contributes to fostering reduction of the carbon footprint through local exchanges and contacts.

Since 2020, building on its long-standing local identity and its data-based insight of France and its regions, Solocal has sought to prioritise a number of positive impact issues that help to combat the desertification of town centres by promoting short supply chains and digital citizenship, while working towards better digital inclusion.

In the context of the climate emergency, Solocal contributes daily to the common effort to reduce energy consumption, its carbon impact and to make better use of resources. Moreover, as a digital company, Solocal is working to identify the risks related to climate change, not only for the healthy development of its business but also concerning its impact on the planet. To this end, Solocal carried out two energy audits in 2022 to assess its performance (car fleet and Webfactory in Isle d'Espagnac) and its carbon footprint (scopes⁽¹⁾ 1, 2 and 3), which enabled it to draw up action plans to reduce its carbon and energy impact. Solocal wants to participate in and encourage the development of eco-responsible digital activities, while giving everyone access to all information, both national and local, with the aim of delivering fair and moderate information and of making users more responsible.

Solocal is committed to analysing the green taxonomy in order to better shape its corporate policy to contribute to the EU's objective of carbon neutrality by 2050.

(1) The emissions items selected for the carbon assessment go well beyond the mandatory regulatory scopes 1 and 2. Solocal has also taken into account scope 3 emissions items.

Our 8 priorities:



Societal

1. Fight

the desertification of town centres by promoting short circuits and developing digital citizenship in the regions

The degree of digital maturity of French companies is very heterogeneous. This low adoption of the Internet represents a risk of loss of competitiveness for the French regions. The crisis linked to the Covid-19 pandemic has also revealed the need to accelerate the digitalisation of VSEs/SMEs and has changed consumer habits (click & collect, short supply chains, etc.). Solocal, by pursuing its mission to vitalise local life, aims to contribute to the digital inclusion of small and medium-sized businesses and people undergoing professional retraining and to the development of digital skills across France. To reach this goal, the Company implements a collaborative and partnership policy with local institutional and economic ecosystems (consular chambers, local authorities, associations, local authorities) in an effort to fight the desertification of town centres.

2. Ensure

publication of responsible, broadly accessible content

Solocal aims to provide universal access to quality content in order to guarantee users of its digital services an optimal experience in finding the right business and developing a trusting relationship with it. By pursuing a responsible policy in the design and use of its digital services by companies and users, Solocal is fulfilling its mission to vitalise local life for all with complete confidence. This commitment covers all the information and advertising content produced and distributed on Solocal's platforms, on its PagesJaunes media, and on partner media, as well as the accessibility of all its public communication services to all persons, whether disabled or not.



Governance

3. Promote

the respect and security of personal data

Solocal has made the protection of personal data an essential, core element of its activity in order to ensure its sustainability. In line with our conviction that privacy is good for business, we are committed to help building an internet of trust.

4. Consolidate

ethical governance and take CSR aspects into account to ensure the Company's sustainability

Over and above compliance with laws and regulations, Solocal is convinced of the virtues of consolidating ethical and responsible governance and is committed to developing a policy that integrates CSR aspects so as to ensure the Company's sustainability. Solocal pilots its four CSR pillars, "Societal, Environmental, Social and Governance", through non-financial criteria and their associated objectives. A COMEX CSR Committee is responsible for defining a three-year CSR strategy and CSR-related works are presented to the Board of Directors' Governance Committee for review.



Employment

5. Support

the transformation of jobs and skills

Solocal's success is built primarily on the experience, expertise and skills of its employees; ensuring that their skills match the changing needs of the Company's activities is a true challenge in today's competitive markets. As an extension of the strategic transformation plan and more specifically the refocusing on digital services, supporting employees through training is, from the Company's point of view, crucial to ensuring their employability, both in their development within the Company and in the enhancement of their skills externally.

6. Promote

the development of a pleasant work environment for all

Solocal is going through phases of profound transformation that are a cause of organisational changes and concerns for employees. Well aware of the consequences that such a context can have on the quality of life at work, Solocal implements a policy aimed at promoting the development of a pleasant work environment for all, which helps towards the achievement of its social and economic objectives.

7. Strengthen

employee commitment and making Solocal more appealing

In order to ensure the durability and development of the Company's activities, Solocal aims to attract and retain employees from all backgrounds with a wide range of specialised, complementary skills, a challenge that is all the more difficult to meet in the competitive field of digital technology. In the context of the recovery plan with the "1 young person, 1 solution" policy initiated by the French government in 2020, Solocal is pursuing for the third consecutive year its policy to make itself more appealing to employees and job applicants.



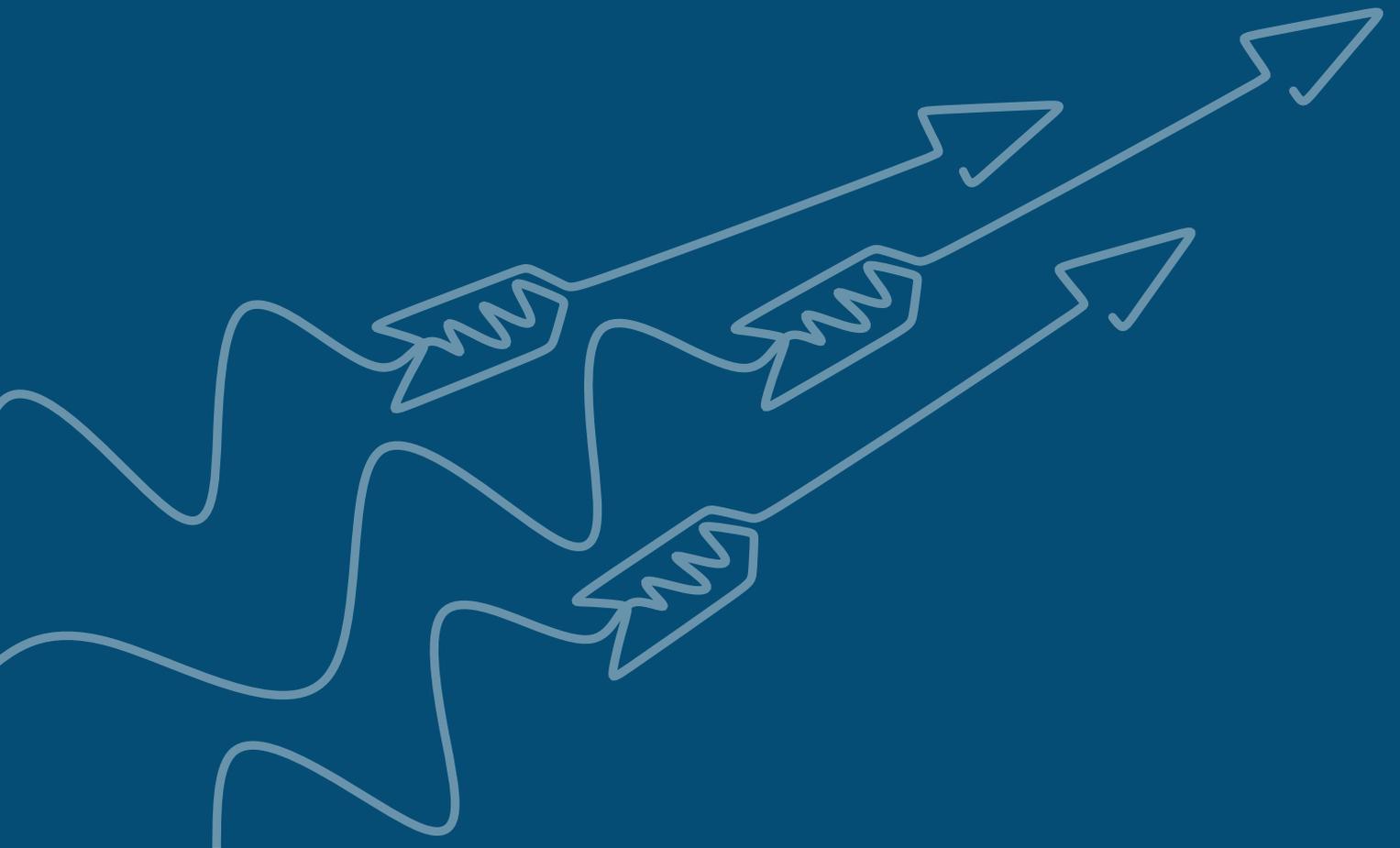
Environmental

8. Optimise

energy consumption, use of resources and reduce the carbon impact for sustainable digital

In order to contribute to the common effort to fight global warming and reduce France's carbon impact by 10% by 2024, Solocal is optimising the resources used to develop and market its digital activities as part of its transformation. With the end of its printed directories business, Solocal made strategic choices that are in line with the environmental priority it supports to reduce its carbon footprint and help local businesses achieve a sustainable and responsible digital transformation.

RE- SOURCES



ADVANTAGES / POTENTIAL GROWTH SOURCES

Solocal's advantages in the market

A unique range of digital services

Through its unique, integrated platform, the Company is the only player in the French market to offer companies of all sizes a wide range of digital services to increase their visibility and grow their business.



Solocal's ambition is to be the trusted provider of digital services and to offer a range of services that will cover a wider range of companies' needs to develop and manage their business, by reinforcing the value proposition of existing services, and by launching new digital services, both proprietary and through partnerships.

Solocal will be able to leverage its ability to produce and distribute digital services on a large scale

thanks to the quality of its internal or integrated technological platforms. In particular, Solocal has developed a unique programmatic advertising server for local advertising campaigns which makes decisions in real time between the different audience sources available to its customers (Yahoo, Bing, PagesJaunes, etc.), enabling it to generate leads at optimised costs.

Over
34,584
websites
monitored daily

Approximately
5,866
websites
produced in 2022

Over
130,000
ad campaigns
generated in 2022

Rich and exclusive content and strong proprietary media

- **Rich and relevant local content** with 4.3 million businesses listed on PagesJaunes, and more than 2.6 million pro listings republished on average each month following an update.
 - **Strategic partnerships** with all the GAFAM giants.
- Solocal also runs highly **intent-driven** media platforms (PagesJaunes, Ooreka) which generate massive audiences. Such audiences are a constant source of purchase-driven and geolocated data, enabling Solocal to conduct targeted advertising campaigns and generate low-cost sales leads for its customers.
- **Vast audience: 1.5 billion searches on PagesJaunes in 2022.**
 - **Exclusive proprietary purchase-driven & geolocated data.**

PagesJaunes' ambition is to become the trusted reference platform to help consumers choose and contact the right professional, in particular through the labelling of professionals which was introduced in 2022.

Differentiating proximity and customer culture

Solocal's local presence and omnichannel sales approach are key differentiating assets when dealing with local customers. They represent a genuine barrier to entry in these markets, both for competitors and for Solocal's partners.

Solocal continues to improve customer support in order to offer a first-class experience to its prospects and customers. This will notably involve setting up a welcome service and providing systematic support when onboarding a new customer.

In addition, the reinforcement and optimisation of geographical coverage in 2022, with an optimised commercial coverage, will bring our sales forces closer to their prospects and customers.



7
geographical
locations
in the regions

Over
288,000
business
customers
nationwide

Close to
2,000
employees
working closely
with customers
(*field sales, telesales,
e-commerce, large accounts
and customer relations*)

MEDIA PLATFORM USERS/DATA



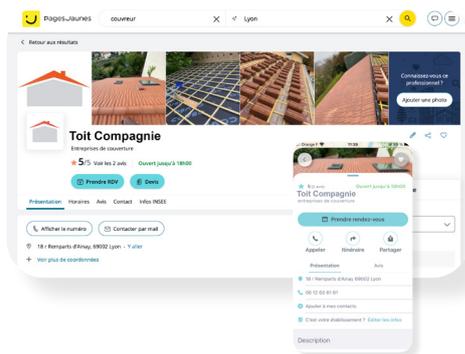
One in three Internet users consult a PagesJaunes website or app every month.

PagesJaunes is the French expert in putting people in touch with local professionals. This major digital service of Solocal, which lists 4.3 million professionals in more than 2,500 businesses throughout France, generated 1.5 billion searches on its website, mobile apps or via its partners in 2022.

From a simple search for contact details to making an appointment online, PagesJaunes offers a range of services that make it easier for the French to access their local life: up-to-date content (100,000 establishments updated daily), rich content (nearly

16 million reviews, photos, opening hours, details of services, etc.), "Super Pro" and "Best Ratings" badges, etc.), online services (making an appointment, requesting a quote, placing an order, booking, messaging), through vertical paths.

The 2022/2023 strategy aims to enhance PagesJaunes' image as a **trusted** player, by strengthening and developing services that enable private individuals to choose the **right professional in complete confidence**. The 2023 national advertising campaign, "PagesJaunes, le pro qu'il vous faut!", emphasises this positioning.

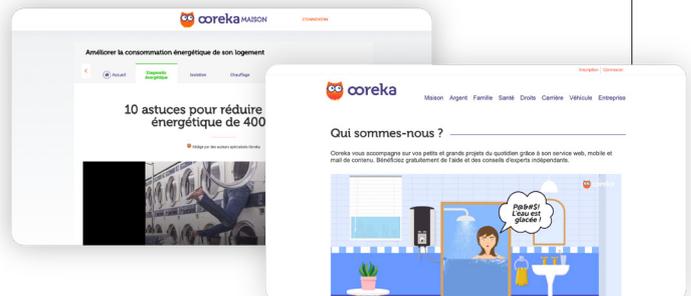


4.3 million
businesses
listed

16 million
reviews



Ooreka.fr is a website that aims to provide high-value practical information to the public, helping users find the right business. It has over 400 websites grouped into five fields: Home & DIY, Money & Law, Life & Work, Health & Beauty, and Business.



PARTNERSHIPS

Content



Google My Business Partner: special access to the Google My Business update API and its support team

Reserve with Google Partner: our online booking solution is natively integrated with Google Business Profile



Partnership for the supply of local content (PagesJaunes) for Apple Maps, Siri, Spotlight and Safari. Apple is a major source of mobile traffic for Solocal customers. In addition, the partnership with Apple boosts the number of downloads of the PagesJaunes app



Use of an API to manage pages and automatically update content



Partnership for the supply of native local content (PagesJaunes) on Alexa for voice searches



Partnership for the supply of local content (PagesJaunes) on Bing. PagesJaunes is the sole supplier of underlying local content (base data). Bing is an important source of fixed traffic for Solocal customers

Advertising

Resale of advertising campaigns on Google

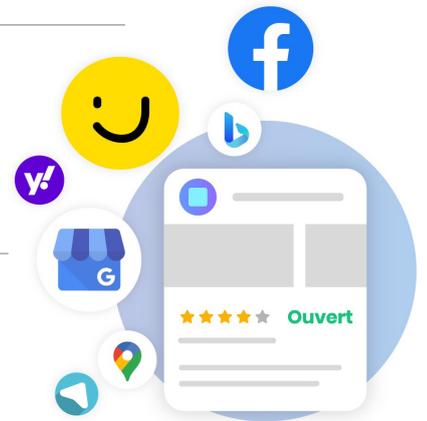
Solocal has been awarded the Google Ads Premier Partner label

Resale of advertising campaigns on Facebook and Instagram

Effilab has been awarded the Meta Business Partner label

Microsoft Advertising Reseller Agreement

Solocal has been awarded the Elite Channel Partner label



Solocal BENEFIT

Generates extra audience for customers and PagesJaunes

Fulfilling the promise of visibility everywhere on the internet

Partner BENEFIT

Unique local content enhances the user experience

Solocal BENEFIT

Close collaboration with partner on marketing and sales approaches

Partner BENEFIT

Knowledge and coverage of Solocal customers

THE EXECUTIVE COMMITTEE

The Company is led by a new management team composed of internal talents and recognised market experts whose interests are fully aligned with those of all stakeholders.

The expertise brought to the table by new members of the team, with recognised skills in the digital field, complements the experience of longstanding members of senior management.

Strengthened by its new recruits, Solocal's management team is well placed to further enhance the Company's products and services and thus improve its competitive position and earnings.

Members of the Executive Committee



Hervé Milcent, Chief Executive Officer

Hervé Milcent has been Chief Executive Officer since 6 April 2021. A graduate in Business Law, Hervé Milcent began his career with the newly created Chronopost in the "operations" teams. He quickly became Director of Operations at Dynapost and then at Médiapost, where he launched and developed geomarketing and targeted distribution solutions, thus acquiring a great mastery of local communication issues. In 1998, Hervé Milcent joined the Arvato Group (Bertelsmann Group) as Managing Director in charge of operations for the Direct Marketing division, which became the French leader under his leadership. Building on this success story driven by a strong portfolio of services launched in France, including subscription-based services, Hervé Milcent extended his responsibilities to Southern Europe, before being promoted to the Group's Executive Committee to manage the roll-out of the "Group CRM Global" solution. In 2014, after more than 16 years within the Arvato Group spent developing and implementing enterprise services, Hervé Milcent was appointed CEO of the Lyreco Group. He implemented a category-based marketing strategy, repositioned the Group's offering to accelerate growth and led the overhaul of the technical and IT infrastructures essential to the company's "Phygital⁽¹⁾" transformation. In 2020, he joined the Teleperformance Group as Managing Director for France, Italy and Germany.

(1) In a phygital strategy, two aspects of the customer experience are combined: the customer relationship through human contact and the digital experience through online interaction or via an application.



David Gillaux, Director of Commercial Operations

David Gillaux has been Director of Commercial Operations since 1 September 2022. He manages the Large Account, VSE/SME Field Sales, Telesales/Customer Relations, Customer Success and Web Factory sales departments.

With a postgraduate degree in financial engineering and business organisation, he began his career in 1996 as an auditor and joined Accenture/Andersen Consulting two years later as an organisation consultant, a position he held for almost 14 years.

In 2012, he was appointed Managing Director of Euro RSCG 360, an agency specialising in operational marketing (MD, digital, research), a position he held until 2016. David Gillaux then joined the Webhelp group where he spent almost five years, first as CEO for France and Belgium in charge of the Utilities and Public Service portfolio, and then as Director of Transformation until November 2020. Since 2021, he has held the position of Managing Director France of Téléperformance. With his extensive experience in Sales Management and Customer Relations, David Gillaux has been taking up customer and sales transformation challenges for 20 years in highly competitive B2C and B2B environments marked by regulatory, structural and economic changes (digitisation of sales channels and customer relations, competition, cost compliance).



Stéphanie Zeppa, Chief Technology Officer

Stéphanie Zeppa has been Chief Technology Officer since 1 October 2021. With a background in engineering (Hautes Études d'Ingénieur in Lille), Stéphanie Zeppa began her career in various positions of expertise in Information Systems, including project management, operations and management at Chanel, France Telecom, Lucent and UPC (now SFR). In 2007, she took over the Performance Department of Docaposte (the digital business of La Poste Group), in charge of cross-functional projects. More specifically, she managed performance plans, the measurement of their effectiveness

including in terms of organisation, the steering of transformation projects, operational and IS Business Continuity, and the implementation of the Company's processes, which she has certified. In 2018, she joined the French Management Committee of Transdev and became Director of Performance, Transformation and Information Systems, where she notably set up and directed the France IS Department and the "Digital Factory" (Fabrique Digitale). She is currently in charge of the entire Information Systems Department of the digital services platform, the consolidation of the 100% cloud model and Research & Development within the Group.



Olivier Regnard, Chief Financial Officer (CFO)

Olivier Regnard joined the company on 1 July 2019 and heads the Finance, Purchasing and Real Estate functions. He is also in charge of Investor Relations. Before joining Solocal, he worked at Mauna Kea Technologies (a Euronext-listed medical technology firm) before becoming CFO of Europe Snacks (an agri-food company with annual revenue of €350 million and 2100 staff) in the first quarter of 2018, where he played a noteworthy part in the company's external expansion and refinancing. Between 2013 and 2017, Olivier Regnard was Deputy CEO and Chief Financial Officer of Latécoère

(a first-tier aerospace supplier listed on Euronext with annual revenue of €660 million and 5,000 staff) with responsibility for the Financial, Legal and Purchasing departments. During this time, he made a considerable contribution to Latécoère's transformation plan. Prior to this experience, Olivier Regnard spent almost 15 years with Deloitte in Audit and Financial Advisory Services. During this period, he had the opportunity to work in highly diverse business activities and environments in France and abroad. Olivier Regnard is an expert-comptable (certified public accountant) and a graduate of ESSEC business school.



Jean-Charles Rebours, Director of Human Resources

Jean-Charles Rebours was appointed HR Director of Solocal in June 2022. He is responsible for supporting the Group's transformation, steering organisational changes and contributing to the development of a stimulating and fulfilling working environment for Solocal employees. With a strong expertise in change management, his mission is to give strategic impetus to future developments in HR policy, conduct social dialogue and deploy an innovative work organisation. Jean-Charles Rebours began his career at Valeo. In 2000, he joined the Renault group

where he held progressively more senior positions, first in recruitment and then in labour relations. In 2009, he joined GSK France as Director of Labour Relations. He led several transformations before being promoted in 2012 to HR Director France and Southern Europe in the Consumer Healthcare Division. In September 2014, he was appointed Vice President in charge of the laboratory's Human Resources. Jean-Charles Rebours is a graduate of Sciences Po Paris and holds a postgraduate degree in Human Resources.



Stéphane Monat, Marketing, Products and Media Director

Stéphane Monat began his career at Orange in 1996, where he notably held the position of Marketing and Communication Manager for the Networked Games Business Unit. He joined the PagesJaunes SA Group in 2004 and was appointed head of the Marketing department of the PagesJaunes media five years later. The Group was then in the midst of a digital transformation, with the PagesJaunes media being the primary vector. In 2015, Stéphane Monat was appointed CEO of ClicRDV, a Solocal subsidiary which publishes the SaaS online appointment booking solution, which he

developed for four years before taking over responsibility for the Solutions & Websites service line in 2019. During his 20 years of experience within the Solocal Group, Stéphane Monat has strengthened his expertise in business transformation and sales development and has acquired recognised experience in digital product development. A rich career combining strategy and operational execution, marked by the launch of numerous high-value services and the steering of several transformation programmes. With his expert knowledge of the Group and its results, Stéphane Monat's appointment at the head of the Group's Marketing, Products and Media department is a logical step. Stéphane Monat is 52 years old and holds a master's degree in Telecommunications and New Media Management from the University of Paris Dauphine (1996).

CORPORATE GOVERNANCE

The Board of Directors



SIC 
Philippe Mellier,
Chairman



SIC 
David Amar,
Vice-Chairman



AC 
Delphine Grison



GC 
Bruno Guillemet



AC 
**Anne-France
Laclide-Drouin**



SIC 
Marie-Christine Levet



GC
Catherine Robaglia



GC 
Sophie Sursock

- AC** Audit Committee
- GC** Governance Committee
- SIC** Strategy & Innovation Committee
-  Independent director

OUR COMPANY IS MANAGED BY A BOARD OF DIRECTORS THAT DECIDES ON BUSINESS STRATEGY AND OVERSEES ITS EXECUTION BY SENIOR MANAGEMENT.

Subject to the powers expressly reserved by law for General Shareholders' Meetings and within the limits of the corporate purpose, the Board reviews all issues concerning the operation of the Group's activities and decides on all matters affecting the business. It also expresses its opinion on all major decisions in relation to the Company's strategy, business development, human resources, finances and technology.

Solocal Group follows the principles for the corporate governance of listed companies set out in the AFEF-MEDEF Corporate Governance Code in its revised version of December 2022.

The Board of Directors has set up three committees within the company, an Audit Committee, a Governance Committee and a Strategy & Innovation Committee.

8 DIRECTORS

including 1 representing employees and 7 independent directors

COMPLEMENTARY
et TRANSDISCIPLINARY
SKILLS

Members have
IMPRESSIVE EXPERIENCE
AND EXPERTISE
in the digital sector

PRINCIPAL ACTIVITIES

Review of results and business performance, adoption of strategic orientations and monitoring of their implementation, verification of major risks, review of non-financial regulatory compliance and work on CSR strategy.

11
meetings
in 2022

96%
average
attendance
rate

57%
are
women

Committee members

Audit Committee	Governance Committee	Strategy & Innovation Committee
<p>Anne-France LACLIDE (Chair)</p> <p>Delphine GRISON</p>	<p>Bruno GUILLEMET (Chair)</p> <p>Sophie SURSOCK Catherine ROBAGLIA</p>	<p>Philippe MELLIER (Chair)</p> <p>David AMAR Marie-Christine LEVET</p>

Responsibilities of the members of the Board of Directors

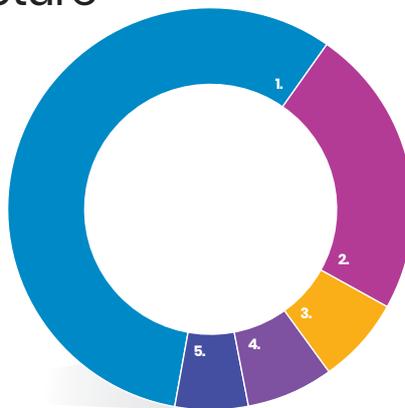
<p>DIGITAL AND INNOVATION</p> <p>5 members</p> <p>David AMAR Delphine GRISON Marie-Christine LEVET Catherine ROBAGLIA Sophie SURSOCK</p>	<p>CUSTOMER KNOWLEDGE, SALES FORCE MANAGEMENT AND CUSTOMER RELATIONS</p> <p>4 members</p> <p>Philippe MELLIER David AMAR Marie-Christine LEVET Catherine ROBAGLIA</p>	<p>FINANCE</p> <p>4 members</p> <p>Philippe MELLIER David AMAR Anne-France LACLIDE Sophie SURSOCK</p>
<p>TECHNOLOGY, DATA AND CYBER-RISKS</p> <p>4 members</p> <p>Delphine GRISON Marie-Christine LEVET Catherine ROBAGLIA Sophie SURSOCK</p>	<p>RESTRUCTURING AND TURNAROUND</p> <p>2 members</p> <p>Philippe MELLIER Anne-France LACLIDE</p>	<p>COMPLIANCE, ETHICS, CSR</p> <p>3 members</p> <p>Delphine GRISON Anne-France LACLIDE Bruno GUILLEMET</p>

As Solocal is mainly present in Europe, particularly in France, the presentation below focuses on European and French legislation and regulations.

MAIN SHAREHOLDERS

Shareholder structure as at 31 December 2022

131,906,654
SHARES



1. — Public
56.5% (74,552,004 shares)
2. — GoldenTree AM
23.2% (30,616,919 shares)
3. — DNCA Finance
7.0% (9,186,100 shares)
4. — Melqart AM
6.9% (9,118,600 shares)
5. — Credit Suisse AM
5.8% (7,684,500 shares)

Relations with shareholders

In order to strengthen dialogue with shareholders and encourage long-term investor commitment, the members of the Board of Directors and the entire management team are particularly attentive to relations with both individual and institutional shareholders.

Solocal promotes ongoing interaction and communicates with shareholders and investors on a daily basis, via dedicated channels, including an investor phone line, emails, a dedicated webpage, contact form, etc.

A number of meetings and events are also held throughout the year to provide forums for regular, detailed dialogue between the Company and its investors:

1. General meetings are held at least once a year.

Ordinary General Meetings (OGMs) are held once a year during the six months after the year end. OGMs are intended to inform shareholders about the Group's activity and results, approve the financial statements, resolve upon the amount of the dividend, appoint or reappoint the members of the Board of Directors and the Statutory Auditors, and authorise any transactions relating to the ongoing management of the business.

The Extraordinary General Meeting (EGM) allows for the approval of resolutions aimed at amending the articles of association or validating possible capital operations (increase, reduction, merger, etc.) within defined limits.

Combined General Meetings (CGMs) are general meetings that are called to vote on both ordinary and extraordinary resolutions.

In 2022, a CGM was called on Thursday 2 June.

2. Investor presentations and Investor Days.

Investor presentations are held several times a year to announce the quarterly, half-yearly and annual results, while Investor Days provide an opportunity to showcase news about the Group's organisation, products and any other relevant matters.

These presentations are filmed and made freely available in the Shareholders & Investors section of the Solocal Group website. In 2022, presentations were held on the following dates:

- annual results 2021: 22 February 2022;
- first quarter results: 27 April 2022;
- half-year results: 27 July 2022;
- third quarter results: 26 October 2022;
- annual results 2022: 27 April 2023.

3. Numerous meetings with institutional funds (current or potential shareholders or bondholders) at roadshows, conferences or forums.

Meetings with individual shareholders were organised in 2022 via the F2IC (a club of individual shareholders).

Finally, in order to promote dialogue with its shareholders and to contribute to the transparency of information, the Solocal Group is setting up a certain number of initiatives via the "Investors" section of the [solocal.com](https://www.solocal.com) website, maintaining it up-to-date for a simpler browsing experience providing easier access to comprehensive information.



ABOUT SOLOCAL

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1.1 Sector overview

1.1.1 THE MAIN DRIVERS OF DEMAND AND CUSTOMER NEEDS

Digital transformation among French VSEs/ SMEs at the heart of local and responsible consumption

Internet use plays a key role in customer relations among VSEs & SMEs for maintaining ties with consumers. SMEs now understand the importance of being visible and offering their customers options for communicating differently, preparing online quotes, organising click & collect services, etc.

68% of SMEs consider that online visibility is **vital** for their business, and the **remaining 32% consider it useful**. Among the main expectations associated with online presence, 64% seek first and foremost to be able to present their activity, while 45% seek to communicate with their clients and prospects and be easily found.

81% of the VSEs/SMEs polled consider that digital technology will represent a real advantage for their company, compared with 78% in 2021 and 68% in 2020; 71% of them benefit from digital skills, including:

- 40% in-house;
- 31% externally via service providers.

86% of companies use at least one visibility solution, the most cited being the website for 68%, followed by free online referencing for 62% and, down from last year, social media accounts (61%) and paid online referencing (25%).⁽¹⁾

Among the three most important issues for businesses, contributing to local economic vitality is as important as improving the day-to-day management of their business.

Moreover, 65% of the business leaders polled consider that the digitalisation of VSEs & SMEs in their region represents a powerful lever for developing that region's vitality and attractiveness.

With PagesJaunes.fr and a full range of visibility solutions, Solocal has positioned itself to help French SMEs & VSEs with their digital transformation and to promote their business locally throughout France.⁽²⁾

Consolidating digital skills to make better use of digital tools

Marked by the health crisis, many companies have been forced to undertake the digital transition in order to develop their online presence. Thus, according to an Afnic study on the online presence of French VSEs & SMEs in 2021, the motivation to be online and the importance of search engine ranking are increasing, and are now in the process of being consolidated.

The website is identified as one of the most-used tools by small businesses; even if it varies according to the company's size, online presence today combines websites (68%) and social networks (80%).

However, Afnic identifies that the publication of content still remains infrequent on websites, where 59% of respondents do not update their site more than once a month, versus 10% who do so every day. 75% of the companies polled have connected their website to their social network pages.

With only 67% of respondents stating that they do not undertake any online advertising, 29% of them invest in advertising on social networks, 12% in keywords on search engines, and 5% in banners on high-traffic sites.

Almost one third of respondents consider that their online presence accounts for more than 30% of their revenues.

(1) Source: Baromètre FranceNum, DGE, September 2022.

(2) Source: Opinionway x Quonto, "les besoins des entreprises françaises" (the needs of French businesses), April 2021.

1.1.2 OUR MARKETS

1.1.2.1 Addressable market

Via its Connect, Websites and Booster offers, Solocal addresses a sub-segment of the advertising and communication market – as defined by the France Pub research firm⁽ⁱ⁾ – estimated at €32.7 billion in 2022, a 5.7% increase over 2021.

The share of Digital and Directories includes net investments by advertisers as defined by the France Pub research firm in:

- “Internet”: display, social, search advertising and other levers (emailing, comparators, etc.);
- Online “Directories”.

1.1.2.2 Penetration rate (in volume) by business sector

With 288,000 customers and penetration rates of between 5% and 21%, Solocal is the trusted local digital partner of all companies, whatever their sector, to spur their growth.

Communication expenditure is estimated by France Pub on the basis of 66,894 advertisers in all media.

Considering that almost 90% of companies in Solocal’s customer base have less than 10 employees, Solocal is primarily positioned on the VSE/SME segment, i.e. businesses that invest in communication and advertising locally and regionally. However, it also addresses the Large Accounts and Networks segment via dedicated offers and teams.

In 2022, Solocal continued to consolidate its position as France’s digital marketing leader with a heterogeneous customer base. Solocal builds on its knowledge of the various industries to offer dedicated and innovative services.

⁽ⁱ⁾ Results of the 2022 Advertising, Media and Communication Market and 2023 Forecasts by the “baromètre unifié du marché publicitaire” (BUMP) barometer in partnership with FrancePub, IREP and KANTAR.

1.1.2.3 The main players in our markets

Given the extent of its range of digital solutions for local businesses, Solocal is operating in a complex and competitive environment that comprises many different types of players:

The GAFAM (Google, Apple, Facebook and Amazon), who provide specific communication solutions based on their own proprietary user services to huge audiences. Solocal believes that its local presence, and especially its local sales teams, as well as its customer base of VSEs and SMEs, make it a valuable service provider alongside the GAFAM;



Web and media agencies operating on a local, regional or national level, who offer a wide range of media solutions such as websites or AdWords campaigns. Solocal believes that the large audience on its own platforms, purchase-driven & geolocated data and proprietary products and services allow it to compete with these agencies;



Highly specialised SaaS players, who offer specific digital solutions with a limited functional scope, such as website creation (Simplébo) or presence management (Partoo). Solocal believes that the breadth of its range of digital services brings it additional legitimacy for assisting with the digitalisation of VSEs and SMEs;



SaaS platforms, which offer a palette of highly integrated services, sometimes verticalised within a specific sector (e.g. TheFork for restaurants, Doctolib for healthcare, Planity for beauty). Solocal believes that, on the strength of its massive audience and special partnerships with the main players in the digital realm, together with the diversity of its relational and transactional services, it can offer both an exhaustive presence on the major internet hubs and an optimised user experience well suited to the local business sector.



1.2 Strategy and objectives

1.2.1 SOLOCAL STRATEGY

Previous strategic plans have enabled Solocal to move towards a 100% digital and subscription-based model, making the Group the leading digital partner for French VSEs and SMEs.

In order to consolidate its position in the French market, the Group strategy is based on three pillars:

- acquiring new customers and developing value for existing customers;
- building loyalty among existing customers on the basis of renewed trust and in-depth work on customer satisfaction;
- developing and enriching the product range in line with our customers' needs, a catalyst for the two previous pillars.

1.2.1.1 Commercial strategy for acquiring new customers and growing value

As the first pillar of the Group's strategy, the commercial strategy for acquiring and growing value has been a priority since 2021, with **the overhaul of the commercial organisation** and **the strengthening and optimisation of the local network**.

In order to improve the performance management of the sales force, the Group has set up a **Sales Campus** for targeted onboarding and training of sales people, and has introduced a **new remuneration plan** aligned with the subscription-based business model.

In the field, 2022 brought **a strengthening of management at local level** through the recruitment of senior managers and the optimisation of **geographical coverage**. In total, 400 field sales staff, about half of whom are sales hunters, were spread throughout France by the end of 2022. This network will enable us to be as close as possible to our customers and prospects and to their expectations, allowing us to optimise the development of our portfolio.

In addition, the sales staff now benefit from **new prospecting tools and methods**.

Through these initiatives, the Group should benefit from a **stronger customer acquisition momentum** through the field channel, which has a higher ARPA.

1.2.1.2 Building customer loyalty

The second pillar of the Group's strategy is to build customer loyalty by focusing first and foremost on their trust and

satisfaction. As a prerequisite for reducing churn, customer support has been organised around a dedicated team since 2022 so as to offer our customers a first-class experience and ensure a high level of service at every stage of their life cycle.

The value proposition has been enriched by:

- a systematic welcome and onboarding process: briefing and appointments for getting started with all solutions;
- support and assistance: a single point of contact at every step;
- development of the customer relationship: upscaling and cross-selling;
- monitoring of product performance (dashboard).

Through these diverse initiatives and thanks to a streamlined customer experience, Solocal has assembled the tools needed to transition from a responsive customer service approach to a first-rate proactive customer experience approach.

By proactively managing the customer journey, an **improved churn rate** is expected in the medium term.

In addition, Solocal is continuing to reinforce the value proposition of its offers by rethinking some (Booster) and enhancing others (Connect, Websites) to better respond to the needs of its customers.

Lastly, improving the dashboards on Solocal Manager will help better present the performance of our products, which is a prerequisite for understanding and validating the return on investment expected by Solocal customers. This enhanced perception of product performance should also help restore customer confidence in the Group's products.

1.2.1.3 Developing and enriching the product range in line with customers' needs

Solocal is developing a unique ecosystem of digital services for local businesses, clustered within a single interface, via which firms can grow and manage their activity more efficiently: Solocal Manager.

Solocal's objective is to enrich and extend its catalogue by developing new proprietary products and through partnerships.



1.2.2 THE GROUP'S COMPETITIVE STRENGTHS

See the Integrated Report, section Advantages/Potential growth sources, pages 22 & 23.

1.2.3 FINANCIAL OBJECTIVES

In a context of early **2023**, which is marked by inflationary pressures and difficulties in retaining VSE/SME customers in an uncertain environment, the Group expects **revenue in the coming quarters to be in line with the revenue of the first quarter of 2023 (€93.3 million), below 2022**. In 2023, the group will continue cost control efforts to maintain an EBITDA margin between 20% & 25%. Beyond market conditions, the

Group will be impacted by the full-year effect of the sales force increase implemented in 2022, the impact of the communication campaign broadcast in 2023 and an expected slightly unfavorable product mix. Finally, the group will focus on productivity of the sales force and improving customer satisfaction in order to limit the churn.

1.2.4 NON-FINANCIAL OBJECTIVES

See chapter 3.2 "Statement on non-financial performance", pages 80 to 98.

1.3 Business overview

1.3.1 MISSION STATEMENT

See the Integrated Report, section "Mission statement", page 7.

1.3.2 B2B DIGITAL SERVICE OFFER

Solocal seeks to accelerate the growth of local businesses through digital power.

For this purpose, it offers **a broad range of digital solutions and services, mostly on a subscription basis, accessible in SaaS mode via a single application: Solocal Manager**. This offer is intended for VSEs, SMEs and large network accounts.

For the VSE-SME segment, the current offer is based on 3 product ranges (Connect, Website and Booster) and 3 levels (Essential, Premium and Privilege).

The **Connect** range, intended as the basic foundation essential for all VSEs/SMEs, is now used by almost 168,000 businesses in France.

It allows local businesses to be visible on the Web's main high-traffic platforms (Google, Facebook, PagesJaunes, Bing, etc.).

Via Solocal Manager, professionals equipped with Connect can easily enhance, update and disseminate their information in real time on Google, Facebook, PagesJaunes, Bing, etc.

With Connect, professionals also benefit from solutions that they can use to increase and improve their interactions with their customers (management of reviews, management of quote requests, instant messaging, etc.), develop their business (online appointment scheduling, click & collect) and better retain their customers (by centralising and enhancing their customer databases, creating and implementing e-mailing campaigns or text campaigns).

At the end of December 2022, almost 140,000 pros were equipped with one of these solutions.

The Connect offer stands apart thanks to Solocal's privileged partnerships with certain high-traffic platforms (such as Bing, Apple or Yahoo) and the breadth of the digital solutions offered to professionals to develop their activity, accessible via a single platform: Solocal Manager.

At the end of 2022, some 615,000 pros were equipped with Solocal Manager, 372,000 of whom in free mode, and 243,000 in paid mode⁽¹⁾, all of which gives Solocal a fairly unique capacity to optimise the online presence of local businesses.

Website is the logical extension to Connect, and invites local businesses to complete their visibility on the web's high-traffic platforms with the creation of their own website.

Having won over 34,000 customers, Solocal's Website range benefits from a broad statistical base to identify the highest-performing keywords in terms of local SEO. In addition to offering advanced support at every step in a website's life, from its creation to its day-to-day management, Website stands apart thanks to its very high SEO performance, key to effective local visibility for professionals.

Booster is Solocal's third product range for VSEs and SMEs. As its name implies, Booster sets out to boost a company's natural online visibility through advertising. Like the Website range, Booster is focused on performance, with a range of products that maximise volumes of ad displays, visits on the company's website or direct contacts with the company (in the form of telephone calls, online appointments or quote requests). Again, this performance is the result of a high number of local advertising campaigns (more than 130,000 in 2022) organised in parallel by Solocal on various platforms (Google, Bing, Facebook, Instagram and, more generally, all online advertising). This in turn represents an analysis basis on which Solocal can optimise the efficiency of its purchasing algorithms.

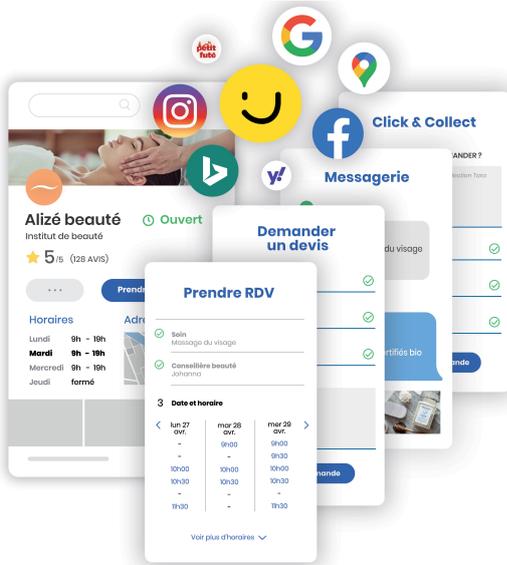
Overall, Solocal's VSE-SME range thus meets the basic needs of local businesses in terms of digital communication.

As for **Large Accounts**, Solocal's offer mainly targets networked regional and national brands. These companies are increasingly aware of the need to adopt more local digital strategies. Solocal's Networks solutions allow these companies to better tap into local market potential by optimising their digital presence and their local-scale advertising setup, taking into account the specifics of each catchment area. Solocal's offer is distinctive in that it addresses all network profiles, whether centralised or decentralised. Companies can thus delegate all or part of their local digital strategy to their sales points: updating sales point information, communicating local news or promotions, e-reputation management, etc.

(1) Business customers who logged on at least once during the period from 01/01/2022 to 31/01/2022.

For this purpose, Solocal's Large Accounts offer uses a specific version of Solocal Manager, namely the Bridge platform, which allows network heads and sales points to jointly manage every facet of their digital visibility.

Connect



In 2020, to better meet the needs of pros, Solocal completed its digital presence offer in three key areas: facilitating interactions between the pro and their customers (e.g. instant messaging), developing the pro's business via the Internet (e.g. online appointment scheduling) and securing the loyalty of their customers (e.g. direct marketing solution). With Connect, Solocal is positioned as the market's only player to offer a complete range of relational presence services on the VSE/SME market. The Connect range's value proposition ties in with Solocal's approach to support the digitalisation of VSEs/SMEs via turnkey SaaS solutions that are easy to use and accessible via a single app: Solocal Manager.

Like the Website and Booster ranges, the Connect range offers three levels of service, namely Essential, Premium and Privilege, to consolidate the attractiveness of the offers and encourage customers to upgrade. It is available in subscription mode with a 12 or 24 month commitment period, payable either upfront, in three instalments, or each month.

- The **Connect Essential** solution, available for €29/month, meets the basic needs of businesses in terms of digital presence; they can publish information and news across a wider network of more than 20 media players, search engines and partner social media platforms, manage their e-reputation, and access instant messaging on PagesJaunes, Google My Business and Facebook, all from a single app: Solocal Manager.
 - **Connect Premium**, available for €49/month, supplements the Essential version with access to 3 additional services so that local businesses can better convert their digital presence:
 - access to an online agenda and an online appointment service;
 - online quote requests on Pagesjaunes.fr;
 - management of a customer database to organise and manage all of the business's customer contacts and prospects.
 - **Connect Privilege**, available for €69/month, supplements the Connect Premium version with access to a direct marketing solution which businesses can use to leverage their customer database via e-mail and text campaigns. This offer also includes a photo report done by a professional photographer, allowing local businesses to improve the quality and appeal of their online image.
- All of the solutions accessible in the Connect range can be used daily via the Solocal Manager app. Use of the proposed services includes Solocal customer support as soon as the solution is deployed and throughout the customer life cycle, thereby encouraging Solocal Manager's proper adoption and the use of the solutions subscribed to by customers.

Websites



Among the main high-traffic platforms on which any business must strive to improve its digital visibility is its own website. Solocal offers a range of corporate and e-commerce websites compatible with all interfaces (PC, tablet, smartphone), tailored to the needs and budgets of all local businesses and networks.

The Website range offers three levels of service: “Essential”, “Premium” and “Privilege”, via a 24-month subscription.

It is the perfect complement to the Connect range, which enables the business to manage its digital visibility, but on the Web’s main high-traffic platforms.

Solocal’s Website range is a complete offer of websites customised for its customers, and distinguished by:

- unparalleled Search Engine Optimisation (SEO) on the two leading search platforms, namely Google and Bing;
- strengthened performance through paid Search Engine Advertising (SEA) included in the offer, guaranteeing a minimum amount of traffic on the subscriber’s website;
- a wide range of customisable templates, or bespoke templates specifically tailored by expert web designers;
- support for the lifetime of the website, including assistance and advice.

The Website range is available in a showcase or click & collect version and allows local businesses to access online order taking via dedicated features, and to benefit from support tailored to their commercial strategy:

- creation of an online product catalogue and commercial hosting features;
- automatic inventory count and statistical tracking of sales;
- integrated secure payment and click & collect solutions for in-store pickups.

The efficacy of this offer is underpinned by robust industrial platforms with, in particular, the Duda white label website creation platform, on which all our new websites are now created.

Websites are developed at the Angoulême web factory, which brings together all the skills needed for large-scale production of quality websites.

Thanks to its industrial expertise in website creation, backed by proprietary tools to optimise site ranking on search engines and a competence centre with dedicated web design and SEO teams, Solocal is positioned as a leading, benchmark player in the creation of websites for local businesses.

Digital advertising – Booster



The Booster digital advertising range amplifies customers’ online visibility beyond their website’s natural visibility or their mere presence on the main high-traffic platforms. Its purpose is to bring customers more direct contacts and visits to their website, and greater exposure to a relevant, predefined audience of local consumers.

This range hinges on five subscription-based service offers, exclusive on the market, to meet the needs of businesses:

- **Priority ranking:** solutions which, in response to local searches by Internet users, give businesses top-level visibility on PagesJaunes, Solocal’s media and on a network of media partners – Mappy, Yahoo! and Local Ads;
- **Booster Notoriété (brand awareness):** solution for displaying ads in Display format, distributed locally on PagesJaunes, social networks and via programmatic advertising on the web;
- **Booster Site:** performance solution that brings businesses a volume of real, measured local and affinity visits to their website in order to improve its ranking and performance;
- **Booster Contact:** the equivalent of Booster Site, this performance solution offers businesses a volume of real, measured leads (phone calls, quotation requests, etc.) every month within their catchment area;

- **Local Impact:** an innovative solution for displaying ads in Display or Video format that exclusively targets individuals within the customer's catchment area, thereby allowing them to calculate and increase in-store physical visits.

These solutions are underpinned by Solocal's singular expertise and competitive edge, through which it can offer its customers unique, optimised digital advertising solutions at least cost:

- **exclusive proprietary user services (PagesJaunes and Ooreka)** whose corresponding audience is concurrently (i) very significant, with more than 21 million unique visitors each month, (ii) structurally geo-localised on a hyper-local scale, and (iii) highly intent-driven, with a very high lead conversion rate compared to the advertising market's standards;
- **media and technological partnerships** with major digital players (Google, Facebook Bing, Yahoo!) and with an extensive network of local, lead-providing media players ("Local Ads" exclusive network), earning Solocal its unique positioning for the acquisition of leads for local businesses at the best price;
- **unparalleled expertise in local advertising campaign management** in France, shouldered by the development of a proprietary technological platform for managing ad display campaigns, on numerous high-traffic platforms, both internal (PagesJaunes, Ooreka and its vertical variants) and external (programmatic purchase of ad spaces within the catchment area of our customers).

These offers are available via monthly subscription, with a commitment period ranging from 6 to 24 months, depending on the type of service. Prices start at €65/month. Each offer is available by business sector, catchment area and keyword depth, all selected by the subscriber. This ensures a perfect match between businesses' lead acquisition strategy and the quality of the results of the proposed advertising campaigns.

Solocal is the only player in France capable of operating hyper-local digital advertising on an industrial scale, for VSEs/SMEs, by leveraging all of the web's main audience sources. In fact, thanks to partnerships with Google, Bing, Yahoo!, its Local Ads partner network and its PagesJaunes and Ooreka proprietary user services, Solocal offers its customers the ability of capturing all searches made by Internet users for local businesses in France and transforming them into real, measured leads for the activities of its customers, at best cost.

As with all its solutions, Solocal's advertising offers are turnkey; they integrate the creation of effective visual tools along with landing pages that provide different methods for connecting the Internet user with the business. This aspect also includes the ongoing measurement and optimisation of advertising

performance by a team of experts in campaign management. These experts use proprietary technological solutions based on algorithms and machine learning to buy the best keywords, ad spaces or SEO rankings at the best price, and to effectively transform an online audience into visits or real, tangible leads for the benefit of the customer's activity, whatever the sector.

Products for large accounts

Solocal's offer also covers the needs of local large accounts. Whether for large national networks or more local brands, Solocal offers tailored products across its whole range, both for Digital Presence and Digital Advertising.

This Online to Offline solution range is built on a number of assets developed by Solocal, enabling it to gain local leverage via online presence management and digital advertising:

- the **Bridge** platform, via which a network can manage its digital visibility in real-time, both centrally – at the level of the network head, and locally – at the point of sale. For this purpose, the platform integrates a store locator solution (a local web page dedicated to a point of sale), a presence management solution (real-time management of all key information on the network – business hours, reviews, news, photos – on the store locator and on 20 or so high-audience websites and social media platforms), and a digital advertising solution (on Google and Bing at present);
- in its mobile-to-store version, **Local Impact** is built on a specific programmatic chain and algorithms developed by Solocal to measure the offline impact of campaigns and, more specifically, to calculate the number of actual visits in sales points;
- the **Network Booster** solution adapts the features of Solocal's Booster Contact to address the specific issues of store networks. It is an advertising performance offer that guarantees the advertiser, for each catchment area in their network, a certain number of qualified leads (phone call analytics, online appointments, etc.), generated by ads displayed on search engines such as Google and Bing. Tailored to brands organised in distribution networks, this multi-local offer serves to coordinate and oversee both local and national networks and thus tap into the full potential of each catchment area;
- the **SoMS (Solutions Marketing Service)** package provides tools for enhancing databases and direct marketing (text, e-mailing campaigns) to allow customer networks to acquire new customers and secure the loyalty of their existing ones. It includes one of the market's most extensive databases (BtoB and BtoC) in complete compliance with the data protection regulation, and draws on a team of experts and know-how spanning more than 20 years.

1.3.3 A LOCAL-LEVEL ORGANISATION TO DEVELOP INDUSTRIAL-SCALE DIGITAL SERVICES

A sales growth strategy driven by the Enterprises segment and by our local market coverage

To address its market, Solocal has structured its organisation into three market segments, with the following characteristics in 2022:

- Large Accounts (around 2% of the customer base⁽ⁱ⁾), correspond to network accounts with more than 10 sales points, and national brands;
- Enterprises (around 24% of the customer base⁽ⁱ⁾), characterised by businesses with a high development potential;
- the remainder of the VSE market (around 74% of the customer base⁽ⁱ⁾) with a lesser development potential.

A plan to improve our commercial performance was deployed in 2022, one of its main goals being to improve our average revenue per account (ARPA). This goal mainly hinges on stabilising the Enterprise sales force and improving performance, through four pillars:

1. better managing collective and individual performance through a reinforced management team (renewal of the Sales Directors) and a new compensation plan that is 85% dependent on incremental order taking;
2. better local coverage: the in-field sales force (400 FTEs) has been redeployed across 7 regions (vs. 5 in 2021) in line with market potential (Solocal's low penetration rate vs. the presence of prospects that are part of our target), and is now backed by a dedicated telesales service to cover white areas;

3. new methods and new tools to bolster the acquisition activity via a contact plan enriched with leads (~50,000 digital audits distributed), customer knowledge (prioritisation of ~200,000 high-potential prospects) and a new mobile tool provided to our in-field sales forces to optimise their tours and select the highest potentials;
4. a redefined training programme, realigned with the new skills sought, a new programme for onboarding new sales people and the improved ongoing assessment of salespeople's digital skills.

Customer satisfaction, a key aspect of our operations, managed at the level of each Solocal employee interacting with the customer

As soon as professionals entrust us with their website, they enter into a long-term relationship with Solocal. Customer satisfaction is therefore central to all of the Company's projects, with a cross-departmental impact.

To measure customer satisfaction, evaluate its development over time and implement corrective actions, two main devices are deployed:

- Firstly, customer satisfaction measured on the spot, for each interaction between Solocal and the customer throughout the customer journey (purchase, deployment, assistance and retention) to gauge the progress made on our operations conducted remotely (contact centres), as shown below:

	Customer satisfaction score	
	Average H1 2022	Average H2 2022
Subscription (telesales)	4.0/5	4.2/5 (0.2)
Deployment - Site & Connect	4.4/5	4.4/5
Assistance (IVS for incoming calls)	4.0/5	4.2/5 (0.2)
Retention	3.7/5	3.7/5
Customer space - Solocal Manager (app & desktop)	3.2/5	3.3/5 (+0.1)

(i) Figures calculated on the scope of Solocal SA sales.

- Secondly, in 2022, Solocal generalised a Text & Speech Analytics solution to generate reports and suggestions for improvement based on semantic analyses and audio recordings of conversations between our customers and our employees (25,000 hours analysed in 2022). Produced by an algorithm, the analyses are then reviewed by a team in charge of quality, and by the management team to define which actions are to be undertaken (training, continuous improvement of the processes).

These measures have effectively confirmed two major customer irritants:

- lack of efficiency in dealing with requests for assistance: customers are mainly dissatisfied with the amount of time taken to resolve questions or issues raised, having multiple contacts, and insufficient case follow-up;
- customers who abandon us also mention the lack of performance and perceived return on investment of our digital solutions.

Towards more streamlined customer journeys to limit churn

Having reorganised its Customer Service in 2021, prompting the implementation of a single number and improved reachability of Customer Relations (quality of service >92%), in 2022 Solocal initiated a Customer Experience task force attached to the CEO in order to deploy best-in-class customer journeys, efficiently deal with any pain points identified, and disseminate the customer culture within the Group, whatever the department.

Controlling our churn will thus involve streamlining our customer journeys and proactively managing our base of subscribers with a view to stepping up the use of our services and generating a positive word-of-mouth effect.

For this purpose, Solocal is gradually deploying a dedicated Customer Success Managers (CSM) process intended to

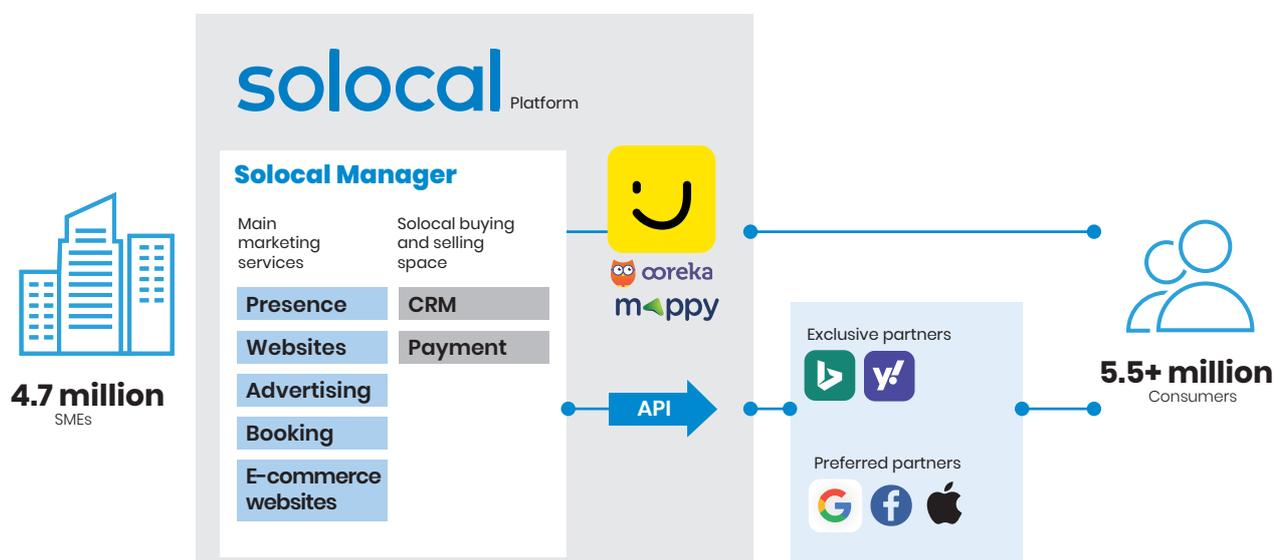
support our customers right from the "welcome process" through to regular reporting once their service has been deployed (assessment of service performance levels, preventive actions). These managers make sure that the service delivered is compliant with our initial promise, both in terms of ROI and its consistency with the customer's expectations.

Thus, in 2022, Solocal deployed four new journeys corresponding to key life moments for our customers:

1. the redesign of the welcome journey for customers with a Premium or Privilege site in order to streamline the handover to the sales representative and provide better support throughout the delivery of the customer's site. As a result, customers who are new arrivals in the production process are now more engaged (customer no-show rate down to 4% vs. 15% previously), thereby reducing the risk of subsequent cancellations;
2. a completely overhauled onboarding approach for the Connect range with a greater focus on personalisation (in line with the customer's sector) and on the customer's actual use, bringing about an increase of +50% in the use of services post-onboarding;
3. the implementation of an assessment of all services subscribed to for Solocal's high-value customers (businesses and large accounts/network accounts >€5k), leading to a 15% increase in value for the portfolio of 2,200 customers who benefited from a personalised assessment;
4. new handling of our customers' opinions on social networks, allowing a progressive increase in the number of positive comments (+27.8% on Trustpilot in 2022) and a continuous improvement of our Trustpilot score (+0.2 points in H2).

1.3.4 TECHNOLOGICAL PLATFORMS AND DATA

Solocal's technological platforms



Solocal benefits from France's most comprehensive and up-to-date database of professionals⁽ⁱ⁾, with 40 million updates in 2022; such magnitude is recognised by our partners, i.e. the Web's main high-traffic platforms (Amazon, Bing, Apple).

Utilised by our PagesJaunes service, this database means we can suggest to our users the businesses most likely to meet their needs, with even greater relevance in 2022 following the deployment of the new algorithm for understanding queries based on a graph database and machine learning algorithms. The iOS and Android mobile apps also utilise this search, which optimises the relevance/efficiency ratio: providing users with the best responses to generate qualified leads for the businesses who place their trust in us.

Solocal Manager

Solocal provides pros with dedicated applications to help them digitalise their business. **Solocal Manager is the central application that integrates all the services needed by pros in a single place** (the corresponding services and their scope may vary depending on the offer purchased). A veritable dashboard that centralises all Solocal products along with the tracking of their performance, Solocal Manager also allows pros to manage their digital presence: content update, photos, news on the main websites, management of reviews and interactions with their own

customers and prospects via messaging, and quotation requests.

In addition, for large accounts and networks of affiliated or franchised sales points, Solocal offers a dedicated services platform to cater to their specific needs, namely **Bridge**.

Beyond online presence, Solocal's historic business is the **management of advertising campaigns** for its customers. Solocal's ad servers help to optimise performance, efficiency and cost in line with customer needs: visibility, traffic, contacts, etc. Connected to the Web's main media and to the major online ad exchange networks, AI algorithms continually adjust the campaign dissemination parameters of each customer.

To always be able to offer quality services and products, in 2022 Solocal defined a 3-year **master plan for its information system, its products and its data**. The first benefits can already be seen with 2022 service availability rates of 99.98% for PagesJaunes, 99.8% for ClicRDV (September–December), 99.6% for Solocal Manager, and 99.98% for Bridge. There has also been a 28% reduction in incident volumes.

For our **internal information systems**, the master plan's implementation involves setting up SAP as an ERP on the one hand, and overhauling the management of salespeople's remuneration on the other hand. Both of these actions serve to modernise and simplify our information system.

(i) Source: Bing benchmarks carried out regularly in the scope of the partnership.

Ensuring the security of our systems and of the applications and services available to our customers is essential considering that the number of cyber attacks increased by 18% in 2022⁽¹⁾. In this respect, we have further consolidated our robustness testing campaigns for our

applications and services, deployed our anti-DDoS⁽²⁾ solutions more extensively, and strengthened our processes, audits and security training/awareness actions for our employees to improve our resilience.

1.3.5 PAGESJAUNES MEDIA PLATFORM

PagesJaunes is **the French expert for connecting private individuals and local businesses**. With its generalist positioning and a database comprising **4.3 million businesses in more than 2,500 activities**, one French person in three used it each month in 2022, on average.

2022 saw the implementation of developments that tie in with the 2022/2023 strategy: **PagesJaunes, trusted third party**. Allowing users to **choose the right professional** was our leitmotiv throughout 2022, and will continue to be so in 2023.

Concrete actions have already been undertaken and will continue:

The **“Super Pro” and “Meilleures Notes”** (best scores) badges made their appearance on PagesJaunes. They allow users to instantly display **the businesses considered by Internet users as quality pros**.

More than 13,000 businesses in the Home sector have received the “Super Pro” stamp to date. They meet the criteria established by PagesJaunes in order to be distinguished, namely: holding an RGE (“Reconnu Garant de l’Environnement” - Recognised as an environmental guarantor) certification, a score of at least 4.8 on PagesJaunes or Google, and up-to-date content.

More badges are lined up in 2023: “Pro vérifié” (verified pro) and “Eco responsable” (eco-responsible).

The enhancement and update of content also lies at the core of our concerns: providing relevant information to our users and giving greater visibility to pros, both on PagesJaunes and on other partner search engines.

To this end, targeted continuous improvement actions were set up 2022, including a more focused form of content moderation, crawling of sites and open data sources. On average, 100,000 establishments are updated daily and more than 520,000 new establishments have been published on PagesJaunes, 16% of which come from open data and 9% from website crawling.

In 2023, our actions will have a twofold objective, namely creating **ever greater trust, and serving SEO to increase our direct audience**:

- **adding descriptions on pros’ PagesJaunes forms via artificial intelligence**: a test is under way on a panel of prospect pros; depending on the results, it will be generalised in 2023;

- **utilising the information available on the websites** of the 1.4 million de VSEs & SMEs known by Solocal to regularly update their content on PagesJaunes;
- **extending the approach for systematically checking new content to the Health and Well-being sector**;
- **increasing the contribution of the users themselves** (private individuals and businesses) by having them enhance and correct content and add new establishments; for this purpose, the journeys will be **optimised on PagesJaunes and Solocal Manager. A gamification programme and more personalised app/Web/email push notifications will be implemented**.

After two years of development, PagesJaunes has launched its new search engine based on the so-called Elastic Search technology. The engine’s relevance is now faster and the response to user needs refined. As a result, the search click rate has thus improved by more than 4% compared to 2021.

The results delivered are even more reliable (3% of the searches place – and highlight – the result considered to be almost certain in relation to the user request at the top of the list).

In parallel, the knowledge base and business rules that govern the engine have been overhauled. A new graph model means we now have a modern architecture and can work with AI models. Algorithms suggesting modifications of the knowledge that can be automatically a/b tested have also been implemented. Overall, more than 260 modifications have been made, with an average improvement in the search click rate of 7%.

In 2023, the goal is to further improve the search engine to make it ever more relevant.

PagesJaunes will focus its efforts on “search by need” by inviting our users to precisely describe what it is they need; in some cases, they will be able to benefit from quotes to compare the proposals made by businesses.

Key to our strategy in 2021, the PagesJaunes app received a functional and technical overhaul and a complete makeover.

(1) Source: Security Navigator 2023 annual report on the cybersecurity of Orange Cyberdefense, an Orange subsidiary.

(2) Distributed Denial of Service.

Certain features that were missing upon its release were quickly added. The app has also been upgraded in line with the new features placed on the pagesjaunes.fr site (badges, filters, etc.).

These upgrades have extended our audience and improved our app store rating from 3.8 to 4.5/5.

The app teams set about **enhancing the app's value proposition via its home page:** as well as being customisable, it will be **modular and more dynamic, with the highlighting of local "hot" content renewed daily.** The underlying aim is to increase recurring use of the app (which went online at the beginning of 2023).

In terms of relationship marketing, 2022 saw the deployment of Airship, a new tool for sending push requests, whether generic or personalised (sent after a user action), allowing us to reach 1 million app users in order to further its recurrence of use.

In early 2023, Web push notifications will be deployed, allowing us to reach a further 2.5 million users.

New personalised email campaigns were also set up, in particular with the aim of motivating users to post more reviews and photos on PagesJaunes.

Concerning SEO, in order to be more present in Google and secure additional qualified traffic, a focus on editorial

content was undertaken in order to be positioned on a large volume of key words or expressions from search engines (excluding PagesJaunes), e.g. "How do I change a car wheel?". This editorial content will be embedded in the PagesJaunes responses to highlight the expertise of our pros and provide additional information for users.

This SEO strategy aims to generate recurring use via three indicators: increasing the direct audience via Google searches, improving the brand image, and encouraging Internet users to come back to PagesJaunes to search for a pro.

Work has also been undertaken to carry out **a large-scale national advertising campaign in 2023:** TV commercials, posters and online banners **to revitalise the PagesJaunes brand and create a reflex in the minds of French people.**

"PagesJaunes, le pro qu'il vous faut" (PagesJaunes for the pro you need) is the brand's new signature to firmly anchor PagesJaunes as the French expert for connecting private individuals and local businesses.

"Pouvoir compter sur 4 millions de professionnels, ça donne vraiment confiance" (Being able to count on 4 million pros really creates trust) is the new baseline to affirm PagesJaunes' "trusted third party" strategy.

1.3.6 PARTNERSHIPS AND ALLIANCES

Mutually beneficial partnerships with the Internet's heavyweight players or those who actively interact with a portfolio of professional customers

Solocal has successfully capitalised on its position by developing strong, mutually beneficial partnerships:

- partnerships with players who provide platforms used to operate Solocal products (e.g. websites);
- partnerships with players who provide reviews, transactional solutions or other third-party content to enhance PagesJaunes content;
- partnerships with online service publishers and digital advertising players to respectively disseminate Solocal content (PagesJaunes or digital presence) and the advertising campaigns of Solocal customers;
- partnerships for generating business or distributing Solocal's offers with other companies who hold a portfolio of professional customers.

The partnerships relating to the dissemination of Solocal content and advertising campaigns involve close ties with the Internet's heavyweights such as Google, Microsoft/Bing,

Apple, Amazon and Meta/Facebook. The content of each partnership can vary depending on the player and the field, ranging from the simple use of an API to a privileged relationship governed by a contract, and which may include exclusive agreements on certain points.

Solocal believes that the gains from these partnerships give it significant advantages in the industry in which it operates.

Partnerships in the dissemination of Solocal content

Solocal has developed two types of content partnerships: distribution of PagesJaunes content, in particular with Bing, Apple, Amazon, Mappy, Yahoo, Qwant and other publishers; or distribution of the content of the Connect customers concerned only, in particular with Google Business Profile, Meta (Facebook and Instagram), Amazon (Alexa), Twitter, LinkedIn and other publishers. Thanks to these partnerships, the content of our Connect customers can be multicasted on more than twenty online service publishers, including Bing, Apple, Google, Meta (Facebook and Instagram), Amazon (Alexa), Mappy, Yahoo, Qwant, Twitter and LinkedIn.

These partnerships are mutually beneficial insofar as the richness and relevance of local Solocal content enable the partner platforms to offer a first-rate user experience for local searches carried out on their media, and Solocal to boost – via its full Web approach – the visibility of business content, making it easier for businesses to connect with potential users who browse these high-traffic platforms.

These are the partnerships on which the PagesJaunes Connect and Priority Ranking offers will be based to allow customers to manage and develop their visibility on media of our partners.

Beyond informative content, Solocal is deploying, when possible, its transactional solutions (booking, appointment online scheduling, online quote, etc.) with its partners, as illustrated by the Reserve with Google partnership, established in 2018, the 2020 deployment on Bing and Apple, and, in early 2022, on Facebook. Solocal is one of the very few players to benefit from such a combination of integrations. These deployments help to increase the number of bookings and appointments generated for subscribers to the Connect Premium and Privilege offers on their transactional component, and the number of appointments scheduled via ClicRDV for large accounts or even the public sector.

On 2 November 2020, Solocal announced the sale of Mappy to RATP Group. Through this agreement, RATP Group becomes a long-term strategic partner for Solocal. Accordingly, the avenues of cooperation surrounding mapping, content and priority ranking on PagesJaunes, data and offers dedicated to large accounts are now subject to contracts that bind the two companies.

Partnerships in digital advertising

Solocal integrates the advertising products offered by its partners in turnkey digital advertising solutions like Booster Contact or Booster Notoriété, making them accessible and effective for VSEs, SMEs and large network accounts thanks to Solocal's technologies and expertise, particularly in the sphere of optimisation. Solocal also notably uses the digital advertising formats of Google, Microsoft and Meta/Facebook.

As such, Solocal has positioned itself as the trusted interface between major platforms and local businesses.

These partnerships are mutually beneficial as they help to accelerate the growth of major Internet platforms on markets where they have no direct foothold, while helping Solocal to position itself alongside global or national players that capture – or that set out to capture – most of the growth of the digital advertising market.

Partnerships for distributing Solocal offers

In 2022, Solocal launched a new partnership system via which it invites players who actively interact with a portfolio of professional customers to promote Solocal's offers with them, or even to resell these offers directly.

This system thus enables players to offer their professional customers a range of digital marketing offers operated by the French leader in this area, with benefits specific to the partnership (discount) and an associated business model.

Direct or indirect distribution partnerships are undertaken by most market players and, for some, represent a significant part – or even the majority – of their revenues. For Solocal, this system is therefore a potentially significant growth driver.

Key partnerships

The main partnerships are presented below:

Google

- resale of advertising campaigns on Google; partnership since 2013 – “Google Ads Premier Partner” certification;
- use of an API to manage Google Business Profiles (GBP) and automatically update content;
- deployment of the Reserve feature with Google Partner; partnership since 2018;
- integration of the Google Business Messages messaging system.

Microsoft Bing

- partnership based on the supply of local content (PagesJaunes) on Bing since 2010;
- distribution of Solocal transactional and relational services on Bing;
- Microsoft Advertising reseller contract; partnership since 2011 – “Elite Channel Partner” certification;

Apple

- partnership for the supply of local content (PagesJaunes) on Apple Maps, Siri, Spotlight and Safari since 2015;
- agreement via which Apple gives priority, on its services, to content communicated by Solocal about certain Solocal customers, particularly those who have subscribed to the Presence offer;
- distribution of Solocal appointment scheduling via the “Schedule an appointment” button on Apple Plans.

Meta/Facebook

- resale of advertising campaigns on Facebook and Instagram – Effilab holds the Meta Business Partner certification;
- use of an API to manage Facebook pages and automatically update content;
- Facebook Business Extension integration to offer Solocal appointment scheduling via the “Schedule an appointment” button on Facebook pages since early 2022;
- integration of the Facebook Messenger messaging system.

Amazon

- partnership based on the supply of local content (PagesJaunes) natively on Alexa since 2018;
- development of a PagesJaunes “skill” on Alexa.⁽¹⁾

1.3.7 AUDIENCE

PagesJaunes traffic comprises:

- **direct traffic** from visits made directly by users to the PagesJaunes website or mobile app, or via search engines through SEO (search for our content);
- **traffic on partner sites** on which PagesJaunes displays content. Since April 2021, the CNIL’s guidelines on cookies and tracers impose explicit consent by individuals to the measurement of the PagesJaunes audience on the websites of its partners. The “Visits” indicator is somewhat undermined since a significant share of the audience – that of syndicated directories – can no longer be measured in a certified manner. The gradual prohibition of third-party cookies by Internet browsers further undermines this indicator for the future.

For these reasons, the Group will no longer communicate on the audience with the “visits” indicator; it will now utilise the number of “searches”.

In 2022, Solocal recorded over 1.6 billion searches for businesses on its desktop and mobile Internet platforms. This audience is spread out over pagesjaunes.fr, its proprietary user services (LocalPartner, Ooreka) and its many partners (Apple, Bing, Yahoo!, Qwant, LeBonCoin, Mappy, Lilo, Ecosia, Amazon). The audience levels of the Company’s main platforms in 2021 and 2022 (audience from proprietary user services and partnerships) are presented in the table below (source: data from Piano Analytics [ex AT Internet] + partners).

<i>(in millions of searches)</i>	2021	2022	Change
Pagesjaunes.fr	684.8	535.0	-21.9%
<i>of which mobile</i>	370.4	242.9	-34.4%
Partners	1,015.7	1,054.4	+3.8%
<i>of which mobile</i>	168.9	210.9	+ 24.8%
TOTAL	1,700.5	1,589.4	-6.5%
<i>of which mobile</i>	539.3	518.5	-3.8%

(1) Here, a “skill” is a program or an interactive voice interface designed for the Alexa virtual voice assistant sold by Amazon.

1.4 History and development

1.4.1 HISTORY AND DEVELOPMENT

Originally known under the name Office d'Annonces (ODA), the Company subsequently changed its name to PagesJaunes Groupe in 2000, then Solocal in 2013. The Company has been offering a diversified range of products and services to its business customers and to consumers since 1896 and the creation of the ODA. It has adapted its business model and its strategy over time, in an environment prone to major (technological) change.

In 1946, the French Postal Service, Telegraph and Telephone Ministry awarded the advertising business of French directories to the ODA. Advertising in directories had developed continuously since 1946 due to growth in consumption and in the advertising market in France, but also thanks to the increase in directory distribution associated with the increase in the number of phone subscribers. The steady increase in ODA's sales was due in particular to its ability to adapt its economic model and strategy to the emergence of new technologies. The 1980s notably saw the launch of Minitel, the precursor to the advertising market on the Internet. The first advertising offers on the Internet were launched in 1996. PagesJaunes.fr, the Internet service for Solocal users, was created in 1997. In addition, the Company extended its range of advertising services beyond business directories, integrating a range of digital marketing services.

In 1998, Havas group, which had historically owned all the share capital in ODA since its creation, sold its holding to Cogecom, a subsidiary of France Télécom. Solocal (previously PagesJaunes Groupe) has been listed on the Euronext market since 2004. In 2006, France Telecom sold its residual stake in the company to KKR and Goldman Sachs through a leveraged buy-out. In 2014, Solocal underwent financial restructuring (including a €440 million capital increase) which enabled it to reduce its debt significantly. In 2015, the Company disposed of various non-profitable and

low-growth Internet businesses. In 2017, Solocal underwent financial restructuring, reducing the remainder of its debt inherited from the 2006 leveraged buy-out by two-thirds. In 2020, in the context of the Covid-19 health crisis, Solocal Group implemented a plan to shore up its financial structure via several capital increases totalling €347 million. The operation effectively halved the Group's debt and reduced its annual financial expenses from €45 million to €20 million.

In 2010, Solocal embarked on its digital revolution and acquired several businesses to expand its digital services operations: embauche.com, AVendreALouer.fr, ClicRDV.com, Fine Media, publisher of the ComprendreChoisir.com website (renamed "Ooreka"), Chronoresto and Leadformance. In 2016, Solocal acquired Effilab, an online advertising agency specialising in the management of campaigns on search engines and social media. As part of its development strategy, some of these assets were disposed of after 2015 (notably AVendreALouer.fr and Chronoresto in 2017, and Retail Explorer and NetVendeur in 2018).

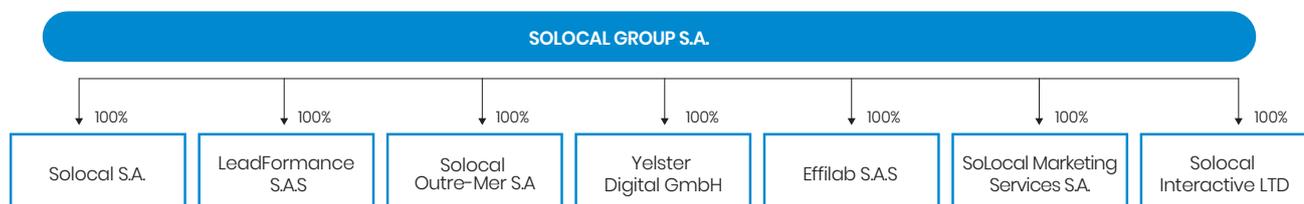
Over the same period, Solocal started developing major partnerships with global Internet players, in particular Google, Apple, Facebook, Amazon and Microsoft.

Thereafter, Solocal gradually shifted its focus from the publication, distribution and sale of advertising space in printed directories ("PagesJaunes et PagesBlanches" - Yellow Pages and White Pages) to digital communication and, starting in 2018 with the launch of the "Solocal 2020" strategy, to a complete range of digital services for businesses over the entire Web.

Since the total cessation of the Print business in 2020 and, in the same year, the sale of the QDQ subsidiary (Spain) to AS Equity Partners and that of Mappy to RATP Group, Solocal's activity has been fully centred on its core business.

1.4.2 ORGANISATIONAL STRUCTURE

A simplified organisational chart of the Solocal Group is provided below:



- The ClicRDV S.A.S. and Fine Media S.A.S. (Ooreka) subsidiaries have been merged within the Solocal S.A. entity.
- The Spanish-based subsidiary QDQ Media was sold to AS Equity Partners on 28 February 2020.
- On 1 November 2020, Solocal sold its Mappy subsidiary to RATP Group.

Implemented as part of the Solocal 2020 strategic plan, these divestments allowed Solocal to focus on its strategic activities and its new digital services offer for SMEs and key accounts in France.





2

RISK FACTORS

2.1	SOLOCAL STRATEGY-RELATED RISKS	58	2.5	FINANCIAL RISKS	65
2.2	BUSINESS-RELATED RISKS	60	2.6	LEGAL AND COMPLIANCE RISKS	68
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2.4	OPERATIONAL RISKS	63	2.8	INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES	71

Solocal has carried out a review of its risks that could have a material adverse effect on its business, financial position or results (or its ability to achieve its goals). This review is carried out in accordance with the Company's **risk mapping methodology**, whereby **risks are identified, assessed and prioritised according to their impact and likelihood of occurrence**. Solocal has identified **13 major (high) or significant risks divided into the following six categories**: risks related to the strategy pursued, business-related risks,

human resources and environmental risks, operational risks, financial risks and legal and compliance risks. These risks are listed in descending order of importance, within each category, in the table below. The probability of occurrence and the impact of the risk determines its **gross criticality**, which is mitigated to varying degrees depending on the courses of action. This in turn determines the **net risk**. The main **courses of action** are listed after the description of each risk.

Category	Risk	Criticality	
		Gross	Net
STRATEGY	- Decline in the Solocal brand and lack of awareness of PagesJaunes	●●●	●●●
	- Competition from major and emerging players on our markets and disruption of the business model	●●●	●●●
BUSINESS-RELATED	- Cyber-risks and IT security breaches	●●●	●●●
	- Non-availability and obsolescence of IT systems	●●●	●●●
	- Dependence on the ability to monetise PagesJaunes	●●●	●●●
HUMAN RESOURCES AND ENVIRONMENT	- Psychosocial risk and sales staff absenteeism	●●●	●●●
	- Environmental risk linked to climate change	●●●	●●●
OPERATIONAL	- Customer dissatisfaction	●●●	●●●
	- Commercial fraud	●●●	●●●
FINANCIAL	- Debt structure and market risks	●●●	●●●
	- Refinancing risk and liquidity risk	●●●	●●●
LEGAL AND COMPLIANCE	- Non-compliance with the GDPR and the French Data Protection Act*	●●●	●●●
	- Non-compliance with Sapin 2 and risk of conflicts of interest	●●●	●●●

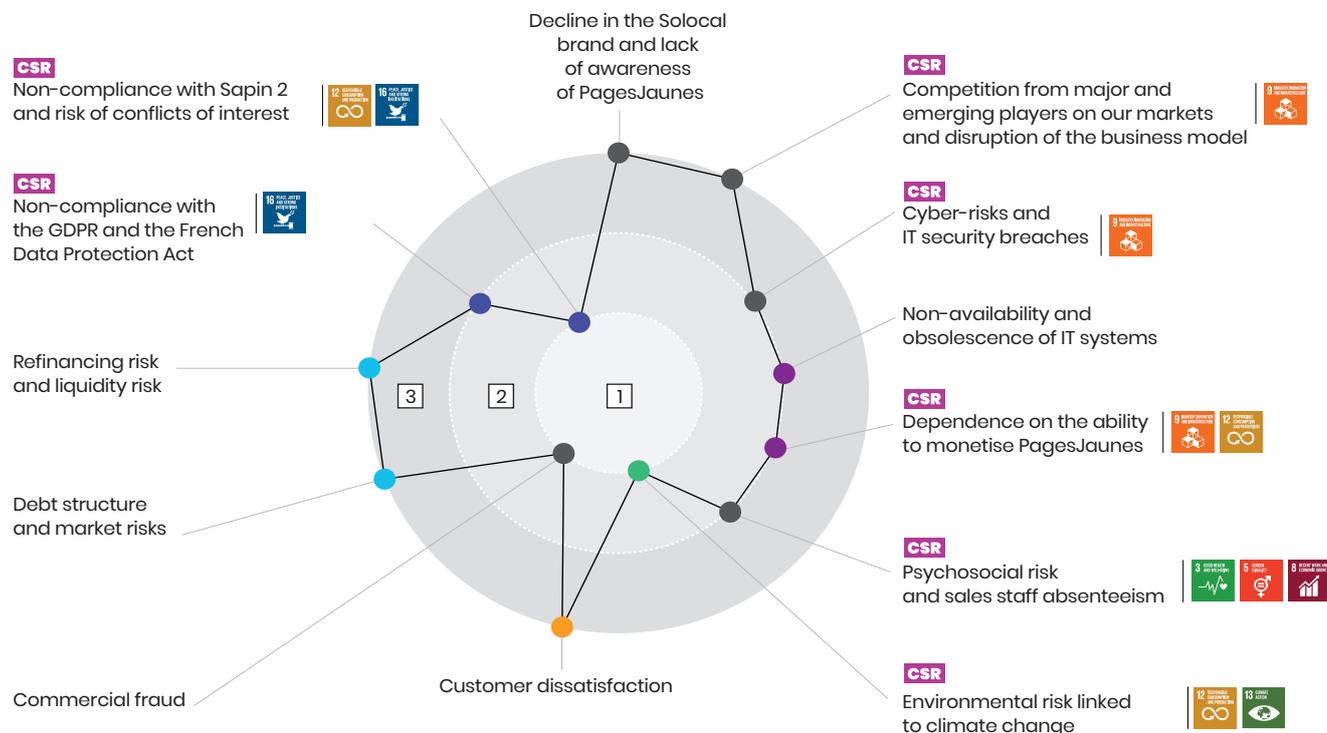
* GDPR: General Data Protection Regulation.

Criticality: ●●● Very high ●● High ● Moderately high

Solocal determined this classification as at the date of and for the purposes of this Universal Registration Document. Specific operational action plans have been developed to mitigate the criticality of the risks. These plans are followed up each year to assess their performance until the risk has been reduced to an acceptable level or completely

eliminated. Non-financial risks are also presented in the Company's Statement on Non-Financial Performance (SNFP) (page 77 of this Universal Registration Document). In the "Risk factors" chapter, they are marked with the following acronym, which stands for corporate social responsibility: **CSR**

The risks are presented in the following infographic, together with the associated sustainable development goals (SDGs).



Criticality: [3] Very high [2] High [1] Moderately high

Solocal does not consider there to be any significant risks other than the risk factors below. These are supplemented by other information and by Solocal Group’s consolidated financial statements presented in this Universal Registration Document.

Investors are invited to take into consideration the risk factors described below in this chapter before taking any decision to invest.

As of the date of publication of this document, the health situation has improved considerably in France. If it were to deteriorate again, Solocal would reassess the possible

impacts and would deploy the business continuity plan (BCP) specific to the management of Covid, which was introduced in March 2020 (appointment of a Covid Officer and creation of a Health Committee). The BCP would enable Solocal to continue operating while observing the various health protocols imposed by the public authorities.

The description of the risk organisational and management structure put in place by the Company is included in this chapter and in the management report.

Macroeconomic and geopolitical risks for Solocal due to the Ukraine–Russia conflict

In reaction to the invasion of Ukraine carried out by Russia since 24 February 2022, a large part of the international community has imposed economic and trade sanctions against the Russian state and some of its nationals. Solocal Group does not have a presence in the conflict zone and makes all of its order intake in France. Consequently, its revenue is not directly impacted by the conflict and the sanctions against Russia. Nevertheless, like any business, Solocal may be indirectly affected by this conflict. The following risks affecting the Company have been identified to date:

- **risk to the financial position of Solocal's customers** in the event of a prolonged conflict, which could directly impact their purchasing power and lead them to reduce their spending on digital communication. Solocal's revenue could therefore be impacted despite the government's package of support aimed primarily at VSE/SMEs;
- **increased cyber-risk in the event of a surge in attempted computer attacks** originating from the conflict areas (see 2.2.1 "Cyber-risks and IT security breaches");
- **risk related to cost control in the event of significant inflation**, particularly regarding energy costs (fuel, electricity, etc.). In France, relief measures are in place to

support both households and businesses, including Solocal and its customers.

Three relief measures are in place:

- for households and some VSEs, the energy "price shield" (*bouclier tarifaire*) will limit price rises to 15%;
- for other VSEs/SMEs/local authorities/public institutions/associations, a "price buffer" (*amortisseur*) will cover 50% of the difference between the contract price and "a reference price";
- for medium-sized and large companies, a "support centre" (*guichet d'aide*) has been established to help with the payment of gas and electricity bills (Solocal is not eligible). The government has encouraged companies to implement energy "sobriety" plans (which Solocal has done) to avoid power cuts during the 2022-2023 winter. These plans could impact the Company's economic activity.

Solocal continues to monitor the development of the conflict carefully as well as the human, geopolitical and macroeconomic effects (such as uncertainty, slower growth and an inflationary environment) that it may have in 2023.

2.1 Solocal strategy-related risks

2.1.1 DECLINE IN THE SOLOCAL BRAND AND LACK OF AWARENESS OF PAGESJAUNES

CRITICALITY ●●●

Description of the risk and impacts

Failure to maintain and enhance its brands could have an adverse effect on the Company's business, financial position and operating income.

The success of the Company depends partly on the strength of its brands and its reputation (see the "Media platforms, users, data" section of the integrated report on page 25). If it

is unable to maintain and enhance the strength of its brands, in particular PagesJaunes, then its ability to retain and expand its audience and customer base and to maintain its attractiveness may be impaired. This could have an adverse effect on its revenue and operating income. Maintaining and enhancing its brands may require the Company to make substantial investments. If it fails to maintain and enhance them successfully, or if it incurs excessive expenses or makes unsuccessful investments in this respect, its business, financial position and operating income may be adversely affected.

Main courses of action

- Deployment of a **multi-media communication campaign in the first quarter of 2023** to remind the general public of the particular features of PagesJaunes and to publicise various services connecting individuals and businesses
- Launch of a **New PagesJaunes mobile app** in December 2021, which was improved throughout 2022 with a new design, new features and even more local news

- Positioning of PagesJaunes as a **trusted non-specialist player** to refer to when it comes to choosing the right business anywhere in France, with more than 2,500 activities and 4.3 million listings. Actions to develop this positioning include more recent and relevant content, selection aids and badges such as “Top Rated” and “Super Pro”
- **Continuous development of the natural SEO⁽ⁱ⁾ of the Solocal.com website** including ongoing content enrichment (videos, news, products, infographics, etc.)

2.1.2 COMPETITION FROM MAJOR AND EMERGING PLAYERS ON OUR MARKETS AND DISRUPTION OF THE BUSINESS MODEL **CSR**

CRITICALITY ●●●

Description of the risk and impacts

Solocal faces an increased level of competition and may not remain competitive.

The Company is experiencing an increasing level of competition in its activities, especially in the online advertising market, from other digital services and websites. No assurances can be given that it will be able to compete successfully against other established economic players and new market entrants. Increasing competition could

result in smaller audiences, lower prices, reduced growth, reduced margins or loss of market share.

Main courses of action

- Regular deployment of **new features** for the existing solutions and exploration of **new service offerings and digital solutions** to enhance the value proposition
- **Launch of new partnerships** in lead generation or the resale of our solutions in order to maximise access to a highly fragmented market that is not easily accessible to our main competitors

(i) Search engine optimisation.

2.2 Business-related risks

2.2.1 CYBER-RISKS AND IT SECURITY BREACHES **CSR**

CRITICALITY ●●●

Description of the risk and impacts

The Company may be subject to information technology failures, security breaches or disruptions in its information, production, sales and distribution systems at the same time as remote working has taken on a significant role. As part of this extensive use of remote working, Solocal equips its employees with professional workstations and a multi-factor authentication system.

A major part of Solocal's business depends on the efficient, continuous operation of its information, production, sales and distribution systems. These systems could suffer damage, including as a result of fire, widespread power cuts, damage to communications networks, cyber-attacks (computer hacking, computer sabotage), application vulnerabilities or in relation to any other factor that could affect the operation of the systems and impact the Company's business, financial position, operating income and cash forecasts. In order to reduce its exposure to these types of attacks, Solocal has taken out a specific insurance policy against cyber-risks. Solocal applies measures to mitigate these risks. For instance, the Company has strengthened its information system security through the deployment of a multi-year Cybersecurity programme designed to improve incident detection, protection and response. This programme includes the setting up a SOC

(Security Operations Center), the enhancement of workstation and information system security and the development of an awareness programme and mandatory training for employees.

With regard to subcontracted activities, Solocal must be able to rely on subcontractors to react quickly and effectively. If a subcontractor is unable to respond to such issues, Solocal's business could be adversely affected. Solocal's suppliers are invited to complete a security questionnaire in order to assess their level of maturity in this regard. Spot audits may be carried out on subcontractors to check that security commitments are maintained.

Main courses of action

- **Strengthening** of the IT security team
- Setting up of an SOC (Security Operations Center)
- Roll-out of a cybersecurity **awareness programme and mandatory training** for employees
- Simulation of **internal phishing campaigns** to test and develop appropriate cybersecurity responses
- Implementation of a **patch management** policy and a **bug bounty** programme to test IT security
- Deployment of **EDRs⁽¹⁾** and **LAPSS⁽²⁾** in the Windows environment
- Strengthening of antivirus protection

(1) Endpoint Detection and Response.

(2) Local Administrator Password Solution.

2.2.2 NON-AVAILABILITY AND OBSOLESCENCE OF IT SYSTEMS

CRITICALITY ●●●

Description of the risk and impacts

Solocal, like all businesses and especially those operating in its market, may face risks resulting from the non-availability of its IT system. Should its systems become obsolete, the Company may be unable to properly use its IT tools, which may lead to system failures and/or the inability to market its products and services. Production times and service quality could also be impacted, leaving customers dissatisfied and affecting their desire to continue with the digital services offered by Solocal.

IT system downtime can have many causes (cyberattacks, system crashes, insufficiently robust infrastructure, faults, obsolescence etc.) and Solocal makes sure that everything is done to avoid incidents of this type from occurring. Partial or total non-availability of some or all of the Company's IT systems could adversely affect the functioning of its organisation and thus severely impact its business and financial position and could also create dissatisfaction among customers and users,

ultimately having an impact on results. The migration of the Company's infrastructure and IT systems to the Cloud since 2019 has partly mitigated this risk. System recovery safeguards and redundancy and load balancing protect against the impact of hardware failure.

Main courses of action

- Implementation of an **information system blueprint** (SDSI)
- Plan to **decommission obsolete applications** and to secure on-premise applications
- Current deployment of a **new Finance ERP** for general and subledger accounting (end of H1 2023)
- Implementation of a resilience plan for **DNS** (domain name system) services to more effectively combat DDoS attacks (distributed denial of service – a type of brute force attack)
- Introduction of a tool for streamlined and reliable management of **salesperson compensation**

2.2.3 DEPENDENCE ON THE ABILITY TO MONETISE PAGESJAUNES **CSR**

CRITICALITY ●●●

Description of the risk and impacts

PagesJaunes is experiencing a decline in its direct audience in favour of the main search engines which dominate the online search market.

PagesJaunes ranks among the top 25 in France for internet traffic and, together with its partner network, records nearly 1.5 billion searches a year. The total audience for PagesJaunes was consistently rising until the end of 2019, thanks to its strong reputation and to the quality of its natural SEO, its content and its partnerships. However, since the health crisis, the audience for the media has been in structural decline due mainly to a decrease in direct traffic (visits made directly by users to the PagesJaunes website or mobile app). Although the Company works to continually improve the user experience it offers on PagesJaunes by developing new features such as online quotes, online appointment booking and instant messaging, which increase the number of repeat visits, facilitate selection and provide a more useful service, the decline in the direct audience may lead to greater dependency on its main partners and search engines. Furthermore, the visibility of PagesJaunes on search engines is itself potentially at risk as it is subject to rules

and algorithms set by these engines, which could potentially affect the number of visits made to PagesJaunes via search engines. Communications aimed at building the Company's brand visibility are intended to increase the audience for its user services. A lack of investment in this type of action could lead to a significant drop in the direct audience for PagesJaunes.

Main courses of action

- **New PagesJaunes mobile app** launched in December 2021 and enhanced throughout 2022 with a new design, new features and even more local news
- Positioning of PagesJaunes as a **trusted non-specialist player** to refer to when it comes to choosing the right business anywhere in France, with more than 2,500 activities and 4.3 million listings. Actions to develop this positioning include more recent and relevant content, selection aids and badges such as "Top Rated" and "Super Pro"
- Deployment of a **multi-media communication campaign from 27 January to 16 February and from 12 March to 9 April 2023** to increase the Company's media profile among users and to publicise services that connect users with reliable businesses to suit their needs

2.3 Human resources and environmental risks

2.3.1 PSYCHOSOCIAL RISK AND SALES STAFF ABSENTEEISM **CSR**

(See section 3.2.3.3 "Solocal's social priorities" on page 98).

CRITICALITY ●●●

Description of the risk and impacts

Our success depends on our staff. Therefore, talent and skills management is a key factor in this success.

Solocal's business achievements are built on the experience and expertise of its employees. To ensure the proper execution of its strategy and limit any adverse effect on its operating income, the Company takes steps to be a major force in this market, where there is a genuine war for talent.

The roll-out of Solocal's new subscription-based range of services and digital solutions means that thought should be given to transitioning the roles of the sales and the customer relations teams towards those of advisory and digital coaches in order to increase customer satisfaction, which is the Company's number one priority." Moreover, like all companies engaged in a significant transformation programme, Solocal is very much concerned with

absenteeism and psychosocial risks, with the aim of maintaining employee work-life quality and well being. The objective is to decrease the rate of absenteeism through a dedicated action plan.

Main courses of action

- Tracking of around 20 **nationwide action plans aimed specifically at reducing PSR** (psychosocial risks) **and absenteeism**
- Roll-out of **remote working** in February 2022 (two days per week) to accommodate the specific requirements of each business line and extraordinary events (such as a pandemic) along with an additional annual quota of 12 or 22 floating days since January 2023
- Signing of **new agreements with the trade unions**: amendment to the remote working agreement, workplace gender equality agreement and disability agreement
- Introduction in January 2022 of a **compensation plan** adapted to Solocal's new model (subscription)

2.3.2 ENVIRONMENTAL RISK LINKED TO CLIMATE CHANGE **CSR**

(See section 3.2.3.4 "Solocal's environmental priorities" on page 103).

CRITICALITY ●●●

Description of the risk and impacts

In view of the climate-related risks inherent in its digital activity, Solocal measures its environmental footprint using specific risk analysis and non-financial performance monitoring.

Climate change brings with it an increase in the frequency and intensity of episodes of drought, heatwaves, winter freezes, storms, fires, heavy rainfall and even biological invasions or repeated risks of global pandemics. Such events

may affect Solocal's business, assets, human resources and performance. As part of its corporate social responsibility (CSR) policy, which is guided by its Statement on Non-Financial Performance (SNFP), the Company has set itself the goal of optimising its energy consumption and use of resources and of reducing its carbon footprint. However, despite these measures, its activities may have an uncontrolled impact on the environment. The presence of the Company's information infrastructures and systems in the Cloud for access by subcontractors could lead to a failure to control actual energy consumption.

In addition, Solocal is subject to environmental laws and regulations involving possible administrative and judicial inquiries and proceedings and investigations on environmental issues. Such proceedings and investigations could result in substantial costs and obligations and/or divert management's attention from its core business. If it is determined that the Company is not in compliance with obligations under applicable laws or regulations, it could be subject to fines or other measures. Furthermore, any allegation that the Company or its subcontractors do not comply with environmental laws and regulations could damage its reputation. Although the Company pays particular attention to compliance with sustainable development criteria when selecting its suppliers and subcontractors, there can be no assurance that they will comply with applicable environmental laws and regulations.

2.4 Operational risks

2.4.1 CUSTOMER DISSATISFACTION

CRITICALITY ●●●

Description of the risk and impacts

Solocal places great importance on customer satisfaction and does all that it can to ensure the most smooth and efficient customer experience possible. If the digital services sold by Solocal fail to fully satisfy its new and existing customers, they may be prompted to switch to competitors.

In order to control this risk, Solocal measures customer satisfaction on a daily basis through two complementary means: satisfaction surveys after every interaction with the customer and throughout the customer experience (purchase, deployment and use/support) and phone calls from contact centres in compliance with personal data protection regulations. Based on the results, comprehensive action plans are implemented within the business to adapt products and offerings, update internal processes, improve the management of customer requests and complaints, train staff and add new functions to the customer platform (Solocal Manager). Nevertheless, if the complaints processes are not properly followed or requests are inadequately tagged, the number of complaints in the course of

Main courses of action

- **A carbon footprint assessment in 2022** covering the Company's CO₂ emissions in 2021, with several actions undertaken including redesigning Solocal's car policy to incorporate low emission vehicles, educating employees on eco-friendly practices and examining the possibility of a mobility plan
- **Energy audits in 2022** covering energy consumption in 2021 (focusing on the car fleet and the Centre Régional de l'Isle d'Espagnac website development centre) with associated areas for improvement
- **Launch of an energy "sobriety" plan in Q4 2022** to support the common effort to reduce energy consumption by 10% in France by 2024
- **Implementation of a business continuity plan in the event of flooding** to mitigate the risks associated with global warming, given the proximity of Solocal's head office (Citylights) to the Seine

processing may rise, leading to delays which will then further increase customer dissatisfaction. Dissatisfied customers, or indeed lost customers, may ultimately have a material adverse impact on the Company's image, business, financial position and operating income.

Main mitigations

- Creation of a **dedicated unit to manage issues regarding published entries and complaints**
- Availability of a unique short number (3401) accessible six days a week from 8 a.m. to 8 p.m.
- Roll-out of a **Telesales tool to guide conversations and manage goodwill gestures** in relation to sales
- Use of a **speech & text analytics tool** to analyse conversations between customers and Solocal and **determine the proportion of telemarketers' sales** that conform to the guidelines
- Launch of a **complaints cockpit to inform performance quality analyses** and identify sources of customer dissatisfaction
- Introduction of a dedicated **specialist "Social" Customer Relations** team to handle online complaints and comments

2.4.2 COMMERCIAL FRAUD

CRITICALITY ●●●

Description of the risk and impacts

Most of Solocal's human resources consist of sales staff who do business with local small- and medium-sized businesses across France. Like any commercial enterprise, Solocal may face the risk of commercial fraud, especially with high-risk customers, leading to the subsequent cancellation of invalid sales and therefore potentially impacting the Company's revenues and forecasts. Solocal understands commercial fraud to mean the elements involved in a forced sale, identity theft, misuse of professional titles and/or certifications or circumvention of its rules for publication in PagesJaunes for the purposes of false advertising.

For a number of years, Solocal has identified high-risk customers (in particular emergency call-out professionals such as breakdown service providers) with whom relations have historically been governed by a series of dedicated control procedures that are carried out prior to any signing of contracts and onboarding. The editorial rules for PagesJaunes.fr also protect the Company against this risk. In addition, an ethics and anti-corruption clause is included in purchase orders which, if not adhered to (particularly as regards the Company's ethical principles of transparency, trust, respect and integrity) may result in the termination of the business relationship. Despite these arrangements,

existing procedures may sometimes be circumvented by people acting with malicious intent and lead to instances of fraud. An Anti-Fraud Committee has been set up to further address the risk of fraud. Support functions from the General Secretariat (Compliance and Legal), Finance, and the Sales department (Customer Relations, Complaints and Customer Success) are represented on this Committee. It is tasked with identifying and handling cases and assessing operating procedures, in order to adapt Company guidelines or establish new ones to mitigate risks.

Main courses of action

- **Blocking of sales** in the CRM system **in the event of non-payments**
- Blocking thresholds in the sales tool to manage promotions and discounts
- **Restriction of authorisations to modify high-risk activities** for telesales and field sales representatives
- Ongoing education of sales staff on applying discounts
- Creation of an **Anti-Fraud Committee** focusing mainly on high-risk activities
- Updating of **sales instructions for high-risk activities**
- Roll-out of a **speech & text analytics tool** to analyse conversations between customers and Solocal and **determine the proportion of telemarketers' sales** that conform to the guidelines

2.5 Financial risks

2.5.1 DEBT STRUCTURE AND MARKET RISKS

CRITICALITY ●●●

The covenants contained in the documentation for bonds and the revolving credit facility could affect the Group's ability to:

- trade;
- respond to market conditions or to seize certain commercial opportunities that may arise and could restrict its ability to take on additional debt or raise additional capital.

For example, these restrictions could affect the Company's ability to restructure its organisation or to finance its development.

Changes in debt in 2022

In September 2022, the Group repaid €10 million in cash towards the revolving credit facility.

The Group made a principal repayment of €4 million on the Atout BPI loan in accordance with the loan agreement (€1 million in February, €1 million in May, €1 million in August and €1 million in November 2022). The Group will make repayments of €1 million per quarter on this loan until maturity.

Bond debt was increased by capitalised interest on the bonds in 2021.

Gross indebtedness stood at €241 million⁽¹⁾ at 31 December 2022, including:

- around €177 million in bonds maturing in March 2025;
- around €19 million in bonds issued in August 2020 and maturing in March 2025;
- €34 million of a fully drawn down revolving credit facility (September 2023 maturity);
- a credit line of €11 million (BPI Atout loan).

At 31 December 2022, Solocal's net debt was €171 million⁽²⁾, corresponding to a leverage ratio of 1.7x.

⁽¹⁾ Excluding IFRS 16.

⁽²⁾ Excluding IFRS 16 (nominal value).

Main characteristics of and risks associated with the bonds

SUMMARY

- **ISIN code** FR0013237484;
- **maturity:** 15 March 2025, with a non-call period until February 2023;
- **interest:** Euribor with Euribor floor 1% + 7% (no less than 8%) payable fully in cash;
- **amount:** €176,689,747 after incorporation of capitalised interest for 2021;
- **par value per bond:** adjusted to €0.5288128015230.

The other main terms and conditions of the existing Bonds (ISIN code: FR0013237484) are as follows:

- permission to create security rights to guarantee tax and social security liabilities;
- permission for members of the Group to incur certain new financial indebtedness, including state-guaranteed loan(s) (PGE), an Atout loan (Prêt Atout) granted by Bpifrance Financement or bridge loans, for a maximum total cumulative amount of €32 million in cash (excluding the original issue discount);
- modification of the majority required to pass decisions in Bondholders' General Meetings down to 66.67% for certain decisions.

The other main features of the Bonds include:

- **listing:** listing on the official list of the Luxembourg Stock Exchange and admission for trading on the Euro MTF market;
- **late payment interest:** 1% increase in the applicable interest rate;
- **early redemption:**
 - Solocal Group may at any time and in multiple instalments after the non-call period, redeem some or all of the Bonds at a redemption price equal to 100% of the principal plus unpaid accrued interest,

- in addition, the Bonds will be subject to mandatory early redemption (subject to certain exceptions) wholly or in part if certain events occur, such as a change of control, an asset sale, or the receipt of net debt proceeds or net receivables proceeds. Mandatory early repayments are also provided for by means of funds coming from a percentage of surplus cash flow, depending on the Company's consolidated net leverage ratio;

- **financial commitments:**

- the consolidated net leverage ratio (consolidated net debt/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 on 31 December of the preceding year exceeds 1.5:1, capital expenditure (excluding growth transactions) for Solocal Group and its subsidiaries will be limited to 10% of the consolidated revenue of Solocal Group and its subsidiaries.

At 31 December 2022, the Group had met its financial commitments.

- **the terms and conditions of the Bonds** also contain certain undertakings not to conduct certain actions, prohibiting Solocal Group and its subsidiaries, subject to certain exceptions, from, in particular:

- bearing additional financial debt,
- granting security interests,
- paying dividends or making distributions to shareholders; as an exception, the payment of dividends or distributions to shareholders is permitted if the consolidated net leverage ratio does not exceed 1.0:1

The bonds issued on 14 August 2020 (ISIN code: FR0013527744) have substantially the same characteristics as the Bonds described above (ISIN code: FR0013237484).

SUMMARY

- **ISIN code** FR0013527744;
- **maturity:** 15 March 2025, with a non-call period until February 2023;
- **interest:** Euribor with Euribor floor 1% + 7% (no less than 8%) payable fully in cash;
- **amount:** €18,743,703 after incorporation of capitalised interest for 2021;
- **par value per bond:** adjusted to €1.054333333333.

The Group's capacity to comply with these restrictive clauses could be affected by events beyond its control, such as economic, geopolitical, financial or industrial conditions. Any failure by the Group to comply with these covenants or restrictions could result in a default under the terms of the above agreements.

If default occurs that is not remedied or waived, the Bondholders could demand the immediate repayment of all outstanding amounts. This could activate the cross default clauses of other Group loans. This type of event could have a material adverse effect for the Group, leading to its insolvency or liquidation.

Moreover, **the Group might not be in a position to refinance its debt at maturity** or to obtain additional finance on satisfactory terms.

Exposure to interest rate risk

Solocal Group is exposed to the risk of interest rate fluctuations insofar as nearly all of the financial debt is at a **variable rate**. A 1% increase in Euribor 3M (above 1%) would have an impact of around €2 million on annual financial expenses.

The main features of the Group's financial debt are stated in Note 9.5 to the 2022 consolidated financial statements.

Interest rate risks are discussed in Note 10 to the 2022 consolidated financial statements.

Ratings

The Company's **corporate** financial ratings did not change during 2022 and are as follows:

		31 December 2022	28 February 2023
		Fitch Ratings	Moody's
Solocal	Corporate rating	CCC+	Caa1
	Outlook	Reaffirmed	Negative
	Debt rating	B-	Caa2

2.5.2 REFINANCING AND LIQUIDITY RISK

CRITICALITY ●●●

Description of the risk and impacts

The Company has reviewed its liquidity risk. At 31 December 2022, outstanding current borrowings and financial liabilities amounted to €38 million and outstanding non-current borrowings and financial liabilities totalled €202 million. At 31 December 2022, the Company had a cash position of €70.8 million. As at 31 December 2022, the Group does not have any available credit facilities from financial institutions (bilateral facilities, RCF or other short-term facilities). Liquidity risk is the risk of not having the necessary funds to meet future financial obligations. This risk could materialise if Solocal's financial position were to deteriorate. Solocal's cost structure is mainly fixed (gross margin rate of around 90%). Furthermore, the Group's financial performance and ability to generate cash is highly dependent on sales performance (acquisition of new customers and retention of existing ones) and on the economic environment in which its customers operate. Thus, liquidity risk is closely linked to both sales performance and the economic environment surrounding the Group's customers. In order to monitor this risk, the Group updates its 12-month cash forecasts on a monthly basis, including sensitivity tests to order intake levels. Based on the forecasts produced by Solocal Group for the next 12 months, the 2022 consolidated and annual financial statements were prepared on a going concern basis.

Solocal calls attention to the maturity of its debt and the risks associated with the refinancing thereof. In effect, there are two main maturity dates for the debt: €34 million is due at the end of September 2023 on the RCF debt and €195 million is due in March 2025 on the bond debt. The Company considers there to be an increased risk associated with its refinancing. This situation creates a material uncertainty about the Group's going concern status. If it were unable to meet or, if necessary, renegotiate these repayments, it might no longer be able to realise its assets and settle its liabilities in the normal course of business. In this context, the Group is working on different options and deploying an offensive strategy to win new customers while developing its existing customer base and by introducing specific measures to reduce the level of churn.

Main courses of action

- **Roll-out of the subscription-based model to secure recurring revenues** (by fostering the conditions for customer acquisition and development and introducing specific measures to reduce the level of churn)
- **Monthly updates of 12-month cash forecasts**, including sensitivity tests to order intake levels. These cash forecasts and tests enable the Company to look ahead and implement operational action plans in advance
- Exploring **additional lines of financing** (as permitted in the bond documentation)

2.6 Legal and compliance risks

Solocal's business is subject to various laws and regulations, and the Company may incur significant costs in maintaining compliance with such laws and regulations.

The communication and information society services industry in which Solocal operates is subject to various laws and regulations, including the law on Trust in the Digital Economy of 21 June 2004, the law for a Digital Republic of 7 October 2016 and personal data protection regulations. Solocal is also subject to specific laws and regulations covering, among other things, digital advertising (Sapin law of 29 January 1993), directories (Article 34 of the French Post and Electronic Communications Code) and databases (Articles 341-1 et seq. on database protection). Changes in such laws or regulations or in policy in the European Union could have a material adverse effect on the Company's business, especially if such changes increase the cost of providing its products and services.

Solocal has monitored the development of the Digital Services Act (DSA) and Digital Market Act (DMA), two European regulations that came into force on 16 and 1 November 2022 respectively and which are set to enter into application in the coming months. The Company does not expect their adoption to have any major impact on its business.

A number of draft laws and European regulations are currently under discussion in France and with EU authorities, including in relation to the protection and use of personal information, privacy and electronic communications, e-commerce and the taxation of internet advertising. These future developments in laws and regulations could have a material adverse effect on the Company's business, financial position and operating income, or on its ability to achieve its strategic objectives.

In addition, the global nature of the Internet means that its operations are subject to the laws of multiple jurisdictions. Although the Company operates primarily in France, certain states or jurisdictions may require it to comply with their own laws and regulations. The simultaneous applicability of several, and at times contradictory, sets of laws and regulations, and the associated costs and uncertainty, could have a material adverse effect on the Company's business, financial position, and operating income.

In order to anticipate any regulatory development that could have a material adverse effect on its business, Solocal carries out continuous monitoring of laws and regulations using a dedicated tool. Similarly, it constantly checks that it is compliant with national and European regulations.

2.6.1 NON-COMPLIANCE WITH THE GDPR AND THE FRENCH DATA PROTECTION ACT **CSR**

CRITICALITY ●●●

Description of the risk and impacts

Since Solocal's activities, both legacy and digital, inherently involve the processing of personal data, the Company must comply with current regulations on the protection of individuals' rights and freedoms and particularly the General Data Protection Regulation ("GDPR") and Article 82 of the French Data Protection Act, which regulates electronic communications. Although the Company has made compliance a priority by establishing a dedicated policy and system, Solocal may, in the event of non-compliance, suffer financial penalties of up to €20 million or 4% of revenues.

One of the main impacts of the GDPR on Solocal is the transformation of practices related to the processing of personal data: the obligation to work with a "privacy by design" approach has been integrated into the Company's main strategic projects. Solocal is particularly sensitive to the protection of the personal data that it processes. A Data Protection Correspondent was appointed in 2011 and a dedicated data protection team has been set up. On 25 May 2018, Solocal appointed a Data Protection Officer (DPO), who

reports to the French Data Protection Authority (Commission nationale de l'informatique et des libertés - CNIL).

In order to ensure its compliance with this new legislative framework, a GDPR compliance programme was launched in July 2017 upon the initiative of the Company's Data Protection Correspondent (and now DPO). A Steering Committee and working groups have been created. Various measures have already been taken in this regard. These include mapping processing operations, providing employee training, creating new processes and obtaining a tool to document the Company's compliance in terms of the register of processing operations, the data breach registry, impact studies and the exercise of individual rights. The target is to set up a robust quality approach within the Company, to ensure that its privacy protection processes have a competitive edge (obtaining certifications/labels).

Nevertheless, the CNIL may carry out audits, including online audits, which allow it to quickly identify areas of non-compliance remotely. Such non-compliance may relate to, for example, internet security breaches, the wording of information on online forms or the methods used to obtain the consent of internet users.

The Law for a Digital Republic dated 7 October 2016 has created further new rights for individuals: the right to be forgotten for minors, the ability to arrange what happens to a person's data after their death, and above all more information and transparency with regard to data processing in order to inform people on how long their data will be stored.

Finally, a proposal for a new European regulation on e-privacy is currently under discussion and could have an impact on Solocal's activity. The proposal was published by the European Commission on 10 January 2017. On 10 February 2021, the Council of the European Union finally reached a compromise on a version to be presented to a trilogue meeting of the Council, the European Parliament and the European Commission. In preparation for the second trilogue, which was held on 18 November 2021, the Slovenian presidency put forward a negotiating document to the national Council delegations but the text has currently not been adopted. There were no significant developments in 2022. The Council now wishes to make the negotiations contingent upon two sensitive areas: the progress of negotiations on data retention and the processing of information by law enforcement agencies.

Main courses of action

- **Regular internal audits** of our websites to check that they comply with the new CNIL guidelines that came into force on 1 April 2021 as they relate to the use of cookies on all of the Company's websites and mobile app
- **Redesign of the form** used to manage published entries on PagesBlanches and PagesJaunes so that it is easier to read and simpler for businesses to remove themselves from the listings
- Overhaul of the process for handling **requests to exercise rights in accordance with the GDPR**
- Campaign to make employees **more aware** of GDPR risks
- Performance of impact analyses and production of mandatory documentation
- Setting up of the Company's personal data **processing register**
- Updating of contracts where personal data is transferred **outside the EU** (standard contractual clauses and enhanced security measures) and updating of personal data clauses in the contracts for the Group's Offers and Products

2.6.2 NON-COMPLIANCE WITH SAPIN 2 AND RISK OF CONFLICTS OF INTERESTS **CSR**

CRITICALITY ●●●

Description of the risk and impacts

Article 17 of Sapin 2 (French law No. 2016-1691 of 9 December 2016 on transparency, the fight against corruption and the modernisation of the economy) provides the legal framework necessary to implement an anti-corruption programme. This framework includes **eight obligations** for companies or groups of companies whose parent company has its registered office in France and which have at least 500 employees and revenues of more than €100 million. Solocal is subject to this obligation and from 2018 to 2020 received support from the French Anti-Corruption Agency (AFA)'s support service for economic operators in establishing its ethics programme.

In October 2018, Solocal appointed an Ethics Officer to launch its Sapin 2 compliance programme. The compliance work has since been stepped up and several pillars of Sapin 2 have been implemented:

- **fraud and corruption risk mapping** updated annually;
- a **Code of Conduct** (appended to the internal regulations of each subsidiary) presented to the subsidiaries' Social and Economic Councils (SEC) and sole employee representative bodies and implemented;
- a **disciplinary sanctions policy** (accompanying the Code of Conduct) included in the subsidiaries' internal regulations;
- an **external whistleblowing system** (outside Solocal's information systems) open to employees but also third parties, enabling them to report confidentially any serious harm to the interests of the Company's assets and staff. The entry into French law of the Wasserman law⁽ⁱ⁾, which came into force on 1 September 2022, has altered the Sapin 2 whistleblower regime. The Company's internal whistleblowing system will need to be adapted to comply with the reforms of the new legislation and careful attention will need to be paid to the collection and processing of internal whistleblowing reports;

(i) The Wasserman law of 21 March 2022 on the protection of whistleblowers, transposes into French law the EU Directive of 23 October 2019 on the protection of persons who report breaches of Union law.

- a **mandatory training plan** to educate and inform all employees on ethical issues, particularly in relation to corruption and fraud;
- a Company **third-party evaluation system** based on several separate procedures: (ethical evaluation procedure as part of contractual arrangements with a supplier, a partner or an intermediary and also a customer; ethical due diligence procedure for mergers and acquisitions, and an "Ethics and Sustainable Development" suppliers charter).

Solocal has also implemented the following for all employees and managers: (i) a reporting procedure for its whistleblowing platform (ii) a gifts and invitations policy; (iii) a conflict of interests procedure.

Although Solocal has made compliance a priority of corporate governance by establishing, among other things, an Ethics function (within the Compliance & CSR department

of the General Secretariat) and a dedicated budget, the roll-out of this compliance programme has not yet been fully completed, and further costs, on top of those already incurred, may arise in order to reach full compliance.

Main courses of action

- **Five of the eight obligations** comply with Sapin 2
- Development of an initial **accounting control** plan (based on fraud and corruption risk mapping) implemented by the Finance department
- **Ongoing evaluation of high-risk suppliers** using corporate ethics and social responsibility questionnaires
- Launch of the work on **updating the whistleblowing system in response to the Wasserman law**, which transposes the EU Whistleblowing Directive

2.7 Insurance and risk management

Solocal has set up an insurance and risk management programme to cover the main risks to which it is exposed. This programme is overseen by the Compliance (Ethics, Risk and Insurance) & CSR department of the General Secretariat and is included in the Group's centralised insurance management. The programme is designed to make ongoing improvements to the Company's risk management policy, taking into account the constraints of the insurance market. The aim is to: (i) have appropriate coverage and capacity for Solocal's exposure; (ii) reduce the overall cost of risk (premiums and loss experience); (iii) manage budgets; (iv) reduce claims through appropriate prevention and risk management, and (v) manage claims in order to limit budget increases.

Insurance cover is negotiated with major insurance companies via recognised brokers in order to obtain the most appropriate coverage for the Group's insurable risks each year. Solocal's insurance policies include the following:

- **Damage to Property and Operating Losses Policy** – apart from certain specific exclusions, this policy covers losses resulting from fire, explosions, water damage, theft, natural events affecting Solocal's own property (buildings, furniture, equipment, goods or IT facilities) and property for which it is responsible, and against the operating losses resulting from such losses. The total annual coverage limit is €49.9 million

for damage and operating losses (with a sub-limit of €40 million for the operating loss).

- **Civil Liability Policy** – this insurance covers civil liability to customers and third parties in relation to the Group's operations and professional activities. The policy is an "all risks, subject to exclusions" policy, which means that all bodily injuries, property damage and consequential damage are automatically covered, including damage from computer viruses, unless expressly excluded. The total annual coverage limit is €20 million.
- **Cyber Risks Policy** – this insurance covers damage to the Company's various IT systems, including viruses, ransom demands and data losses. The total annual coverage limit is €15 million (with a sub-limit of €500,000 for ransomware).
- **Directors' and Officers' (D&O) Public Liability Policy** – this insurance policy is designed to cover insurable wrongdoing and defence expenses for its executives (including those of subsidiaries).
- **Car Fleet Policy** – this policy is intended to cover the Group's entire fleet.

All deductibles within the Group's insurance policies are determined with the insurers according to the Company's situation, the risks incurred and the scope of each subsidiary.

2.8 Internal control and risk management procedures

2.8.1 INTERNAL CONTROL AND RISK MANAGEMENT GUIDELINES, OBJECTIVES AND SCOPE

2.8.1.1 Internal control and risk management guidelines

Solocal has developed and implemented general guidelines for internal control that are largely based on the guidance published in 1992 by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and on the framework and recommendations published by the AMF. The following description of its internal control and risk management procedures is based on this framework. It also draws on the discussions that took place as part of the work of the IFACI, the French Internal Control and Audit Institute.

2.8.1.2 Internal control definition and objectives

Internal control at Solocal is a set of processes and measures that are defined by senior management, implemented by employees and which serve to meet the following objectives:

- compliance with laws and regulations;
- observance of the Board of Directors' instructions and guidelines;
- prevention and control of operational risks, financial risks and the risk of error and fraud;
- proper operation of internal processes, especially those pertaining to the safeguarding of assets;

2.8.2 CONTROL ENVIRONMENT

2.8.2.1 Rules of conduct and ethics applying to all employees

Solocal bases its development on a set of **corporate values** (courage, team spirit, proximity and engagement), **ethical principles** (trust, integrity, transparency and respect) and standards of responsible behaviour in business, taken mainly from its **Code of Conduct**, that govern interactions with its employees as well as its stakeholders, i.e. customers, shareholders, suppliers, partners, users, competitors, etc.

The Code of Conduct provides a set of personal and collective rules that are essential to the responsible and sustainable development of the business. The corporate values and

- reliability of financial information,
- while also contributing to the successful operation of its businesses, operational effectiveness and the efficient use of resources.

These principles are underpinned by:

- the identification and analysis of risk factors that could compromise the achievement of the Company's objectives;
- an organisation and procedures designed to ensure the implementation of senior management's strategies;
- the periodic review of control activities and a continuous effort to improve.

It should be noted that the rules and principles implemented cannot provide absolute assurance that all risks will be eliminated or controlled.

2.8.1.3 Internal control scope

The policies described below apply to all subsidiaries.

The internal control measures employed within each entity (i.e. department or subsidiary) involve implementing the Company's procedures and specifying and implementing procedures that are specific to each business line, in accordance with the entity's organisation, culture, risk factors and operational characteristics.

principles should inform every action within the Group, in order to build trust and collective engagement. They are aligned with a broader framework of international, European and/or French legislation, principles and rules, including:

- the standards of the Universal Declaration of Human Rights and the International Labour Organization (particularly as regards the prevention of child and forced labour);
- OECD directives (particularly for fighting corruption);
- Sapin 2 (French law No. 2016-1691 of 9 December 2016 on transparency, the fight against corruption and the modernisation of the economy).

These values and principles guide the manner in which all members of staff are expected to perform their roles, both externally, i.e. with all Company stakeholders (customers, suppliers, partners, etc.) and internally. They provide a framework regardless of the activities and responsibilities involved. It is therefore up to everyone, and especially the senior managers of the Company and its subsidiaries, to follow, promote and implement these values and principles.

Solocal also participates in the **United Nations Global Compact** in support of the achievement of the UN's Sustainable Development Goals (SDGs), particularly on the protection of human rights, working conditions, the fight against corruption and the protection of the environment. The commitments and indicators tracked by the Company are disclosed each year in our Communication on Progress and made publicly available on the Global Compact website.

The Code of Conduct is available on the Solocal corporate website at <https://www.solocal.com> and on the Company's intranet. It covers, among other things, Solocal's values; the Company's ethical actions and principles; the manner in which individuals are expected to behave towards customers and suppliers and with regard to the protection of the Company's assets, the protection of whistleblowers, conflicts of interests, representation of interests and ethical stock trading.

A **Securities Trading Code of Conduct** supplements the Company's Code of Conduct on specific issues relating to stock market ethics. Its main purpose is to increase awareness among employees and Directors of Solocal companies of the rules and principles that govern the trading of securities, of the need for strict compliance with these rules, and of the various preventive measures that have been implemented to enable all employees to make an investment in the Company's listed securities within a secure framework.

In this context, and to reduce risk, Solocal has a non-disclosure letter signed by all employees whose work involves sensitive information, particularly when they work with people outside the Company who may not already be bound by a confidentiality obligation under their own Code of Conduct. The Code also reminds employees that the Legal department and the Finance department must be informed immediately if any inside information about the Group is revealed (e.g. at a conference or an internal or external meeting).

2.8.2.2 Senior management's responsibilities and commitments

A risk management policy has been put in place within the Company, under the supervision of senior management. Yearly reviews are carried out with the various subsidiaries

and divisions of the Company. The risk updates and information on the follow-up of associated actions are consolidated and then presented to the Executive Committee (senior management) and the Audit Committee (Board of Directors).

A risk correspondent has been appointed in each of the Company's subsidiaries and departments. These correspondents, of whom there are around 50 within the Company, report to the Compliance (Ethics, Risk and Insurance) & CSR department of the General Secretariat.

2.8.2.3 Human resources and skills management policy

Solocal's performance is directly linked to the skills of its employees and the adaptation of its resources. The Human Resources department works in close partnership with the operational teams. It develops, proposes and implements a human resources management policy designed to help implement the Company's strategy. To better meet the needs of employees and managers, the HR department is organised around four divisions: HR Operations, HR Development, Compensation & Benefits (personnel management) and Employee Relations.

The role of the HR Operations division is to provide HR support to the managers of the divisions and departments within its remit and to manage the employees in these areas. It provides expert knowledge of the division's structure, composition and mission, as well as the Company's business units.

The HR Development division is focused on developing HR policies and improving processes. It deploys the Company's HR policy and resources to the HR Operations division and to regional and local HR managers in particular, providing them with the tools and advice they need for the optimal performance of their tasks.

A full description of these actions can be found in chapter 3 of the Universal Registration Document.

2.8.2.4 Information systems

The Company's various information systems are composed of:

- operational business software, particularly sales, creation and storage tools for digital content and dedicated website tools;
- business management software: e.g. accounting and financial applications;
- communication software such as messaging and collaborative tools (intranet).

The IS division (which manages the information systems) and the Technical department are largely responsible for supervising the Company's information systems and in particular for ensuring that they will enable the Company to achieve its long-term objectives. They work closely with the Compliance (Ethics, Risk and Insurance) & CSR department, which manages IT risks with reference to reliability and

business continuity objectives, legal and regulatory compliance and operational targets. Actions directly linked to risk and security control are reviewed each year by the Compliance (Ethics, Risk and Insurance) & CSR department in partnership with the Information Systems Security Manager (ISSM) and the relevant operations teams.

2.8.3 RISK MONITORING AND MANAGEMENT

2.8.3.1 Organisational framework

Like any company, Solocal is exposed to a set of risks in the performance of its activities. The main areas of exposure to risk identified are described in the "Risk factors" chapter of this Universal Registration Document. Risk management is a priority for the Company, and is conducted both at subsidiary level and at the level of the parent entity, which provides an overall picture of the risk landscape.

The **aims of risk management** are to:

- develop a comprehensive, systematic, integrated and flexible method for identifying, assessing, analysing and managing risks and for promoting risk control;
- develop risk management best practices;
- prevent risks that threaten the Company and mitigate their consequences.

The risk management policy applies to all Solocal entities. Solocal has established a risk governance system within the Compliance (Ethics, Risk, Insurance) & CSR department, which reports to the General Secretariat, and a network of around 50 risk correspondents.

In 2022, Solocal formalised the crisis management process approved by the Executive Committee and shared it with all

operational staff within the Company. It allows the Company to respond quickly to any significant incident that could impact the continuity of its services and its business more generally, prioritising potential impacts on customers.

2.8.3.2 Risk identification and analysis process

Certain Company procedures contribute to the identification of risks. They include the following in particular:

- a risk assessment and classification method that has been in place and in use since 2005. This method is based on a risk mapping approach that ranks the main risks to which the Company may be exposed in terms of severity and probability of occurrence and assesses the level of coverage;
- annual risk reviews;
- a network of risk correspondents responsible for the operational implementation of the risk management policy coordinated by a dedicated governance unit;
- a risk management system involving the description of risks and the follow-up of associated coverage actions. This system also includes a dashboard with action plan monitoring to minimise risks.

2.8.4 CONTROL ACTIVITIES

Since July 2022, given the departure and transfers of members of the Audit and Internal Control department, reporting directly to the Audit Committee and on a functional basis to the Chief Financial Officer, action is being taken to outsource some of the tasks previously handled by the Internal Audit team. The control activities are still operational.

Solocal intends to deploy three lines of control on an ongoing basis: operational management, risk management and internal control, together with internal audit. The objective of the three

lines of control is to combine regulatory measures (instructions and directives), organisational measures (organisational charts and processes) and technical measures (mostly IT and communication) based on certain basic principles.

As part of their review of the internal control system and the certification of the annual and consolidated financial statements, the Statutory Auditors report any significant deficiencies in internal control identified with respect to accounting and financial reporting procedures and thereby also help to strengthen the Group's control systems.

2.8.4.1 Internal audit

Until July 2022, the Audit and Internal Control department ensured that the internal control system was mature by evaluating its effectiveness and efficiency, while encouraging its continuous improvement. The Internal Audit team looked at the results of a risk assessment to evaluate how well suited and effective the internal control system was in controlling those risks. In particular, it measured the quality of the Company's control environment, the performance of internal governance bodies, the reliability and integrity of financial and operational information, operational effectiveness and efficiency, asset protection, and legal, regulatory and contractual compliance. The Internal Audit Charter, approved by the Chief Executive Officer and the Audit Committee, provided a frame of reference for all Solocal entities to follow with respect to internal audit matters.

Group Internal Audit was responsible for performing the audits identified at the start of the year in the internal audit plan, which was based on the Group risk assessment. The audit plan was presented to the Executive Committee and approved each year by the Audit Committee.

Internal Audit was able to perform three types of audit:

- audits on the compliance and effectiveness of processes and activities;
- audits on the maturity of internal control;
- audits on the compliance or performance of specific themes selected exclusively by the Audit Committee.

2.8.5 INTERNAL CONTROL PROCEDURES RELATING TO THE PREPARATION AND PROCESSING OF ACCOUNTING AND FINANCIAL INFORMATION

Solocal's Finance department is responsible for preparing the accounting and financial information.

To increase the reliability of published accounting and financial information, a set of Committees, rules, procedures, controls and a skills management policy have been implemented along with an ongoing process to improve procedures.

2.8.4.2 Internal control

The internal control system consists of the various policies and procedures implemented by an entity's management in order to ensure the rigorous and effective management of its activities. The first level of control is the one exercised by the functional and operational departments using standard procedures and processes.

The internal control system involves the whole Company, from board level to every single member of staff.

The Internal Control Charter sets out guidelines that govern Solocal's internal control system and form the basis for setting up the internal control systems for all Group entities.

2.8.4.3 Contribution of the Statutory Auditors

As part of their statutory audit engagement, the Statutory Auditors perform a limited interim Group level review and, toward the end of the year, a pre-closing review followed by a full audit of the financial statements at 31 December. The Statutory Auditors also perform limited reviews on the internal control systems of Solocal's main subsidiaries, in accordance with an audit plan submitted to the Internal Audit unit and the Audit Committee. The main recommendations are presented to the Finance department and to the Audit Committee.

Generally speaking, efforts to continuously improve processes and standards serve to enhance operational control, effectiveness and efficiency.

Specific internal control procedures for accounting and financial information have therefore been introduced into:

- the Company's accounting and management organisational structures;
- unified accounting and management reporting;
- the common accounting standards and methods within the Company;
- the planning of year-end accounting procedures within the Company;
- financial communication.

2.8.5.1 Accounting and management control

The Accounting and Consolidation department, the Management Control department and the Investor Relations, Treasury and Financing department perform essential tasks to ensure that Solocal's financial information is consistent. These departments report to the Group's Chief Financial Officer.

Their tasks thus include:

- preparing Solocal's Company financial statements and consolidated financial statements within the time constraints of financial markets, legal and regulatory requirements and contractual obligations;
- managing the budgeting and forecasting process and preparing the monthly management report as quickly as possible, while ensuring that data is consistent;
- preparing the documents necessary to communicate financial results and to enable Solocal's management to prepare its management report;
- designing and implementing Solocal's accounting and management methods, procedures and guidelines;
- identifying and overseeing any changes to Solocal's accounting and management information systems that may be necessary.

2.8.5.2 Unified accounting and management reporting

The Company's business management cycle has four basic components:

- the three-year strategic plan;
- the budget process;
- monthly reporting;
- business and financial performance reviews.

a. The business plan

Solocal updates the business plan for the next three years. The business plan takes into account the Company's strategic priorities and any changes in market trends, business segments or the competitive environment.

b. The budget process

The budget process covers Solocal and its subsidiaries. It involves the following steps:

- in autumn, the budget for the current year is updated and monthly and annual budgets for the following year are prepared for each product;
- in spring, the initial budget forecast for the year is updated and this updated budget is used to prepare the strategic plan;

- in summer, the budget for the second half of the year is updated on the basis of the results of the previous six months.

To improve the management and monitoring of performance, an ongoing reforecasting process has been implemented.

c. Financial performance reviews

Monthly financial performance reviews are conducted with all members of the Executive Committee and are a key component of Solocal's management and control system. These reviews are a major component of the financial information and control system. They are the main tools by which Solocal's management monitors trends and performance and makes decisions going forward. They consist of several documents that are prepared by the Management Control and Accounting and Consolidation departments, and communicated to Solocal's management.

The main objective of these reviews is to ensure that the actions undertaken are aligned with the Company's priorities and long-term goals. They are also used to check that costs are kept within budget throughout the year.

2.8.5.3 Common accounting standards and methods within the Company

The Company prepares its provisional and actual consolidated financial statements in accordance with the "unification principle". This involves:

- uniform accounting methods, standards and consolidation rules;
- standardised presentation formats;
- the use of consolidation software that is shared across the Company.

Solocal uses a single accounting framework that standardises the reporting of all consolidated items, including off-balance sheet commitments. All consolidated entities have adopted this framework. Solocal prepares its consolidated financial statements in accordance with IFRS (European regulation 1606/2002 of 19 July 2002).

The consolidated accounting documents are prepared in accordance with local accounting principles and are restated to comply with Company standards and with IFRS as adopted by the European Union and the IASB. Guidance notes from the Finance department specifying the process and the closing schedule for each closing date are distributed within the Company.

2.8.5.4 Planning of year-end accounting procedures within the Company

In order to meet short reporting deadlines and enable the Board of Directors to publish consolidated financial statements as early as February, the Company has established a detailed planning programme for its year-end accounting work. This programme includes:

- budget monitoring processes;
- preparation of pre-closing accounts;
- documented closing processes;
- advance processing of estimates and complex accounting transactions.

The progress that Solocal has made in preparing year-end accounts can largely be attributed to greater coordination between Company divisions and functions, more accurate forecasts, better control over financial processes, and better preparation and speedier execution of account-closure processes.

2.8.5.5 Financial communication

The preparation and control of financial information are organised in a manner that is consistent with the Company's management organisation and systems. This ensures the integrity, accuracy, quality and consistency of this information and its compliance with applicable legal and regulatory requirements and professional standards.

In order to ensure the quality and reliability of financial information, the Chief Executive Officer and the Chief Financial Officer are involved in the preparation of all financial information to be disclosed to the public and systematically examine and approve it prior to review by the Board of Directors. This review covers, among other things, press releases containing financial information and periodic presentations to investors.

The Investor Relations department, within the Finance department, in collaboration with Management Control and the Legal department, is responsible for drawing up the following periodic and ongoing information documents and distributing them to regulatory authorities, the French Financial Market Authority (AMF) and other intended recipients:

- periodic financial press releases (quarterly, half-yearly and annual results) and ad hoc press releases (e.g. to announce transformation and restructuring projects, external growth transactions, divestments, acquisitions or disposals, changes in governance, and strategic partnerships);
- presentations used as supports for analyst meetings and for investors;
- the Universal Registration Document;
- presentation to the General Shareholders' Meeting.

Solocal is committed to providing intelligible, relevant, stable and reliable information. The Company ensures compliance with stock market regulations and corporate governance principles.

2.8.6 FINANCIAL RISKS LINKED TO CLIMATE CHANGE

The risks associated with the effects of climate change and the measures taken by Solocal to reduce them are presented under "Risk factors" and in the statement on non-financial performance.

2.8.7 INFORMATION AND COMMUNICATION

All of the Company's press releases and major regulatory documents are posted on the Solocal intranet, which all employees can access.

Collaborative tools and other applications available on the intranet also ensure efficient distribution of information to everyone throughout the Company.



3

STATEMENT ON NON-FINANCIAL PERFORMANCE (SNFP):

Corporate social responsibility (CSR) and environmental, social and governance criteria

3.1 ENVIRONMENTAL, SOCIAL AND GOVERNANCE ISSUES	80	3.2 STATEMENT ON NON-FINANCIAL PERFORMANCE	85
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BUSINESS MODEL 2022

Our values: team spirit, proximity, courage, engagement

Our resources

Local

Close to 2,000 digital advisors throughout France ⁽¹⁾

6 regional centres

1 webfactory

Talent

2,738 employees ⁽²⁾

Employees trained in ethics, cyber-security and digital accessibility, digital marketing, agile methodology training and commercial prospecting techniques

Platforms and data

Strategic partnerships

SaaS platforms

Proprietary data: **4.3 million listed businesses** (companies, associations, public institutions) on our digital services

Environment

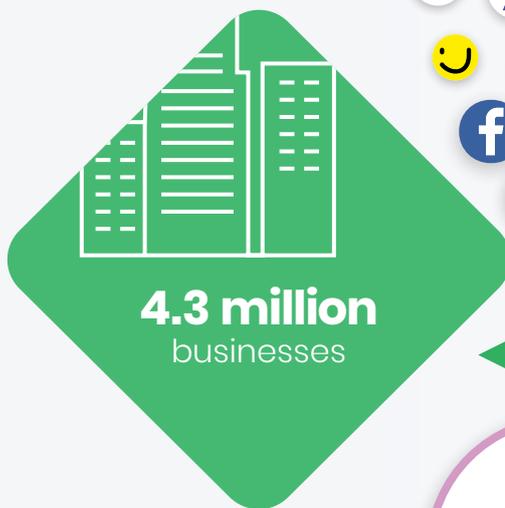
81% of buildings (sq.m.) in **HQE** ⁽³⁾

Finance & ESG

⁽⁴⁾

CAPEX: **€32 million**

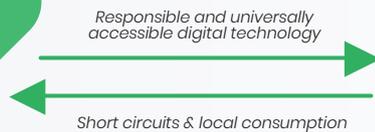
European Green Deal



Integrated apps for businesses



Solocal Manager



(1) Field sales/TLV, customer relations, production and sales support, figure pro forma for departures linked to the Employment Protection Plan including employees on long-term sick leave & Solocal Interactive.
 (2) Based on employees registered at end-of-month, excluding employees on long-term sick leave & Solocal Interactive.
 (3) HQE: Haute Qualité Environnementale (High Environmental Quality).
 (4) ESG: Environment, social and governance (non-financial criteria).

OUR MISSION: to vitalise local life

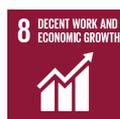
Our vision: unleash the digital potential of all businesses by using innovative digital services to connect businesses to their customers and prospects

Our added value

Our contribution to the SDGs⁽⁵⁾



A platform of services for consumers



Local

288,000 companies and public institutions supported throughout France
81% accessible from pagesjaunes.fr media⁽⁶⁾
100,000 digital audits

Talent

Percentage of women executives: **25.64%**
 Percentage of employees who say they are developing their skills & employability: **69%** (+3% vs. 2021)
 Proportion of payroll for the training budget: **4.12%** (+0,23pts vs. 2021)

Platforms and data

Approx. 1.5 billion searches on our media
5 days for processing requests for the deletion of personal data
Almost 615,000 businesses use Solocal Manager

Environment

Number of tonnes of WEEE⁽⁷⁾: **7.3**
 2021 carbon footprint: **11.4 ktCO₂**, i.e. -62% compared with 2018
 CO₂ emissions from offices: **178,404 kgCO₂**, i.e. -11% vs. 2021
 CO₂ emissions from car fleet: **1,603 tCO₂**, i.e. -3.96% vs. 2021

Finance & ESG⁽⁴⁾

France's leading digital marketing player in terms of revenue



Gaïa-EthiFinance Silver medal
 EcoVadis Bronze medal

(5) SDGs: Sustainable Development Goals.
 (6) Digital accessibility simplifies access to digital services for all people who are not digitally literate or who have a disability (temporary, situational or permanent).
 (7) WEEE: waste electrical and electronic equipment.

3.1 Environmental, social and governance issues

3.1.1 CSR GOVERNANCE AT SOLOCAL

Since 2011, Solocal has had a CSR Department within the General Secretariat. From September 2018 to July 2021, the CSR theme was overseen by the Institutional Relations, CSR, Ethics and Risk Department, and has since been overseen by the Compliance & CSR Department of the General Secretariat.

The Company is now driving eight CSR priorities defined on the basis of the Company's major risks. These priorities, monitored as part of the first SNFP exercise in 2018, allow Solocal to deploy CSR policies that involve more than twenty CSR Correspondents across the Company.

Solocal consolidated its CSR policies by **joining the United Nations Global Compact in 2020**, allowing the Company to contribute to the achievement of the **Sustainable Development Goals (SDG)** through the annual publication of a Progress Report to the UN.

Each year is marked by the consolidation of the CSR priorities pursued through the identification and monitoring of a greater number of **key performance indicators (KPIs)** and the definition of concrete, quantified and measurable objectives, in line with the corporate strategy.

Since 2020, **a regular internal communication system** has been developed for the Company's employees in order to raise **their awareness of CSR issues**.

In 2022, CSR and ESG (Environmental, Social, Governance) issues were prioritised within the Company. A **CSR Committee** was therefore created within Solocal's **Executive Committee**. It is composed of all the members of the Executive Committee, the CSR and Investor Relations teams and Communications. Its objective is to consolidate the Company's CSR strategy for the next three years, to prepare its communication to the market and to validate corporate projects with a view to federating all employees around CSR.

To this end, CSR Ambassadors have been identified to participate in redefining the CSR strategy and implementing projects.

Within the Board of Directors, the **Governance Committee** (formerly the Remuneration and Appointments Committee) now devotes a **section to CSR** since June 2022.

Solocal is also keen to share its experience in the field of CSR, as demonstrated by its address on 17 October 2022 at the event organised by SIINDA (Search & Information Industry Association) on the theme of Digital Innovation, as well as its interview with RSE Radio on 4 October.

3.1.2 GREEN TAXONOMY

In order to promote sustainable investment, the Taxonomy Regulation (Regulation (EU) 2020/852) establishes a European Union-wide classification to identify economic activities considered sustainable.

In application of the delegated regulation specifying the procedures for implementing the provisions of Article 8 of the Taxonomy Regulation, Solocal presents for the second year its sustainability indicators, which are the percentages of eligibility and alignment of the three following indicators: Revenue, CapEx and Opex for the first two environmental objectives (climate change mitigation and adaptation).

In order to meet these new requirements and to become a long-term player in the European Green Deal by integrating this nomenclature into its development, Solocal has set up a Group project, bringing together all the internal stakeholders and relying on sectoral discussion groups and external expertise. The Group also relied on the clarifications provided by the Commission's opinions published at the end of 2022, which may have led to changes in the understanding of what qualifies as eligible. The assumptions made and the conclusions for each indicator are presented below.

3.1.2.1 Aligned revenue

As a reminder, according to the definition of revenue provided in the delegated act relating to Article 8 of the Regulation, revenue from activities that are not classified as enabling by the taxonomy should be excluded from the numerator for the adaptation objective. Therefore, the revenue that can be declared as eligible must correspond to activities that enable climate change mitigation or that are adapted, provided they are enabling activities.

Under this regulatory definition, Solocal analysed its revenue-generating activities with respect to the definition of the activities in the taxonomy that it considered relevant. The activities reviewed were therefore "Data processing, hosting and related activities" and "Programming and broadcasting activities". The other activities related to the Group's business model are only mentioned in Annex II on the mitigation objective but are not qualified as enabling activities.

While Solocal's activities are not among the priority activities targeted by the primary climate change mitigation and adaptation objectives, the Group nevertheless wishes to prioritise its actions to contribute to responsible digital technology, an environmental issue that it has identified as a CSR priority since 2018. The taxonomy elements therefore form part of a group trajectory. The year 2022 will have been an opportunity to address ESG issues within a CSR Committee created directly with the members of the Executive Committee in order to factor in the challenges of the European Green Deal in the Company's strategy. As planned, the year saw the consolidation of our energy consumption and greenhouse gas emissions data through the updating of the Company's carbon footprint and energy audit. The European energy context has accelerated the development of a dedicated energy resilience plan.

Our analysis of the green taxonomy should therefore be considered in conjunction with the Group's initiatives to reduce the footprint of its digital activities and operating structures.

- Concerning "Programming and broadcasting activities", it seems to us that none of Solocal's activities correspond to the definition of the taxonomy, namely "creation and broadcasting of media content", as this activity is carried out and edited by our customers, with Solocal being merely a service provider.
- Concerning "Data processing, hosting and related activities", we understand from our first analyses of the definition but also of the criteria for alignment that, within the meaning of the taxonomy, this activity relates to the management of energy and fluid savings in data centers. Today, the Group's strategy is to outsource data hosting to third-party companies that own the servers. Solocal's activities cannot therefore be included in this activity within the meaning of the taxonomy.

According to the taxonomy to date and our understanding of the texts, the Group's percentage of eligible and aligned revenue is therefore zero [0%] of a total revenue of €400 million as presented on the first line of the income statement.

Economic activities	Codes	Absolute revenue Currency	Proportion of revenue %	Substantial contribution criteria					DNSH criteria (does not significantly harm)					Minimum safeguards	Taxonomy-aligned proportion of revenue, 2022 %	Taxonomy-aligned proportion of revenue, 2021 %	Category (enabling activity) E	Category (transitional activity) T
				Climate change mitigation %	Climate change adaptation %	Water and marine resources %	Circular economy %	Pollution %	Biodiversity and ecosystems %	Climate change mitigation Y/N	Climate change adaptation Y/N	Water and marine resources Y/N	Circular economy Y/N					
A. TAXONOMY-ELIGIBLE ACTIVITIES																		
A.1 ENVIRONMENTALLY SUSTAINABLE ACTIVITIES (TAXONOMY-ALIGNED)																		
Activity 1																		
Activity 2																		
Revenue from environmentally sustainable activities (Taxonomy-aligned) (A.1)																		
A.2 TAXONOMY-ELIGIBLE BUT NOT ENVIRONMENTALLY SUSTAINABLE ACTIVITIES (NOT TAXONOMY-ALIGNED)																		
Activity 1																		
Activity 2																		
Revenue from Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)																		
TOTAL (A.1 + A.2)																		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																		
Revenue from Taxonomy-non-eligible activities (B)		400.0	100%															
TOTAL (A+B)		400.0	100%															

3.1.2.2 Aligned CapEx

Group CapEx, in accordance with the definitions given in the delegated act relating to Article 8 of the Regulation, corresponds to increases and investments over the period in property, plant and equipment (IAS 16), intangible assets (IAS 38) and rights of use under leases (IFRS 16). Group CapEx at 31 December 2022 amounted to €36 million.

In the clarifications provided by the European Commission at the end of 2022, it appears that for “eligible” (non-enabling) activities, only the investments of the period contributing to the adaptation of the activity can be considered as aligned, and not the entirety of the CapEx of the period related to this activity. Last year, in the absence of any clarification, we considered that all CapEx related to the Websites and Connect activities was eligible, under “Programming, consultancy and other IT activities” in Annex II (adaptation objective). Although our analysis of the

technical criteria enabled us to confirm that our Website and Connect activities were eligible, no investments were made this year in relation to this adaptation.

Concerning the CapEx generated by individual measures related to eligible activities listed in Annexes I and II of the delegated acts, we have identified the new property and vehicle fleet leases taken out during the year.

Although this item of expenditure is set to become aligned in the next few years, it appears that, with regard to the technical criteria, for the year 2022, the vehicles in categories M1 and N1 made available by the Company do not meet the specific CO₂ emission requirements.

Furthermore, no property leases were taken out in 2022.

Aligned CapEx is therefore zero [0%] over the period 2022.

Economic activities	Codes	Absolute CapEx		Substantial contribution criteria							DNSH criteria (does not significantly harm)							Minimum safeguards		Taxonomy-aligned proportion of CapEx, 2022		Taxonomy-aligned proportion of CapEx, 2021		Category (enabling activity)		Category (transitional activity)	
		Currency	%	Climate change mitigation	Climate change adaptation	Water and marine resources	Circular economy	Pollution	Biodiversity and ecosystems	Climate change mitigation	Climate change adaptation	Water and marine resources	Circular economy	Pollution	Biodiversity and ecosystems	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	%	F	T		
A. TAXONOMY-ELIGIBLE ACTIVITIES																											
A.1 ENVIRONMENTALLY SUSTAINABLE ACTIVITIES (TAXONOMY-ALIGNED)		0	0%																								
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0	0%																								
A.2 TAXONOMY-ELIGIBLE BUT NOT ENVIRONMENTALLY SUSTAINABLE ACTIVITIES (NOT TAXONOMY-ALIGNED)																											
6.3. Urban and suburban transport, road passenger transport		6.3.	2.25	6%																							
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)		2.25	6%																								
TOTAL (A.1 + A.2)																											
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																											
CapEx of Taxonomy-non-eligible activities (B)		33.75	94%																								
TOTAL (A+B)		36	100%																								

3.1.2.3 Aligned OpEx

Group OpEx, according to the definitions given in the delegated act relating to Article 8 of the Regulation, correspond to the following types of expenses: research costs, building renovation costs, short-term leases, maintenance/upkeep and repair costs, and any other direct expenses related to the ongoing maintenance of tangible assets required to keep those assets in good working order.

According to this definition, total Group OpEx amounts to €113 million, included in the external expenses presented in the income statement. Given the Group's activities, the percentage of aligned OpEx is very low.

Economic activities	Codes	Absolute OpEx Currency	Proportion of OpEx %	Substantial contribution criteria					DNSH criteria (does not significantly harm)					Minimum safeguards	Taxonomy-aligned proportion of OpEx, 2022 %	Taxonomy-aligned proportion of OpEx, 2021 %	Category (enabling activity) E	Category (transitional activity) T
				Climate change mitigation %	Climate change adaptation %	Water and marine resources %	Circular economy %	Pollution %	Biodiversity and ecosystems %	Climate change mitigation Y/N	Climate change adaptation Y/N	Water and marine resources Y/N	Circular economy Y/N					
A. TAXONOMY-ELIGIBLE ACTIVITIES																		
A.1 ENVIRONMENTALLY SUSTAINABLE ACTIVITIES (TAXONOMY-ALIGNED)																		
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)																		
A.2 TAXONOMY-ELIGIBLE BUT NOT ENVIRONMENTALLY SUSTAINABLE ACTIVITIES (NOT TAXONOMY-ALIGNED)																		
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A2)																		
TOTAL (A.1 + A.2)																		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																		
OpEx of Taxonomy-non-eligible activities (B)																		
TOTAL (A+B)																		

3.2 Statement on Non-Financial Performance

In accordance with the transposition of the European Union Non-Financial Reporting Directive, Solocal included its Statement on Non-Financial Performance in its management report as from 2018, covering the main governance, social, environmental and societal risks relevant to its business activities. As a listed Company, it also includes information about preventing corruption, tax evasion and respect for human rights.

Reporting guidelines explaining the scope and CSR indicators published in this Registration Document are available in the appendix.

Since 2015, quantitative data have been collected through the Reporting 21 tool, a collecting and processing application for non-financial information, which enables reliable

collection and makes it possible to comment on and trace data consolidation.

The Compliance & CSR Department of the General Secretariat has set up qualitative monitoring of the eight priorities defined in the SNFP since 2018 with the ambassadors (members of the management team and operational staff).

In 2016, the CSR audit and advisory firm Cabinet de Saint-Front was appointed as the independent third party organisation (ITPO) in charge of conducting the audit of CSR information pursuant to the provisions of the Grenelle 2 Act. Since 2018, it has been appointed independent third party organisation (ITPO) to assess the compliance and accuracy of the information published by Solocal in its SNFP.

3.2.1 ORGANISATION OF THE SNFP

The SNFP includes the following:

Solocal business model

The Company's business model diagram as well as information on the context, organisation and strategy to help understand it are provided in the introductory chapter (pages 6 and 7) of the Universal Registration Document (URD).

Major risks

With the entry into force of the new Prospectus Regulation (EU) 2017/1129 applicable since 21 July 2019, the method for identifying risks in a prioritised manner is described below. The non-financial risks identified since 2018, as described

below, have been monitored in order to deploy a long-term policy within the Company and with the stakeholders with whom Solocal works on a daily basis.

Performance, objectives and policies

A fact sheet describing each non-financial priority is included in paragraph 3.2.3 of the SNFP.

Appendices

- Additional risks
- Methodology note
- ITPO report

3.2.2 NON-FINANCIAL RISKS AND PRIORITIES

3.2.2.1 Protocol for identifying non-financial risks

Solocal used two tools to identify the Company’s main non-financial risks:

- the “materiality assessment” conducted by the CSR department in 2017 on various Solocal stakeholders. 40 contact persons were consulted, of which 24 employees in-house and 16 representatives of external stakeholders (corporate clients, Solocal service users, public authorities, professional federations, journalists, NGOs, etc.). 150 hours of dialogue enabled us to prioritise non-financial issues for the Company as regards stakeholder expectations;
- the mapping of Solocal’s risks conducted by the Compliance (including risks, insurance and Ethics) & CSR

(including digital accessibility) Department of the General Secretariat in 2018, 2019, 2020, 2021 and 2022 described in chapter 2 of the Universal Registration Document (URD).

The results of these two systems have been cross-referenced and completed. The Compliance & CSR Department of the General Secretariat has ensured that it covers all the topics required by the regulations, as well as taking into account Solocal’s activity and the Company’s current financial and social context.

These results were presented to Solocal’s Executive Committee.

3.2.2.2 Non-financial risks and priorities for Solocal

In line with the eight governance, social, societal and environmental priorities identified in 2018, and as an extension of the risk analysis carried out in 2018, 2019, 2020, 2021 and 2022, Solocal’s non-financial priorities continue to focus on addressing the Company’s main CSR risks.

Domains	Non-financial risks 2022	Non-financial priorities 2022
Societal	– Competition from major and emerging players in our markets and disruption of the business model / risk level: major	1. Fighting the desertification of town centres by promoting short circuits and developing digital skills in the regions
	– Deterioration of Solocal’s brand image and lack of awareness of PagesJaunes / risk level: major – Loss of interest from PagesJaunes partners / risk level: moderate	2. Ensuring publication of responsible, widely accessible content
Governance	– Failure to comply with French Data Protection Act and GDPR (General Data Protection Regulation) / risk level: major – Cyber-risks and IT security breaches / risk level: major	3. Promoting the respect and security of personal data
	– Non-compliance with the Sapin 2 law and risk of conflicts of interest / risk level: major – Lack of binding CSR criteria in the purchasing procedure / risk level: moderate	4. Consolidating ethical governance and taking CSR aspects into account to ensure the Company’s sustainability
Employer responsibility	– Lack of attractiveness and difficulty in retaining staff / risk level: moderate	5. Supporting the transformation of jobs and skills
	– Psychosocial risk and sales staff absenteeism / risk level: major – Lack of attractiveness and difficulty in retaining staff / risk level: moderate	6. Promoting the development of a pleasant work environment for all 7. Improving employee commitment and making the Company more appealing
Environment	– Environmental footprint of our business and climate risks / risk level: minor	8. Optimising energy consumption, use of resources and reducing the carbon impact for sustainable digital

3.2.3 POLICIES AND INITIATIVES IN RESPONSE TO NON-FINANCIAL RISKS

3.2.3.1 Solocal's societal priorities

3.2.3.1.1 Fighting the desertification of town centres by promoting short circuits and developing digital citizenship in the regions

Related Sustainable Development Goals (SDGs)



Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all by ensuring that women and men have equal access to technical, vocational and tertiary education.



Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all by promoting development-oriented policies that foster productive activities, the creation of decent jobs, entrepreneurship, creativity and innovation and stimulate the growth of micro-, small and medium-sized enterprises and facilitate their integration into the formal sector.

RISK RELATED TO THIS PRIORITY

- Competition from major and emerging players in our markets and disruption of the business model / Impacts in the event of risk occurrence: loss of customers, loss of revenue and market share, challenge to value chain in the digital advertising ecosystem

Our key performance indicators for 2022

- 19 LocalPartner platforms (local web directories) made available to local authorities since 2019 (+0% vs. 2021). This stabilisation is explained by: (i) a cyclical phenomenon linked to the end of the Covid period and a less systematic need for this type of solution for local shops; (ii) a strategic refocusing on equipping town halls, administrations and local authorities with online appointment booking solutions
- 111,247 digital audits performed (the scope now includes all requests made the same client)
- 178 town halls, local authorities and administrations equipped with an online booking solution to promote online citizenship: -4.81% vs. 2021)

Our objectives for 2023

- Carry out diagnostic assessments of 98,000 businesses through online digital audits (but with more precise targeting)
- Increase the number of town halls, local authorities and administrations equipped with an online booking solution

Our policy

The degree of digital maturity of French companies is very heterogeneous. This low adoption of the Internet creates a risk of loss of competitiveness for the French regions. The crisis linked to the Covid-19 pandemic has also revealed the need to accelerate the digitalisation of VSEs/SMEs and has changed consumer habits (click & collect, short circuits, etc.). In order to contribute to the digital inclusion of small and medium-sized businesses and people undergoing professional retraining and to the development of digital skills across France, Solocal is pursuing its mission to vitalise local life by implementing a collaborative and partnership policy with local institutional and economic ecosystems (consular chambers, local authorities, associations, local authorities) in an effort to fight the desertification of town centres.

This policy mobilises Solocal's marketing, sales and institutional relations teams, who provide the regions with digital tools and share their expertise with local businesses. Digital advisors travel throughout France to contribute to regional digitalisation and to meet with local businesses.

i) HELPING LOCAL BUSINESSES TO ADOPT DIGITAL TECHNOLOGY, PROMOTING SHORT SUPPLY CHAINS AND DIGITAL CITIZENSHIP

In order to contribute to economic development in the regions, to fight the desertification of town centres and to promote short circuits, Solocal:

- offers all companies in France an online **Digital Audit**, free of charge, to enable them to assess their digital maturity and the quality of their online presence, together with **personalised support by a digital coach**;
- provides expert advice and best practices through a "**Resources**" space (available on Solocal.com) dedicated to the digitalisation of their business through articles, white papers and a web series;
- provides local authorities free of charge with its **LocalPartner** solution, a local web platform that lists all local shops and businesses. This version of PagesJaunes.fr, in the colours of the local authority, enables local businesses to use digital services such as updating their information and news, instant messaging and online appointment booking;
- lists **French town halls** equipped with an online booking solution for the delivery of identity documents on the national search engine (<https://rendezvouspasseport.ants.gouv.fr/>) set up by the French National Agency for Secure Documents (Agence Nationale des Titres Sécurisés, ANTS) in order to facilitate access to an appointment slot for renewing or obtaining an identity card or passport;
- works closely with local authorities to promote digital citizenship through its presence at the **Salon des Maires et des Collectivités Locales**;

- simplifies the sourcing of **French public purchasers** with NUKEMA, a sourcing platform that enables local authorities to find local businesses. As part of a partnership signed in November 2022 between Solocal and NUKEMA, public purchasers using this sourcing tool can search directly for their future suppliers in the PagesJaunes database. The contact details of more than 4 million listed businesses, together with all the government contracts won by them, are accessible in just a few clicks. This partnership between two French technology companies provides public officials with an intuitive, user-friendly tool that aims to encourage public decision-makers to use small local businesses;
- promotes access to local public services across France by promoting **Maisons France Services** (local structures set up to help citizens with administrative procedures) on its PagesJaunes media as part of its partnership with the National Agency for Regional Cohesion (Agence nationale de la cohésion des territoires, ANCT). With 13 million French people lacking digital skills⁽¹⁾, the France Services one-stop-shops spread across the country give people access to a local public service less than 30 minutes from their home where they can be helped with their online administrative procedures (taxes, job centre, health insurance, retirement insurance, family allowances, etc.). Thanks to PagesJaunes, citizens can easily find the contact details of the 2,528 Maisons France Services online.

2) SUPPORT FOR NATIONAL SOLIDARITY INITIATIVES

In order to help revitalise local life, Solocal makes its digital expertise available to major national causes. As such, Solocal supports:

- **national public health causes** through special inserts on the PagesJaunes home page, making it possible to reach the largest number of French people, for example by promoting and highlighting Covid-19 screening and vaccination centres. Solocal was keen to raise awareness among French people in general and its employees more specifically, through internal communication campaigns and challenges, of the **fight against breast cancer (PagesJaunes and PagesBlanches display campaign for the Pink October Pink Ribbons)** and of the **fight against male-specific diseases**, in particular prostate cancer (**November**);
- **national causes relating to the fight against digital exclusion** through a partnership with Emmaus Connect, focusing on two projects: "Digital First Aid" (enabling caregivers to better understand and detect the difficulties their loved ones may experience with digital technology) and "Digital Relay" (support for structures wishing to act on digital inclusion). Solocal also supports the government's action with Agence nationale de la cohésion des territoires (ANCT), which has created Maisons France Services⁽²⁾ to **fight against digital illiteracy**. Maisons France Services help French people and companies who are unfamiliar with digital technology with their online administrative procedures. In 2022, **Solocal won the "Cas d'Or du Secteur Public Numérique" award in the Solidarity & Inclusion category**, by referencing the 2,528 **Maisons France Services** free of charge on its pagesjaunes.fr website in order to give them wide visibility on the Internet;
- **national causes relating to the reduction of energy consumption**, by joining the **EcoWatt Charter**, the electricity forecasting service. PagesJaunes highlights EcoWatt on its website home page via a dedicated insert that alerts French people to peaks in electricity use that could lead to power cuts. Highlighting this service on PagesJaunes helps qualify the level of consumption of the French people in real time. At any given moment, clear signals guide consumers and encourage them to adopt the good habits, ensuring a good supply of electricity for everyone. For **World Climate Day**, a number of the branch teams also took part in a **Fresque du Climat workshop**⁽³⁾;
- **national causes relating to the support of war refugees**, by providing PagesJaunes.fr users with a dedicated insert redirecting them to websites of charities where they could make donations to help victims of conflicts, notably the Ukrainians.

(1) INSEE.

(2) In town halls and local public institutions.

(3) La Fresque du Climat is an association that aims to raise awareness of climate issues through workshops.

2022 Commitments

2022 Initiatives

Helping local businesses adopt digital technology

- 111,247 **digital audits** carried out with companies
- Referencing of Solocal's digital offers with four partner regions to help local businesses use regional aid for digitalisation:
 - Auvergne-Rhône-Alpes Region
 - Hauts-de-France Region
 - Ile-de-France Region
 - Southern France Region
- Listing of Solocal's digital offerings in the **Smart City directory of Banque des territoires**
- Listing of Solocal's digital offerings in the **GouvTech Catalogue of the Interministerial Digital Directorate** so as to publicise its solutions to public administrations
- Listing of Solocal's digital offerings to the **multi-publisher market of UGAP** (Union des Groupements d'Achats Publics)
- Solocal was at the **Salon des Maires et des Collectivités Locales**, a trade fair for local government bodies, on 22, 23 and 24 November 2022 and gave a presentation at a conference on the theme "Online citizenship, digital inclusion and public procurement: an opportunity to revitalise local life?"

Enhancing the economic development of city centres and promoting short circuits

- LocalPartner platform provided free of charge, maintained and updated regularly for 19 local authorities including:
 - 3 Regions (Hauts-de-France, Ile-de-France, Southern France)
 - 2 urban communities (Grand Angoulême, Pays-de-Sommières)
 - 14 cities (Apt, Argenteuil, Boulogne-Billancourt, Bordeaux, Créteil, Draguignan, Ghisonaccia, Issy-les-Moulineaux, Marseille, Massy, Roubaix, Valence, Vincennes, Viroflay)

Supporting national societal initiatives

- Public health:
 - Covid screening centres featured prominently on PagesJaunes.fr
 - Internal awareness campaign for Pink October (breast cancer) and Movember (male-specific diseases)
- Digital inclusion:
 - partnership with Emmaus Connect
 - 2,528 Maisons France Services listed on PagesJaunes.fr in partnership with Agence nationale de la cohésion des territoires (ANCT)
- Energy consumption: EcoWatt highlighted on the PagesJaunes.fr home page

3.2.3.1.2 **Ensuring publication of responsible, broadly accessible content**

Related Sustainable Development Goal (SDG)



Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all by promoting development-oriented policies that foster productive activities, the creation of decent jobs, entrepreneurship, creativity and innovation and stimulate the growth of micro-, small and medium-sized enterprises and facilitate their integration into the formal sector.

RISK RELATED TO THIS PRIORITY

- Deterioration of Solocal's brand image and lack of awareness of PagesJaunes: impacts in the event of risk occurrence: loss of audience, loss of revenue, being outdone by the competition on verticals and general search engines, insufficient downloads of the PagesJaunes app
- Loss of interest from PagesJaunes' partners: impacts in the event of risk occurrence: loss of business for the company

Our key performance indicators for 2022

- 7.5: transactional satisfaction rating of PagesJaunes.fr users (-1.32% vs. 2021)
- +23.6: NPS (Net Promoter Score) for PagesJaunes, annual average based on transactional surveys of nearly 30,000 respondents
- 614,718 businesses use our Solocal Manager platform free of charge for simple content updates
- 81% digital accessibility of PagesJaunes.fr (+0 points vs. 2021 when the rate was identical)
- 43% digital accessibility of Solocal.com (+0 points vs. 2021 when the rate was identical)
- 42% digital accessibility of Solocal Manager (+0 points vs. 2021 when the rate was identical)
- 85% digital accessibility of Store Locator (49 points vs. 2021 when the rate was 36%)⁽¹⁾
- 87% digital accessibility of LocalPartner web directories (+0 points vs. 2021 when the rate was identical)

Our objectives for 2023

- Improve satisfaction rating of PagesJaunes.fr users to above 7.5
- Increase use of Solocal Manager platform, allowing all businesses to update their information on PagesJaunes free of charge
- Maintain level of digital accessibility of PagesJaunes.fr, Store Locator and LocalPartner at 80% at least
- Improve digital accessibility of Solocal.com and Solocal Manager to exceed 60% by 2025
- Extend digital accessibility to at least 70% for two key digital services by 2025: the PagesJaunes app and the ClicRDV solution (online appointment booking)
- Raise awareness of digital accessibility among 100% of our employees and all new entrants

Our policy

Solocal aims to provide universal access to quality content in order to guarantee users of its digital services an optimal experience in finding the right business and developing a trusting relationship with it. By pursuing a responsible policy in the design and use of its digital services by companies and users, Solocal is fulfilling its mission to vitalise local life for all, in complete confidence. This commitment covers all the information and advertising content produced and distributed on Solocal's platforms, on its PagesJaunes media, and on partner media, as well as the accessibility of all its public communication services to all persons, whether disabled or not. In order to respond as closely as possible to the expectations of users seeking ever greater ease of use

and relevance in their local Internet searches, Solocal relies on an in-house team of more than 20 people and around 40 external service providers dedicated to the production and management of the content of its PagesJaunes.fr media. The NPS and the PagesJaunes satisfaction score reflect the quality of the media by measuring both the quality of the customers' experience and how likely they are to recommend it.

As the reference in terms of content on professionals and businesses in France, Solocal focuses on two strategic areas in order to ensure the publication of responsible, broadly accessible content:

1) ENRICHING SOURCES OF CONTENT ON PROFESSIONALS AND BUSINESSES AND MODERATION THEREOF

Solocal works closely with several partners and database suppliers, highly qualified in their respective fields, to index all the French companies in each business sector and enrich their profiles with useful, reliable data.

To this end, Solocal:

- continually improves its content thanks to **public data available in open data** from governmental bodies, local authorities and public services such as:
 - the SIRENE, BODACC, RCS (Trade and Companies Register) directories for companies, and consular chambers,
 - AMELI and ADELI files for healthcare practitioners,
 - AFNOR Certification and ADEME, which grants the RGE label "Reconnu Garant de l'Environnement" (Recognised Environmental Guarantor Label),
 - AtoutFrance for registered travel operators and tourist accommodations, etc.;
- in its capacity as the publisher of a universal directory, integrates the **data made available by telecom operators**;
- enriches its vertical and transactional content with information provided by:
 - **private partners** (such as La Fourchette / Accor),
 - third-party certified organisations: Avis Vérifiés, OpinionSystem, GarageScore, Critizr, Guest Suite, Custplace, Fidcar, Immodvisor, Q3 and Batiref;
- carries out regular algorithmic monitoring of performance and engagement indicators on the **content quality of its databases**.

In 2022, Solocal continued the policy it had initiated in 2020, when new dashboards were implemented to provide real-time monitoring of quantitative and qualitative changes in the content referenced in its services and its customers' products, in addition to the more qualitative surveys already in place.

⁽¹⁾ This increase is explained by the implementation of audit recommendations and follow-up relating to our Store Locator.

In order to continuously ensure the relevance and integrity of the companies that Solocal lists, they are classified according to four levels of criticality to which specific checks are applied, notably in order to ascertain the business effectively exists and that it has the right to register under a specific professional category. A bi-monthly summary is carried out with PagesJaunes to detect alerts and correct them as quickly as possible.

This policy was intensified so as to further improve the reliability of the approximately **4.3 million companies listed in our digital services**⁽¹⁾.

Our PagesJaunes media is developing through a genuine "user-centric" policy, including:

- online questionnaires on our sites and applications: more than 8,000 verbatim responses collected in 2022 to monitor user satisfaction on a daily basis and close to 30,000 user comments giving a satisfaction score (with or without verbatim report) to calculate the NPS;
- a strategy of continuous AB and beta testing to optimise and streamline our user interfaces;
- individual interviews and surveys with 2,116 PagesJaunes users to continue to put our businesses and users at the heart of the experience offered;
- a "Contact us" explanatory page was highlighted in the footer of the pagesjaunes.fr website, enabling users (businesses or private individuals) to be directed to the appropriate service and to leave Solocal a message on the digital mailbox dedicated to user support (bug reports, feedback on features of the PagesJaunes account, etc.). This will enrich user feedback and help grow their confidence in the PagesJaunes media.

In addition, Solocal's teams index the certifications and labels of the listed businesses so that each user can find the right business in complete confidence. These elements are a guarantee of trust for the user and also allow businesses to stand out while facilitating transactions. In July 2022, the new Super Pro badge was launched on pagesjaunes.fr. It highlights businesses in the housing sector with RGE certificates and an excellent user rating (greater than or equal to 4.8/5) on PagesJaunes.fr and Google. In 2022, seven new labels were integrated: QualiPaysage, Qualibail, CTV-A+, Détection et Géoréférencement des réseaux enterrés (Detection and Georeferencing of buried networks), CACES Bureau Veritas, Qualifelec IRVE and CEPA Certified.

2) ACCESS TO CONTENT BY LOCAL BUSINESSES AND DIGITAL ACCESSIBILITY OF DIGITAL SERVICES

Solocal is particularly committed to simplifying its content and making it accessible to all, through a user path designed to contribute to the digital inclusion of all professionals and all people, including those with disabilities. In order to guarantee that its content is accessible, Solocal:

- allows its clients and all French companies to access their own content, simply and free of charge, via the Solocal Manager application. This initiative is driven by the search for an optimal, responsible browsing experience as well as by the possibility for businesses to consult, adapt and enrich their local profiles on our digital media and those of our partners;
- is committed, in partnership with Urbilog, an expert in digital accessibility, to a **digital accessibility policy for its digital services**, in addition to compliance with the Law for a Digital Republic⁽²⁾ of 7 October 2016 on the obligation of digital accessibility for companies with revenues of more than €250 million. This policy is carried out within the General Secretariat (Compliance & CSR Department), by the **Digital Accessibility Officer appointed in October 2020 under a letter of assignment from the Chief Executive Officer**. Our PagesJaunes.fr website has been a forerunner in taking digital accessibility into account, with a digital accessibility rate now reaching 81%. In 2022, we continued the special effort on our PagesJaunes media and its LocalPartner version, which have integrated the standards that make digital technology accessible. That said, our corporate website solocal.com and our customer platform Solocal Manager have not been revised along these lines in 2022, and work on our mobile apps has been postponed due to further developments, but is due to resume in 2023. Nevertheless, a policy of awareness-raising of all employees has been launched for these good practices to become everyday habits. Solocal has also initiated discussions with several accessibility players so as to not only enhance the visibility of businesses providing access to people with disabilities, but also strengthen the digital accessibility of its services.

(1) Data as of January 2023.

(2) In Article 106 of this law and its application decree of 25 July 2019.

2022 Commitments	2022 Initiatives
Guaranteeing a quality and control process for content on PagesJaunes	<ul style="list-style-type: none"> – Monitoring of registrations completed directly on PagesJaunes.fr or via customer services to avoid false information being entered into its resources (via algorithms and database cross-referencing) for the 479,000 new companies and undertakings listed in 2022 out of the 4.3 million businesses featured – Increase updates of our databases to 4.9 million per month on average⁽¹⁾ – Reduction in the time taken to put our content online, from 2 days in 2018 to an average of 6 hours by the end of 2019, 1 minute since 2020 and instantly since February 2022⁽²⁾ for the detailed fact sheet and in the search engine – Monthly reliability tests of our published content by sampling (4,000 to 5,000 businesses) – Renewal of content partnership with Bing, taking into account indicators covering the following quality areas: completeness of the database, richness of content, quality and freshness of the database. Since the beginning of 2022, Microsoft and Apple have been sharing their own “report a problem” user feedback with us, relating to contact details deemed to be incorrect (these comments are all moderated by Solocal), enriching the user feedback sent to the PagesJaunes media – Number of moderated reviews searchable on PagesJaunes.fr: 15.8 million reviews published on PagesJaunes at the end of December, including 1.6 million submitted by PagesJaunes users and 14.2 million from our partners (Avis Vérifiés, Opinion System, etc.)
Ensuring the digital accessibility of Solocal’s digital services	<ul style="list-style-type: none"> – Implementation of a digital accessibility policy, in addition to compliance with the law: <ul style="list-style-type: none"> – audit of the ClicRDV digital service – appointment of a new Digital Accessibility Officer and new Digital Accessibility Correspondents in the Product and Technical teams – publication of legal documents (Declaration of Accessibility, Multi-year Accessibility Plan and Annual Accessibility Plan) – launch of initiatives related to the digital accessibility of our customer websites
Raising awareness of digital accessibility	<ul style="list-style-type: none"> – Continued training of all employees in digital accessibility – Deployment of an internal awareness campaign – Page dedicated to digital accessibility on solocal.com to raise awareness among our customers and partners

3.2.3.2 Solocal’s governance priorities

3.2.3.2.1 Promoting the respect and security of personal data

Related Sustainable Development Goal (SDG)



Promote peaceful and inclusive societies for sustainable development through the guarantee of public information and the protection of fundamental freedoms, in accordance with national legislation and international agreements.

RISKS RELATED TO THIS PRIORITY

- Failure to comply with French Data Protection Act and GDPR (General Data Protection Regulation) / Impacts in the event of risk occurrence: CNIL inspection and/or

litigation relating to the protection of personal data, sanctions, damage to reputation, loss or leakage of data

- Cyber risks and IT security breaches / Impacts in the event of risk occurrence: publication of malicious information on company media, failure to comply with French Data Protection Act and GDPR, data compromise, financial losses, damage to reputation, customer complaints.

Our key performance indicators for 2022

- Time frame for processing requests for the deletion of personal data: 5 days in 2022 vs. 13 days in 2021
- Time frame for processing requests for the rectification of personal data: 10 days in 2022 vs. 15 days in 2021
- 74% of employees trained in cyber security issues

(1) Data as of December 2022.

(2) This is the average time between the update within our Solocal Manager application and the publication on PagesJaunes.fr for non-moderated content.

Our objectives for 2023

- Maintain time frame for processing requests for the rectification and deletion of personal data
- Train 100% of employees on the challenges of personal data protection
- Train 100% of employees and new entrants in cyber security issues
- Offer a cyber security awareness kit to our customers
- Improve the group's maturity and security score

Our policy

Solocal has made the protection of personal data an essential, central element of its activity in order to ensure its sustainability. In line with our conviction that privacy is good for business, we are committed to help building an internet of trust. In order to promote the respect and security of personal data, the Company is developing a policy with a two-fold focus:

1) THE PROTECTION OF PERSONAL DATA AS A SELLING POINT

Over and above compliance with applicable regulations on the protection of personal data (French Data Protection Act, GDPR, e-privacy, etc.), Solocal:

- intends to earn its customers' trust. This regulation is an opportunity to enshrine the following principle: **"Privacy is good for business"**. For this purpose, as early as 2011, Solocal appointed a Data Protection Officer (formerly Correspondant Informatique et Libertés) and a team dedicated to data protection, seven years ahead of the regulatory obligation created with the GDPR. With its internal GDPR compliance programme, deployed in July 2017, Solocal supports its VSE/SME and large account clients as well as public institutions in their compliance by making personal data protection a real selling point;
- sets up a compliance plan taking into account the latest developments and new requirements of the French Data Protection Authority (Commission nationale de l'informatique et des libertés - CNIL) to help prioritise the actions to be taken;
- carries out regular audits to ensure compliance of its digital media;
- provides its customers and prospects with a GDPR compliance document on a number of services/offers (online appointment booking solution for key accounts and the public sector, customer platform for key accounts, etc.);
- raises awareness of GDPR among its customers by posting videos on the solocal.com website and sharing articles/FAQs on personal data protection topics;

- wants to play a role in ensuring that its users' personal data is protected. In this respect, the company has interprofessional certifications and labels, such as:
 - **Drive-to-Trust certification**, which transparently guarantees the compliance of advertising companies' mobile solutions to their customers. The Drive-to-Trust Right People label validates the quality of solutions that offer the audience segments necessary for inventory valuation;
 - the **Digital Ad Trust** label for PagesJaunes and Ooreka. This inter-professional label aims to evaluate and enhance the quality of sites committed to responsible advertising practices through five defined criteria:
 1. guaranteeing "brand safety", i.e. ensuring that brands are featured in safe environments,
 2. optimising the visibility of online advertising,
 3. combating fraud,
 4. improving the user experience (UX) and controlling the number of ads per page,
 5. giving Internet users better information on personal data protection;
- actively participates, through membership in various organisations (GESTE, Search and Information Industry Association, Syndicat des Régies Internet), in the work of the digital ecosystem to promote good practices in terms of personal data protection.

Given the significant increase in the average time to process and modify data in 2021, Solocal has chosen to make the handling of personal data a company-wide issue. As such, the customer service is now able to respond to all of our users on their personal data with an average timeframe that is exemplary compared to the regulatory timeframe required (1 month), thanks to the actions implemented in 2022: (i) internalisation of rights request management within our subsidiary Solocal Interactive, which explains why, since March 2022, request processing times have been greatly reduced. Thanks to this action, processing times for all requests have been reduced from an average of 25 days in the first quarter of 2022 to an average of 3 days in the third quarter of 2022; (ii) review of the procedure for managing the rights of individuals by the personal data team in order to improve the management and follow-up of requests. This is reflected in the fact that processing times for rectification requests have been reduced from 15 to 10 days and for deletion requests from 12 to 5 days. Solocal is constantly working to put consent tools back at the heart of the browsing experience. The Company thus contributes to improving the data protection of all visitors as well as businesses, with over 200,000 consent management platforms.

2) IT SECURITY AS EVERYONE'S BUSINESS

In order to contribute to the protection of personal data and to be a trusted third party in the security of personal data, Solocal is steering an information security management system (ISMS) programme. This policy is focused on four commitments:

- ensuring the security of the Company's information systems;
- raising employee awareness about information system security risks on an ongoing basis;
- protecting the Company's assets;
- consolidating internal governance that makes information system security everybody's responsibility.

Through the company's IT Charter, this policy involves all the Company's employees.

The Group's Cybersecurity Director has enabled the secure equipment of all employees through the implementation of dual authentication (MFA: Multi Factor Authentication).

Support was provided to each employee to ensure optimum security, particularly in the context of the remote work imposed by the health crisis.

To prevent cyber risks, Solocal therefore set up a multi-year training plan in July 2021, which continued throughout 2022. This e-learning programme, which is mandatory for all employees, offers technical data sheets, educational videos and phishing simulation campaigns in order to raise their awareness of cybersecurity.

As a further affirmation of its commitment to cybersecurity, Solocal has been participating since 2021 in the European "Cybermonth" event to remind all its employees of good security practices. This event continued in 2022 and was once again an opportunity for all the Company's employees to participate in special webinars on cybersecurity as well as cyber meetings held throughout the year. All the sales teams were also made aware of the importance of sharing their expertise with their customers and prospects throughout the country.

2022 Commitments	2022 Initiatives
Train employees on issues related to personal data collection and cybersecurity	<ul style="list-style-type: none"> - Mandatory training for all employees on the challenges of using IT via the Solocal Academy corporate platform via several modules covering the following subjects: (i) email and phishing, (ii) GDPR and personal data protection, (iii) passwords, (iv) protection of sensitive information, (v) workstation management
Share best practices with Solocal's customers, partners and suppliers	<ul style="list-style-type: none"> - Provision on Solocal.com of a platform of recommendations for maintaining a sustainable and trustworthy business, with six educational and entertaining videos on personal data protection, digital accessibility and ethical business practices - The FAQs of our solocal.com portal contain best practices on how to deal with phishing
Introducing internal governance that makes information system security everybody's responsibility	<ul style="list-style-type: none"> - Deployment of MFA equipment to 100% of employees who want to access the server from outside the Company - Operationalisation of the Information Systems Security governance system with: <ul style="list-style-type: none"> - continued monitoring and control of the Group Information Systems Security Policy (GISSP) and the IT Charter updated in 2020 and presented to the Company's SEC and validated by the Executive Committee - implementation of safety controls on our suppliers using questionnaires or flash audits - collaborative and decentralised work on information security through an enterprise-wide cyber community - implementation of regular information security dashboards - continued management of authorisations and accounts

3.2.3.2.2 Consolidating ethical governance and taking CSR aspects into account to ensure the Company's sustainability

Related Sustainable Development Goals (SDGs)



Ensure sustainable consumption and production patterns by encouraging companies, especially large and transnational ones, to adopt sustainable practices and to include sustainability information in their reporting.



Promote peaceful and inclusive societies for sustainable development through the guarantee of public information and the protection of fundamental freedoms, in accordance with national legislation and international agreements.

RISKS RELATED TO THIS PRIORITY

- Non-compliance with the Sapin 2 law and risk of conflicts of interest / Impacts in the event of risk occurrence: inspection by the French Anti-Corruption Agency and sanctions, damage to reputation
- Absence of binding CSR criteria in the purchasing procedure / Impacts in the event of risk occurrence: making energy-intensive and costly purchases, conflict of interest or corruption, downgrade of CSR rating and damage to the Company's image

Over and above compliance with laws and regulations, Solocal is convinced of the virtues of consolidating ethical and responsible governance and is committed to developing a policy that integrates CSR aspects so as to ensure the Company's sustainability.

Our key performance indicators for 2022

- 100% of employees trained in ethical and anti-corruption issues (Sapin 2 law)
- 230 suppliers assessed in total (+24.32% compared with 2021)⁽¹⁾

- Seven ethical alerts received and processed (+4 compared with 2021)⁽²⁾
- Ethifinance Gaïa Rating: 68/100⁽³⁾ (+8 points vs. 2021)
- EcoVadis rating: 53/100, Bronze medallist (+0 points vs. 2021)

Our objectives for 2023

- Continue to train 100% of new entrants in ethics and anti-corruption issues
- Inform all our VSE-SME customers about ethical, GDPR and CSR issues through specific motion designs
- Continue to raise employee awareness of CSR
- Obtain EcoVadis Silver label by 2025

Our policy

Solocal's policy of consolidating ethical governance and taking CSR aspects into account to ensure the Company's sustainability is embodied in five mechanisms whose objectives are renewed each year in order to maintain a foundation of sustainable governance.

1) PROMOTING SOCIAL DIALOGUE

In order to promote social dialogue and value sharing, the Company:

- implements a **direct internal survey** of all Company employees, which is repeated every year (cf. social priority "Strengthening employee commitment and making Solocal more appealing" in this Statement on Non-Financial Performance);
- organises **regular discussions with the General Management** (in person and via videoconferences) for all employees. These discussions are an opportunity to review the latest highlights, to share product and marketing developments, and also to show employees they are valued;
- has implemented **remote working agreements**.

(1) 230 suppliers assessed out of a base of 1,079 active suppliers in 2021 (i.e. 21.32%). The selection of at-risk suppliers requiring ethical assessment is based on two cumulative criteria: (i) the budget spent by Solocal with these suppliers and (ii) the nature of their activities. For the 2022 assessments, 117 suppliers were identified (of which 80 were assessed).

(2) This increase is explained by the continuous training of new entrants. There is a growing awareness of ethical issues and an incentive to avoid any situations contrary to our ethical principles and Code of conduct persisting within Solocal. Furthermore, all ethical alerts are analysed, processed and followed up with facts and concrete actions.

(3) Gaïa Research is the Ethifinance group's rating agency, specialised in rating the ESG performance of small and medium-sized businesses listed on European markets. It evaluates businesses in its coverage scope on the basis of a reference framework of approximately 140 criteria divided into four pillars: environment, social, governance, and stakeholders. With a reference framework that evolves every year, Gaïa Research analyses and takes into account emerging ESG risks – with a rating of 80/100 in 2021 (bearing in mind that the rating agency then re-evaluated this 2021 rating to 68/100 following a change in calculation method). The reference framework used includes all companies in the Communication Services sector rated during the Gaïa Research 2022 campaign, i.e. 33 companies.

2) PROMOTING DIALOGUE WITH SHAREHOLDERS

In order to strengthen dialogue with shareholders and encourage long-term investor commitment, the members of the Board of Directors and the entire management team are particularly attentive to relations with both individual and institutional shareholders. This policy is steered by the Investor Relations department, which:

- facilitates exchanges with shareholders and investors via **bilateral meetings** (investor days, meetings with institutional investors, and conferences) and **dedicated tools** (telephone line, emails, web page, contact form, etc.);
- is developing a dedicated “investors and shareholders” page on the Solocal.com website to host all the Company’s **financial information and make it easier for shareholders and investors to understand** (explanatory videos, practical information sheets, etc.).

3) STRENGTHENING THE TRANSPARENCY OF SOLOCAL’S NON-FINANCIAL PERFORMANCE

In order to improve the transparency of its non-financial performance, Solocal:

- is committed to responding each year to the **questionnaires of a number of non-financial rating agencies** and in particular to the Ethifinance Gaïa Rating index, the ISS and Moody’s questionnaires; in order to share our CSR performance with institutional investors, in particular with regard to the SFDR⁽ⁱ⁾ (Sustainable Finance Disclosure Regulation);
- evaluates its CSR performance on Ecovadis;
- consolidates its CSR policy within the evaluation questionnaires of its customers and suppliers.

Solocal raises its employees’ awareness of CSR issues by regularly publishing articles on the subject in the in-house newsletter or on the intranet.

4) DEPLOYMENT OF A GLOBAL ETHICS AND ANTI-CORRUPTION POLICY

In order to support the Company’s cultural transformation, Solocal has been deploying a comprehensive Ethics and Anti-Corruption policy since 2018. This policy is supported by the Compliance & CSR Department within the General Secretariat and more particularly by the **Ethics Officer appointed in October 2018 under a letter of assignment from the Chief Executive Officer**.

Concomitantly with the implementation of the Company’s compliance with the Sapin 2 law on transparency, the fight against corruption and the modernisation of economic life, **four ethical principles** were affirmed in 2019 in the Company’s Code of conduct:

- Trust
- Transparency
- Integrity
- Respect

As part of this policy, Solocal currently has several active mechanisms:

- a **Code of conduct** aimed at ensuring compliance with clear, universally-recognised rules, together with a policy of disciplinary sanctions;
- a **whistleblowing system** open to all employees and managers, enabling them to report, confidentially and outside Solocal’s information systems, any serious harm to the interests of the Company’s assets and persons;
- a training programme for all employees;
- a whistleblowing procedure;
- a gifts and invitations policy;
- a conflict of interest procedure;
- a **system for the assessment of third-party integrity**;
- an ethical due diligence process for mergers and acquisitions;
- an accounting control plan.

Much more than a legal obligation, fighting corruption and fraud is a priority for Solocal, which has zero tolerance in this area.

In 2018 and 2019, Solocal benefited from the expertise and support of the economic players’ support hub of the French Anti-Corruption Agency (AFA) to challenge the Company’s vision and enrich it with expected best practices.

On 10 February 2021, Solocal was heard at the French National Assembly by Olivier Marleix, MP for Eure-et-Loir and Raphaël Gauvin, MP for Saône-et-Loire on the application of the Sapin 2 law within its organisation.

(i) This European Union regulation aims to provide greater transparency on environmental and social responsibility in the financial markets by requiring companies to disclose non-financial information and by defining a fund classification.

With a view to publicising Solocal's anti-corruption measures, the Company is keen to share its experience and its points for improvement, as demonstrated by its presentation on 23 November 2021 at the 8th edition of the Business Ethics and Compliance conference. On 27 January 2022, Solocal also took part in a round table on whistleblowers and the impact of European regulations on French law.

5) A RESPONSIBLE PURCHASING POLICY

With a view to implementing a responsible purchasing policy, the teams have set up an evaluation grid through

which ethical, legal, CSR, information systems and personal data protection issues are analysed and evaluated during each request for proposals. The Purchasing department and the Compliance & CSR Department of the General Secretariat are working on the implementation of a Responsible Purchasing Charter integrating elements of the current Ethics and Sustainable Development Charter for our suppliers. In addition to this, Solocal has also equipped itself with the EcoVadis tool, a platform for evaluating CSR performance and responsible purchasing, in order to better understand the CSR policies of its suppliers and better control its impact.

2022 Commitments	2022 Initiatives
Promote dialogue with shareholders	<ul style="list-style-type: none"> - "Investors & Shareholders" space on Solocal.com - Outreach to individual shareholders who are members of the F2IC (Fédération des investisseurs individuels et des clubs d'investissement), an independent association serving individual shareholders, whether or not they are members of investment clubs - Participation in institutional investor conferences (Debt & Equity) - Dialogue with non-financial agencies and institutional investors on ESG criteria (Environment, Social and Governance) - Daily intelligence via a special communication channel for individual shareholders (mailbox & phone line)
Strengthen transparency of Solocal's non-financial performance	<ul style="list-style-type: none"> - Join the Gaïa index (68/100) Silver medallist - EcoVadis Bronze Label (53/100) - Publication of six articles or messages on CSR in Solocal's in-house newsletter or intranet: <ul style="list-style-type: none"> - raising awareness during the European Week for Waste Reduction - raising awareness of eco-responsible actions in everyday life - raising awareness during the European Sustainable Development Week - information on our CSR priorities in our 2021/2022 Flyer - encouraging Citylights employees to take part in the "Handicap Week" events in Boulogne-Billancourt - information on compliance in our 2021 SNFP
Ensure the Company's compliance with the Sapin 2 law	<ul style="list-style-type: none"> - Ethics training for 100% of the Group's employees - Raising employee awareness of the risk of corruption and on declaring gifts and invitations for the International Anti-Corruption Day - 80 suppliers assessed (based on ethical and CSR criteria) out of 117 identified as at risk (with regard to the Sapin 2 law) - Update of the Ethics/CSR evaluation grid - Sharing expertise and good practices to spread an ethical culture within a group: presentation at the Round Table on the impact of the Whistleblower Directive on French law - Work on updating the whistleblowing system (Code of conduct, platform and procedure) in the framework of the Wasserman law on whistleblowers

3.2.3.3 Solocal's social priorities

3.2.3.3.1 Supporting the transformation of jobs and skills

Related Sustainable Development Goal (SDG)



Promote sustained, shared and sustainable economic growth, full and productive employment and decent work for all so that by 2030, full and productive employment can be achieved, and all women and men, including young people and persons with disabilities, can be guaranteed decent work and equal pay for work of equal value.

RISK RELATED TO THIS PRIORITY

- Lack of attractiveness and difficulty in retaining staff/ Impacts in the event of risk occurrence: loss of competitiveness, business capacity impacted, additional costs (to recruit and train new staff and use of service providers), loss of key skills.

Our key performance indicators for 2022

- Level of recommendation within the Company: 55% (+3 points vs. 2021)
- 214 internal transfers within the Company (-20% compared with 2021)
- Proportion of payroll for the training budget: 4.12% (+0.23 points vs. 2021)
- 128 new managers took the "Campus Manager" training (they started the course in 2022)
- 95% of managers in France have taken the Campus Manager training
- Percentage of employees who responded to the internal opinion survey in January 2023 who consider the Company enables them to develop their skills and employability: 69% (+4 points vs. 2021)

Our objectives for 2023

- Increase the percentage of employees who consider the Company enables them to develop their skills and employability
- Deploy new training courses for managers
- Increase the total number of managers who have taken a "Manager" training
- Promote internal mobility

Our policy

Solocal's success is built primarily on the experience, expertise and skills of its employees; ensuring that their skills match the changing needs of the Company's activities is a true challenge in today's competitive markets. As an extension of the strategic transformation plan and more specifically the refocusing on digital services, supporting employees through training is, from the Company's point of view, crucial to ensuring their employability, both in their development within the Company and in the enhancement of their skills externally.

The Company's policy with regard to supporting employees as jobs and skills change is one of the Company's core concerns. Solocal has made this issue a priority, with five people assigned to it in the Human Resources Department. The policy is structured around:

1) MANAGEMENT OF JOBS AND CAREER PATHS (GEPP)

Formalised in a collective agreement, the management of jobs and career paths policy (GEPP) is designed to support the evolution of jobs and skills over three years on the basis of an annual analysis. Each year, these elements are at the heart of the Company's social dialogue. In this way, the Company:

- categorises jobs into "major skills evolution", "growing" and "decreasing demand";
- implements the systems to support these changes, notably thanks to an extensive training offer to ensure retraining or adaptation, whether this takes place within the Company or in an external mobility context.

The reopening of negotiations in 2022 aims in particular at signing a new agreement within the Company in 2023.

2) A TRAINING PLAN

The training plan, presented and discussed at the Executive Committee, at the Training Commission and at the Social and Economic Council (SEC), aims to design a training policy. In this context, the Company pays attention to:

- supporting its economic priorities;
- accelerating professional development and boosting employability;
- supporting cultural and managerial transformation;
- promoting a learning system focused on proactive sharing that benefits everyone;
- modernising and innovating in the field of training.

Solocal has strengthened these digital training systems and has set up an e-learning **training course for all new recruits** in order to raise their awareness of the challenges of cybersecurity (with a module on personal data protection), ethics, digital accessibility and remote working. The **training**

scheme for new managers (joining the company or promoted) continued in 2022 with "Campus Manager". A new training course on remote working has been launched. Further management training is planned for 2023.

2022 Commitments	2022 Initiatives ⁽ⁱ⁾
<p>Implement the training plan, focusing on four priorities:</p> <ul style="list-style-type: none"> - implementing the Company's strategic orientations; - developing cross-cutting expertise and agile and collaborative working methods; - adapting skills in response to changes in jobs, tools and organisations; - supporting management in conveying the business culture, our leadership model and hybrid working methods. 	<ul style="list-style-type: none"> - Training on the new range of digital solutions provided for 649 employees from the Sales department - Technical training for commercial prospecting: 384 employees - Ethics and anti-corruption training (Sapin 2 law) for 100% of the Group's employees and new entrants - Digital marketing training for 51 employees - Agile methodology training - level 1,2,3 for 33 employees - Cybersecurity training (with a module on personal data): 74% of the Group's new entrants - Campus managers training: 39.9 hours + 322 managers with Comex sponsor (in total) with 5 new cohorts for a total of 128 additional employees in 2022 - Management training on support to sales representatives: 107 managers trained - Training on deployment of framework agreement for 100% of key account sales representatives - Training on regulations and sales process (e-learning): 67 employees trained - Digital Accessibility Training: 83% of employees in total (i.e. 2,153 employees) in the Group - Remote work training for employees (e-learning) and managers (e-learning and virtual classroom): 437 employees and 201 managers - Training of IT populations: 368 employees <p>Indicators:</p> <ul style="list-style-type: none"> - Number of employees trained: 2,641 (all schemes combined) - Average number of hours of training per trained employee: 24.21 hours (-2.81% vs. 2021)

3.2.3.3.2 Promoting a pleasant work environment for all

Related Sustainable Development Goal (SDG)



Promote sustained, shared and sustainable economic growth, full and productive employment and decent work for all so that by 2030, full and productive employment can be achieved, and all women and men, including young people and persons with disabilities, can be guaranteed decent work and equal pay for work of equal value.

RISK RELATED TO THIS PRIORITY

Psychosocial risk and sales staff absenteeism / Impacts in the event of risk occurrence: impact on the health and well-being of employees, increase in provident fund contribution, workload shifted onto remaining employees, impact on commercial capacity.

Our key performance indicators for 2022

- Sick absenteeism rate and percentage change in sick absenteeism rate: 10.88% (-0.47 points vs. 2021)
- Percentage of Solocal employees who responded to the internal opinion survey in January 2023 who said they were satisfied with the level of respect with which they were treated: 83% (+3 points vs. 2021)
- Percentage of Solocal employees who responded to the internal opinion survey in January 2023 who said they felt satisfied with their work environment (light, space, comfort, environment): 85% (+7 points vs. 2021)

Our objectives for 2023

- Increase rate of Solocal employees who consider themselves satisfied with the respect with which they are treated
- Continue the process of improving the quality of offices
- Reduce sick absenteeism rate

(i) Unless otherwise specified, the scope of the training plan is France (French subsidiaries), excluding Yelster and Solocal Interactive.

Our policy

Solocal is going through phases of transformation that are a cause of organisational changes and concerns for employees. Well aware of the consequences that such a context can have on the quality of life at work, Solocal implements a policy aimed at promoting the development of a pleasant work environment for all, which helps towards the achievement of its social and economic objectives.

The appointment of a Work Environment Director in 2020, reporting to the Director of Human Resources, helped coordinate the installation of employees in new premises (Cesson-Sévigné, Le Haillan, L'Isle d'Espagnac) enabling them to carry out their activities in an optimum working environment. Solocal has therefore set up a reference framework in the form of a charter to be complied with each time there is a change of building or movements within the premises. The objective is for all Solocal's business locations to offer a homogeneous and harmonised work environment.

Since 2019, Solocal has been pursuing this policy to promote the development of a pleasant working environment for all, based on:

1) THE FIGHT AGAINST ABSENTEEISM

Absenteeism is on the rise throughout France and is also a priority for the Company, which:

- has implemented a process designed to encourage employees to return to work after a long-term absence due to sickness;
- is setting up a system to combat absenteeism.

As part of mandatory negotiations on the quality of life at work, absenteeism is the subject of working groups with the staff and union representatives.

Specific measures have been identified as part of Solocal's absenteeism action plan and new measures were deployed in 2021. They continued in 2022, still based on four strong policies and several action plans:

- combine economic and social performance;
- unite the workforce around the Company's strategy and project;
- better recognise and value employees;
- develop the quality of life at work.

In 2022, in addition to the national plan to combat absenteeism, we carried out a more specific local absenteeism analysis in order to contribute to the national action plan, if necessary. Audits were performed for the regional centres in Le Haillan and Villeurbanne and are to be continued in 2023 for the other regional centres.

2) THE PREVENTION OF RISK SITUATIONS AND IN PARTICULAR PSYCHO-SOCIAL RISKS (PSR)

In order to support Solocal's transformation plan, the Company:

- uses a **range of disciplines** (human resources, employees, occupational health physician) to detect workplace situations that expose employees to PSR;
- provides a **counselling and support system** in order to find operational solutions that make it easier for employees to do their jobs. This system includes a dedicated hotline to the occupational psychologist and consultations with the internal psychologist or with the company social worker;
- monitors **prevention initiatives under the regulatory framework of the Health, Safety and Working Conditions Committees under the aegis of the quality of life and occupational health division.**

Following on from these actions, Solocal consolidated an action plan at national level to fight PSR.

3) AN APPROACH TO IMPROVE THE QUALITY OF THE COMPANY'S OFFICES

This policy, which is described in the environmental priority of this Statement on Non-Financial Performance, contributes to offering employees better working conditions.

4) AN APPROACH TO IMPROVE THE QUALITY OF LIFE AT WORK

Since 2020, in the context of the health crisis linked to COVID 19, special measures have been put in place with hardware equipment for all employees (laptops or virtual machines enabling them to work and log in remotely) and the implementation of remote work.

As part of its policy to improve the quality of life at work, Solocal initiated several negotiations with the trade unions in 2022, which led in particular to the deployment of remote working.

In addition, at Solocal's head office in Boulogne-Billancourt (Citylights), the Company provides its employees with all year round **access to the gym** at preferential rates in order to encourage **physical activity and sports**.

Solocal also took advantage of the **Quality of Life at Work Week** from 20 to 24 June 2022 to raise awareness among its employees about workplace ergonomics, nutrition and well-being, stress management and the importance of sleep. **National Hearing Day**, in March 2022, was also an opportunity to offer a **hearing test to employees at the Citylights site in Boulogne**. At the other sites, employees were invited to contact the occupational physician.

In terms of **disability in the workplace**, in addition to Solocal's investments to make its services accessible to people with disabilities, the Company raises awareness among its employees via several **explanatory and awareness-raising videos** on the recognition of disabled workers, the recruitment of employees recognised as disabled workers and their supervision by managers. To ensure the well-being of these employees, Solocal:

- makes the necessary **workstation adjustments or helps them to remain in employment** (for example by using a sign language interpreter for a hearing-impaired person);

- provides support to employees with disabilities or with children in this situation, within the framework of the **Solidarity Committee**⁽¹⁾, by issuing CESU⁽²⁾ vouchers to help with home cleaning services, or school support for disabled children;
- systematically accepts recommendations for part-time working on health grounds for disabled employees.

2022 Commitments	2022 Initiatives
Continuing the policy against absenteeism	– Continued deployment of the absenteeism action plan, with four policies divided into 19 actions
Preventing risk situations	– Continuation of primary prevention initiatives with local health, safety and working conditions commissions and local representatives – In-depth work on primary prevention with action plans and implementation of indicators – Updating of Single Risk Assessment Document – Prevention action with employees for National Hearing Day with a hearing test
Ongoing negotiations with the trade unions to improve the quality of life at work	– Signing of remote working agreements in February 2022 (2 days per week : 1 set day and 1 chosen day) for Solocal SA, Effilab, Leadformance and Solocal Marketing Services. A rider to the Solocal SA remote working agreement was signed in November 2022 and for Effilab and Leadformance in December 2022, providing for an extension of remote working days and the allocation of additional chosen days over a year. Amendments for the other Group subsidiaries are under discussion – Signing of disability agreement by two out of five trade unions (negotiations will continue with the other trade unions in 2023, with a view to obtaining a majority agreement) – Signature of the Mandatory Annual Negotiations on wages at Solocal Marketing Services with the unanimous agreement of the trade unions, and election for the renewal of the SEC (Works Council) – Negotiations started on the renewal of Solocal SA's SEC (Works Council) and the agreement on trade union rights

3.2.3.3.3 Improving employee commitment and making Solocal more appealing

Related Sustainable Development Goal (SDG)

 Achieve gender equality and empower all women and girls by contributing to the worldwide end to all forms of discrimination against women and girls.

 Promote peaceful and open societies for sustainable development by ensuring that dynamic, participatory and representative decision-making at all levels is a hallmark of the process.

RISKS RELATED TO THIS PRIORITY

- Lack of attractiveness and difficulty in retaining staff / Impacts in the event of the risk occurrence: loss of competitiveness, business capacity impacted, additional costs (to recruit and train new staff and use of service providers), loss of key skills

(1) This Committee is composed of staff representatives and members of the management team.

(2) Chèque Emploi Service Universel (universal employment service cheque).

Our key performance indicators for 2022

- Level of engagement expressed by Solocal employees who responded to the internal opinion survey: 73% (+1 point vs. 2021)
- Percentage of women executives: 25.64% (-5.13 points vs. 2021)
- Gender equality index at Solocal SA: 89 points calculated in 2022 for the year 2021 (-7 points compared with the calculation made in 2021 for the year 2020)
- 142 apprentices in the company (-18.86% vs. 2021)

Our objectives for 2023

- Increase the rate of women executives to reach at least 30% of women in top management by 2025
- Maintain the level of engagement expressed by employees
- Maintain the level of the Solocal SA index
- Increase the number of apprentices hired
- Implement development programmes for target populations

Our policy

In order to ensure the durability and development of the Company's activities, Solocal aims to attract and retain employees from all backgrounds with a wide range of specialised, complementary skills, a challenge that is all the more difficult to meet in the competitive field of digital technology. In the context of the recovery plan with the "1 young person, 1 solution" policy initiated by the French government in 2020, Solocal is pursuing for the third consecutive year its policy to make itself more appealing to employees and job applicants.

With the mobilisation of three people within the Human Resources department, Solocal makes employee engagement a priority. This policy is based on:

1) MANAGING TALENT

In order to attract and retain talent, the Company:

- establishes **partnerships with schools** at the local and national level;
- **shares the expertise** of its employees and managers with students;
- is working on strengthening its **employer brand** via various platforms dedicated to employment, in order to enhance its visibility;
- deploys a programme dedicated to **apprenticeship and work/study contracts** (over the 2022/2023 school year) **targeting new hires** (mainly of work/study students) for the following positions: Web Project Manager (9), Customer Relationship Manager (27), Field Sales (23),

Office-based sales (25), SEO Project Manager (7). These limited-term recruitments could constitute a pool for these positions, which are recruited under indefinite-term contracts (with the exception of Customer Relationship Managers);

- is implementing development programmes for target populations as part of the People Review.

2) IMPROVING EMPLOYEE ENGAGEMENT

In order to recognise and reward the work of its teams, the Company:

- identifies the strengths and weaknesses of its organisation and internal environment through an **opinion survey**, which has been conducted for several years now among all Company employees;
- implements a **talent retention system** (identification of key positions, detection and retention of talent including a retention plan, succession plan), notably through a mapping of career development prospects for employees identified as key for the company; professionalises its local management through the deployment of **dedicated managerial training programmes**.

The People Review was deployed for the second consecutive year, but this time to all employees (fixed- and indefinite-term contracts and work/study students).

3) SUPPORTING SOCIETAL INITIATIVES

In order to develop employee engagement, the Company:

- recognises employee initiatives aimed at sharing expertise with Solocal's various partners (local institutions, private partners and the academic sphere, as expressed in priority 1 of this SNFP);
- orchestrates company life to improve the well-being of employees, organising convivial events at the Boulogne-Billancourt head office, such as a **football tournament** (Solocal Cup) and drinks party, a **concert for France's annual Fête de la Musique and for the end-of-year holiday season** with Solocal employees, branch parties for **Halloween**, and **Christmas challenges** in December.

4) PROMOTING GENDER DIVERSITY

In order to promote gender diversity, the Company:

- is committed to **equal opportunities for women and men**. At Solocal's largest subsidiary (Solocal SA), the **2022 index (for the year 2021) of professional equality between women and men stands at 89 points** (cf. provisions resulting from the law No. 2018-771 of 5 September 2018 and the decree No. 2019-15 of 8 January 2019 applicable to companies with more than 1,000 employees in terms of transparency on pay differentials between women and men); In 2022, a **gender equality agreement was signed** unanimously by the unions;

- stipulates in its recruitment process that recruitment firms working with Solocal must retain at least one woman out of every three people among shortlisted candidates. With **otherwise equal skills, priority is given to hiring a woman.**

5) RESPECT FOR HUMAN RIGHTS

Solocal is a signatory of the United Nations Global Compact, which encourages companies to promote ethical practices

and fundamental values in their business. The Company thus undertakes to respect these 10 universally recognised fundamental principles⁽¹⁾ (derived from international texts and conventions on human rights, working conditions, the environment and the fight against corruption) and to ensure that its partners and suppliers also respect them via its Ethics and Sustainable Development Charter and its Code of Conduct, which are integrated into all contracts.

2022 Commitments	2022 Initiatives
Setting up partnerships with schools	– Partnerships with EURIDIS (for our regional centres in Boulogne-Billancourt, Le Haillan, and Villeurbanne) and AFTEC (for our regional centre in Cesson-Sévigné)
Strengthening the employer brand	– Development of partnerships with several employment platforms around an employer branding platform: sharing of company values, company identity, job offers: “Welcome to the Jungle”, Indeed, Glassdoor, Hellowork (and Jobteaser in 2023). As well as on Solocal SA’s LinkedIn career page – Signing of the gender equality agreement
Recruiting new talent	– 14 work/study students and/or interns hired after their training – 10 service providers internalised (9 in the Technical Department and 1 in the Product Marketing & Media Department) – 58 new hires as a result of the co-optation policy (mainly in the Sales Department)

3.2.3.4 Solocal’s environmental priorities

3.2.3.4.1 Optimising energy consumption, use of resources and reducing the carbon impact for sustainable digital

Related Sustainable Development Goals (SDGs)



Establish sustainable consumption and production patterns with the objective of significantly reducing waste generation by 2030 through prevention, reduction, recycling and reuse.

RISK RELATED TO THIS PRIORITY

Environmental footprint of our business and climate risks / Impacts in the event of risk occurrence: decrease in energy efficiency, increase in **greenhouse gas emissions**, downgrade of CSR rating on environmental aspects and negative impact on employer brand awareness.

Our key performance indicators for 2022

- Change in emissions from car fleet (in CO₂ tonnes equivalent / for all vehicles): -3.96% (1,603 tCO₂-eq for 2022 vs. 1,542 tCO₂-eq for 2021) There were fewer vehicles in 2022 (555 on average vs. 626 in 2021), but although the fleet is smaller, employees are driving more. This can be explained by the Covid effect, still present in people’s minds
- Change in carbon impact of offices⁽²⁾ (in kg CO₂ equivalent): -11% (178,404 kg CO₂ for 2022 vs. 200,072 kg CO₂ for 2021⁽³⁾), which can be explained by the discontinuation of the Telethon initiative in 2022 in Angoulême (Web Factory site), which consumed a lot of energy, but also by a breakdown of the heating system. Regarding the latter, settings were optimised (notably better control of thermostat programmes and heating turned off at night as part of the energy efficiency plan)
- 7.3 tonnes of waste from electrical and electronic equipment (WEEE) collected: -47.8% vs. 2021 as there were fewer orders and less use of IT equipment. There was less equipment to recycle and therefore a lower tonnage

(1) The principles stipulate that businesses should (i) support and respect the protection of internationally proclaimed human rights; (ii) make sure that they are not complicit in human rights abuses; (iii) uphold the freedom of association and the effective recognition of the right to collective bargaining; (iv) the elimination of all forms of forced and compulsory labour; (v) the effective abolition of child labour; (vi) the elimination of discrimination in respect of employment and occupation; (vii) support a precautionary approach to environmental challenges; (viii) undertake initiatives to promote greater environmental responsibility; (ix) encourage the development and diffusion of environmentally friendly technologies; (x) work against corruption in all its forms, including extortion and bribery.

(2) Does not include the Leadformance premises in Montbonnot (approx. 503 sq.m.).

(3) 2021 data revised following a calculation correction.

Our objectives for 2023

- Continue the deployment of the Car Policy by integrating at least 30% of low-emission models by 2025
- Reduce CO₂/vehicle to 90g/CO₂ in 2025
- Maintain reduction of our carbon footprint:
 - maintain recycling of electrical and electronic equipment waste
 - maintain the decrease in overall emissions from the car fleet and offices
- Carry out an impact analysis on the eco-design of our services and digital solutions
- Continue the deployment of the energy efficiency plan

Our policy

In order to contribute to the common effort to fight global warming and reduce France's carbon impact by 10% by 2024, Solocal is optimising the resources used to develop its digital activities as part of its transformation. As part of its mission to vitalise local life, Solocal facilitates local intermediation between local professionals and their customers, as well as between citizens and their town halls and administrations, notably with its online booking service. This is a way of encouraging people to work together to reduce the carbon footprint through local exchanges and contacts.

In addition, with the end of its printed directories business, Solocal made strategic choices that are in line with the environmental priority it supports to reduce its carbon footprint and help local businesses achieve a sustainable and responsible digital transformation.

Since our first carbon footprint in 2014 and the gradual and then definitive cessation of our printed directories business, the downward trend we had noted has been confirmed. Our carbon footprint carried out in 2022 (for the year 2021) showed a significant reduction of 78% in our greenhouse gas emissions in eight years. In addition to the digital transformation and the end of our printed directories business, this continued decline is explained by concrete actions within Solocal, in particular:

- the purchase of green energy: 50% of our electricity is green and French;

- investment in digital accessibility, which benefits eco-design and ultimately reduces our carbon impact;
- the migration of our services to cloud providers with CSR policies geared towards carbon neutrality and offsetting residual emissions;
- the reduction of office space and the move to modern buildings, mainly HQE (High Environmental Quality) and less energy-consuming, whose energy performance we also audit.

In addition to the regulatory obligations concerning scope 1⁽¹⁾ (direct emissions linked to the Company's activity) and scope 2⁽²⁾ (indirect emissions linked to the use of energy), Solocal decided to include emissions relating to scope 3⁽³⁾ (other indirect emissions), which include digital services, in its carbon footprint. Our policy of decommissioning these services has resulted in CO₂ emissions of 156 tCO₂, which corresponds to just 1.34% of our total greenhouse gas emissions (corresponding to 11,400 tCO₂ in 2021). Our CO₂ emissions stem mainly not from the digital sector but from fixed assets, purchases of services and commuting.

2022 was also an opportunity to carry out an energy performance audit within Solocal SA (car fleet) and also within Solocal Marketing Services (Angoulême building).

Solocal's policy of optimising energy consumption and resources is mainly steered by the Real Estate department, within which two people are notably in charge of collecting data on greenhouse gas emissions resulting from the buildings' and car fleet's consumptions. With the migration of our data to the cloud, the only emissions generated by the Company's technical infrastructures are monitored by one person in the Technical Department. Solocal also confirms its commitment by:

1) IMPLEMENTING A SUSTAINABLE BUSINESS TRAVEL POLICY

In addition to a continuous reduction in greenhouse gas emissions linked to employee commuting and business travel and the effects of the two lockdown periods during the Covid-19 health crisis, Solocal has planned a **gradual transition for its commercial car fleet to hybrid and electric vehicles.**

(1) Gas burned for heating, etc.

(2) Use of district heat or electricity from the grid, etc.

(3) Business travel; commuting, purchasing and services, waste, visitor and customer transport, etc.

In 2021, with the salary negotiations, Solocal ratified the end of diesel vehicle renewals for all employees, and committed to a car policy with low emission models. In October 2022, Solocal therefore deployed an **electrically oriented Car Policy** to its sales force, encouraging them to opt for low emission vehicles so that they could play an active part in this mobility change. This initiative was a great success (in one week, more than 50% of renewals were for electric vehicles), enabling the Company to exceed the 10% threshold set by the LOM law⁽¹⁾ and to win the **Connect Fleet 2022 award for the best project in the "CSR Energy Transition" category**, awarded to companies that have implemented remarkable actions in the field of the environment or social and environmental responsibility.

In addition, regular messages are sent to employees with company cars in order to raise their awareness of eco-driving and road safety. The Company is keen to accelerate its **awareness-raising process and encourage soft mobility**.

To this end, Solocal plans to develop a more comprehensive mobility policy within its six regional centres (Boulogne-Billancourt, Cesson-Sevigné, Le Haillan, Nancy, Roubaix, Villeurbanne) but also at its WebFactory in L'Isle d'Espagnac (a mobility plan is currently being discussed with the Grand-Angoulême urban community). In addition, six of our establishments are equipped with secure bicycle parks and showers.

2) OPTIMISING THE COMPANY'S REAL ESTATE PORTFOLIO

As a continuation of the policy pursued since 2018, Solocal:

- **optimises its rental space** in order to improve the environmental quality of its real estate assets, particularly in Boulogne-Billancourt (rental of City 3), Chambéry and Grenoble, both combined on the same site in Montbonnot Saint Martin (June 2022), and reduction of surface areas in Nancy (November 2021) and Villeurbanne (March 2022);
- **occupies recognised quality premises with HQE and RT 2012 certifications**: regional centres of Boulogne-Billancourt "Citylights" (May 2016); Cesson-Sevigné (September 2020); Le Haillan (April 2020) and L'Isle d'Espagnac (November 2019);
- **reduces heated and air-conditioned spaces, as part of its energy efficiency plan**, by bringing staff together in the same spaces;
- integrates the lessor's responsibility regarding the choice of materials so that environmental and health impacts are limited to the greatest extent possible by using **materials or products with a recognised environmental label** (European Ecolabel, NF Environnement, GUT, Blue Angel, etc.);

- Green Committee required for the level of certification in Boulogne;
- is helping to **maintain biodiversity** in urban areas by installing beehives on the roof of its headquarters in Boulogne-Billancourt (Citylights complex),
- obtains its electricity from green and French energy.

3) PROMOTING RESPONSIBLE DIGITAL TECHNOLOGY

In 2022, Solocal continued the switch, initiated in 2018, of **company data to the cloud** through its partners. Solocal has thus adopted a responsible daily management of its IT equipment, pursuing its policy of optimising the useful life of IT equipment by:

- **donating equipment for re-use** to the non-profit organisation Les Ateliers du Bocage;
- **recycling print cartridges** with Conibi;
- **initiating a reflection on the eco-design** of our digital services and solutions.

4) RAISING AWARENESS OF ECO-RESPONSIBLE ACTIONS

Attentive to climate, economic and energy issues, Solocal regularly communicates with its employees, particularly during sustainable development events, to raise their awareness of CSR issues and eco-responsible actions. Solocal also launched its energy efficiency plan in December in response to the government's requests for efforts. This plan notably consists in:

- freeing up floors and grouping employees so as to create unheated empty areas;
- lowering the heating temperature to 19° in the day, with a limited remotely-controlled modulation, and turning off the heating at night and at weekends;
- reducing air conditioning and turning it off in empty areas;
- raising employee awareness of environmentally responsible actions;
- reduce the lighting in the head office car parks based on a 2/3 (daytime) 1/3 (evenings and weekends) system;
- adjust operation of CMV⁽²⁾ in the restrooms to working hours.

The Company has also signed up to the EcoWatt Charter (electricity forecasting service) with various internal and external communication measures and action plans to be taken in the event of strains on the power grid. In this context, a dedicated EcoWatt insert has been added to the PagesJaunes.fr home page to inform users about the state of the electricity network.

(1) Loi d'Orientation des Mobilités no 2019-1428 of 24 December 2019.

(2) Controlled Mechanical Ventilation.

2022 Commitments	2022 Initiatives
Optimising rental space and improving the environmental quality of the Company's real estate portfolio	<ul style="list-style-type: none"> - Reduction in average space leased
Promoting responsible digital technology	<ul style="list-style-type: none"> - Continued migration of the Group's infrastructures and systems to the cloud - Decommissioning: VM, hypervisors, physical servers, etc. - Impact analysis within the Technical Department teams on eco-design through workshops (the Technical Department's Thursdays in November and December 2022) contributing to raising awareness on the subject
Educating employees on eco-responsible actions and safe driving	<ul style="list-style-type: none"> - Three communications were sent to employees during the year to inform them of good eco-driving practices - Three communications during the year on waste sorting, daily actions to reduce energy consumption and one on our CSR issues
Reducing our carbon footprint and energy consumption	<ul style="list-style-type: none"> - Our carbon footprint for the year 2021 was completed, with associated action plans to reduce our impact - Two energy audits (Solocal SA and Solocal Marketing Services) were carried out, with associated action plans to reduce our consumption - An energy efficiency plan was implemented to contribute to the common effort to reduce our energy consumption - Membership of the EcoWatt Charter (electricity forecasting service) to inform and warn via PagesJaunes.fr of possible power cuts planned in the winter 2022.

3.2.4 APPENDICES

3.2.4.1 Additional risks

Details on the inclusion of major categories required by Order No. 2017-1180 on the publication of non-financial information

Social consequences of the business activity

Collective agreements entered into in the Company and their impacts on its economic performance and employee working conditions

This topic is covered in the social priorities.

Actions against discrimination and to promote diversity

This topic is covered under "Strengthening employee engagement and making Solocal more appealing".

Environmental consequences of the activity and impact of climate change

Consequences on climate change of the business activity and of the use of the goods and services it produces

This topic is covered in "Optimising energy consumption, use of resources and reducing the carbon impact".

Societal commitments to sustainable development, the circular economy and the fight against food waste

This topic is not a major non-financial risk for Solocal. It is not covered by the Company's Statement on Non-Financial Performance.

Societal commitments

Fight against food insecurity, working to secure animal welfare and responsible, fair and sustainable nutrition

This topic is not a major non-financial risk for Solocal. It is not covered by the Company's Statement on Non-Financial Performance.

Human rights

Risks that are not on the list of "Non-financial risks and priorities" are not considered as major risks for Solocal.

However:

Our Code of conduct is aligned with fundamental and universal principles such as those of the Universal Declaration of Human Rights, those set forth in International Labour Organization agreements on freedom of association, the right to collective bargaining, eliminating discrimination in respect to employment and occupation, eliminating forced or compulsory labour, and abolishing child labour, and those of the Organisation for Economic Cooperation and Development (especially with respect to efforts to fight corruption). Solocal also signed up in 2020 to the Principles of the **UN's Global Compact** (United Nations), allowing the company to contribute to the achievement of the **Sustainable Development Goals** (SDGs) through the annual publication of a Progress Report to the UN.

Corruption

This topic is detailed under "Consolidating ethical governance and taking CSR aspects into account to ensure the Company's sustainability".

Tax evasion

This topic is not a main risk for Solocal. However, Solocal practices market prices with Solocal companies outside France. These prices have been approved by the tax board which prepares the documentation for transfer pricing each year.

3.2.4.2 Methodology note

Solocal issues its Statement on Non-Financial Performance in response to European directive 2014/95/EU of the European Parliament and the Council of 22 October 2014, Order No. 2017-1180 of 19 July 2017 and its implementing decree No. 2017-1265 of 9 August 2017.

Within the framework of its Statement on Non-Financial Performance, Solocal is continuing to deploy policies linked to its priorities while ensuring that it responds as fully as possible to the risks identified according to its stated strategy.

A reporting process has been put in place to collect all of the required information. It comprises several stages which are described below.

Reporting scope

Scope

Solocal has identified its main non-financial risks on the basis of its entire operations and its currently integrated subsidiaries.

Depending on the priorities and risks, qualitative and quantitative indicators may cover a smaller scope. This is specified for each indicator.

Within the scope of its proactive strategy, Solocal aims in the future to extend its reporting to all its subsidiaries in the regions in which it operates. For the quantitative social indicators, the Group scope is favoured. In the event of a smaller scope, a note is provided in each of the paragraphs concerned.

Since the move of the head office in May 2016, the reporting scope has progressed significantly to take into account almost all the French subsidiaries on most environmental indicators.

For fiscal year 2021, the scope taken into consideration is therefore Solocal Group, unless otherwise specified.

Period and frequency

Solocal's Statement on Non-Financial Performance is published annually in the Registration Document and since 2020 in the Solocal Universal Registration Document. The information required covers the past calendar year in line with Solocal's financial year, from 1 January to 31 December 2021.

In the case of indicators for which the information required is not fully available, two cases arise:

- the data is extrapolated so as to end up with an annual result;
- the period taken into consideration differs from the calendar year.

Organisation of the report

Non-financial indicators are provided by a network of CSR Correspondents. Their role includes organising and coordinating the escalation of information to the Institutional Relations and CSR department of the General Secretariat, as well as guaranteeing the quality and completeness of the data supplied by checking their consistency and reasonableness. There are four successive stages in the reporting process:

- data collection and checking, by a contributor;
- validation of the data collected, by an officer;
- global audit and consolidation, provided by the Institutional Relations, CSR, Ethics and Risk department;
- the use of the data collected: forwarding of the end results to those responsible for the commitments, for project management, and publication in the Solocal Universal Registration Document.

Reporting tool

The quantitative and qualitative CSR data in this report was collected using the "Reporting 21" tool which was introduced in 2015 and updated in the course of preparing the SNFP. This tool has provided for the reliable collection, consolidation and control of CSR information.

Independent verification

In accordance with regulations, an Independent Third Party Organisation (ITPO) was appointed to audit the non-financial information published by Solocal in its Universal Registration Document for the part concerning the Statement on Non-Financial Performance. The audit procedures were determined with Solocal in advance. The auditors ensure that Solocal has implemented a data collection process conducive to the compliance and accuracy of the information. The compliance review examines: the presence of the business model, description of the main risks, policies and due diligence for each risk, including key performance indicators, review of the risk analysis process, review of the presence of information categories (social, environment, corruption, etc.) and the information required by regulations (food waste, etc.).

The auditors examine by sampling the collection, compilation, processing and checking processes for the information considered as being the most important for the Company and perform detail tests on them.

The conclusions of these external audits are formalised in an audit report published in the Universal Registration Document.

The auditors also mention the steps involved in completing their work.

Further, the statutory auditors must certify that the Statement on Non-Financial Performance is included in the management report. In their role of statutory auditors, they are not required to check the compliance and accuracy of the information published in the statement, or its

consistency with the financial statements. They produce a certification of presence stating that all parts of the Statement on Non-Financial Performance have been included.

Main methodological details for the indicators

Certain indicators for which all or some of the data was not available were extrapolated or estimated.

The main scenarios are presented below:

Indicators	Assumptions
Electricity consumption by offices excluding data centers	Estimate of consumption based on an average ratio of kWh/sq.m. in the event that data is missing for a site (e.g. missing bill, meter problem, etc.). The average ratio is calculated on the basis of an average of the consumption of sites for which all the information was available
Water consumption	Change of consolidation method in 2018 with application of a ratio compared with the premises actually occupied by Solocal

Details on a number of social indicators

- All social indicators (except when otherwise specified in the document) are measured excluding interns, VIEs (French International Volunteers in Business), temporary workers, apprentices and professionalisation contracts. Specific indicators explain the apprenticeship policy
- Training: the training indicators include any training format and period. Employees provided with less than 30 minutes' training represent an insignificant proportion of the numbers trained. The training data (budget, hours and number of employees trained) published are as at 31 December and do not fully cover the financial year as some additional data are consolidated for January and February of the following year. Finally, the elements consolidated in the training budget may vary between the French and foreign subsidiaries (Yelster and Solocal Interactive)
- Work-related injuries and commuting accidents: work-related injuries exclude commuting but take into account accidents occurring during business trips. The workplace injury frequency rate is the number of first settlement accidents per million hours worked (i.e.: $1,000,000 \times [\text{number of work accidents with lost time}] / [\text{total number of hours worked over the year}]$). The workplace injury severity rate is the number of days of absence from work per 1,000 hours worked (i.e.: $1,000 \times [\text{number of days of absence from work due to a work accident over the year}] / [\text{total number of hours worked over the year}]$)
- Internal mobility: change of job within the company
- Employment rate of people with disabilities: publication only for France
- Absenteeism rate: Number of days of sick leave during the fiscal year counted in working days (excluding interns, VIEs

(International Internships), temporary workers, apprentices and professionalisation contracts) out of the total number of theoretical days of work requested (excluding interns, VIEs, temporary workers, apprentices and professionalisation contracts) (excluding public holidays; hours worked by employees who left during the year are included)

- Index: the professional equality index is based on the prior year's data calculated in March of the current year

Method for calculating greenhouse gas emissions

In order to calculate the greenhouse gas emissions resulting from electricity consumption, urban heating and business travel, the following emissions factors, based on the Base Carbone of ADEME, the French Environment and Energy Management Agency, were used:

1. for electricity (France): 0.0569 kg CO₂e/kWh (upstream and production excluding line losses);
2. for urban heating (concerning Citylights):
 - cold: 0.026 kg CO₂e/kWh for the ZAC Ile Seguin Rives de Seine, Boulogne-Billancourt (excluding line losses), hot: 0.114 kg CO₂e/kWh for the ZAC Ile Seguin Rives de Seine, Boulogne-Billancourt (excluding line losses);
3. for natural gas (LCV) (France): 0.244 kg CO₂e/kWh LCV;
4. for business trips:
 - diesel, mainland France: 3.1 kg CO₂e/litre,
 - petrol, also mainland France: 2.7 kg CO₂e/litre.

These emissions factors were updated in 2022 by referring to the ADEME's Base Carbone.

3.2.4.3 Report of the independent third party organisation on the statement on non-financial performance included in the management report

To the shareholders, In our capacity as independent third party organisation, Cofrac accreditation no. 3-1860 (list of locations and scope available at www.cofrac.fr), we hereby submit our report on the statement of non-financial performance relating to the financial year ended 31 December 2022 (hereafter the "Statement"), presented in the management report in application of the legal and regulatory provisions of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code.

The Company's responsibility

It is the responsibility of the Board of Directors to draw up a Statement complying with the legal and regulatory provisions, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies applied in respect of those risks as well as the results of those policies, including key performance indicators.

The Statement was prepared using the entity's internal procedures.

Independence and quality control

Our independence is defined by the provisions set out in Article L. 822-II-3 of the French Commercial Code. We have also introduced a quality control system that comprises documented policies and procedures, a programme available upon request aimed at ensuring compliance with applicable laws and regulations.

Responsibility of the independent third party organisation

It is our responsibility, on the basis of our work, to formulate a reasoned opinion expressing a conclusion on:

- the compliance of the Statement with the provisions set out in Article R. 225-105 of the French Commercial Code;
- the fairness of the information provided in accordance with the 3rd paragraph of I and II of Article R. 225-105 of the French Commercial Code, i.e. the results of the policies, including the key performance indicators, and the actions, relating to the main risks, hereafter the "Information".

However, it is not our responsibility to express an opinion on the entity's compliance with other applicable legal and regulatory provisions, in particular with regard to the vigilance plan and the fight against corruption and tax evasion, or on the compliance of products and services with applicable regulations.

Nature and extent of the engagement

Our work described below was carried out in accordance with Articles A. 225-1 et seq. of the French Commercial Code:

- we carried out forward planning of the assignment and conducted an internal launch meeting and a launch meeting with the client to review the Statement, the scope, the risks of inaccuracies and to adjust the planning;
- we conducted a critical review to assess the overall coherence of the SNFP;
- we verified compliance: we verified that the Statement covers each category of information provided for in III of Article L. 225-102-1 with regard to social and environmental matters as well as respect for human rights and the fight against corruption and tax evasion, we verified that the Statement presents the information provided for in I of Article R. 225-105 and the information provided for in II of Article R. 225-105 when relevant with regard to the main risks and includes, where applicable, an explanation of the reasons for the absence of the information required by the second paragraph of III of Article L. 225-102-1;
- we presented our interim findings and reviewed the corrections made;
- we verified that the Statement covers the consolidated scope, that is, all the companies included in the scope of consolidation pursuant to Article L. 233-16 with the limits specified in the Statement;
- we identified the persons in charge of the collection processes and examined the collection, compilation, processing and control processes aimed at ensuring the completeness and fairness of the information;
- we reviewed the consistency of changes in the results and key performance indicators;
- we identified the detailed testing to be carried out and listed the evidence to be collected;
- we consulted documentary sources and conducted interviews to corroborate the qualitative information which we considered most important;

- we verified the fairness of a selection of key performance indicators and quantitative results (historical data) that we considered to be the most important⁽ⁱ⁾ through detailed testing (verification of the correct application of definitions and procedures, verification of consolidation, reconciliation of data with supporting documents). This work was carried out at a selection of contributing entities and covers 52% to 100% of the data selected for these tests.

Means and resources

Our work drew on the skills of three people and was carried out between November 2022 and February 2023 over a total period of four months. We conducted 18 interviews with the people responsible for preparing the Statement.

Conclusion

Based on our work, we did not identify any material misstatement liable to call into question the fact that the

statement on non-financial performance complies with the applicable regulatory provisions and that the information, taken as a whole, is presented fairly.

Comments

Without qualifying the conclusion expressed above and in accordance with the provisions of Article A. 225-3 of the French Commercial Code, we make the following comments:

- concerning the scope, please refer to the “methodology note” paragraph in the appendices;
- the reporting process needs to be made more reliable for training-related indicators;
- the reporting process needs to be made more reliable at the level of internal control, particularly for the indicator “Change in carbon impact of offices”.

Toulouse, 26 April 2023

**THE INDEPENDENT THIRD-PARTY ORGANISATION
SAS CABINET DE SAINT FRONT**

Pauline de Saint Front
Chairwoman

(i) List of the information we considered most important: Key performance indicators and other quantitative results: - Number of town halls, local authorities and administrations equipped with an online booking solution to promote online citizenship - Satisfaction score of PagesJaunes.fr users - NPS (Net Promoter Score) - Percentage of digital accessibility of Store Locators - Processing time for requests to rectify personal data - Total number of suppliers assessed - Ethifinance Gaia rating - EcoVadis rating - Level of recommendation within the company - Percentage change in employees who responded to the internal opinion survey in January 2023 who consider the Company enables them to develop their skills and employability - Average number of hours of training/employee trained - Proportion of payroll for the training budget - Change in sick absenteeism rate - Percentage change in employees who responded to the internal opinion survey in January 2023 who said they were satisfied with the level of respect with which they were treated - Percentage change in Solocal employees who responded to the internal opinion survey in January 2023 who said they felt satisfied with their work environment - Level of engagement expressed by Solocal employees who responded to the internal opinion survey - Equal pay index between women and men at Solocal SA - Change in carbon impact of offices.

Other non-financial indicators

Indicators	2021	2022	Chg. 2021/2022	Comments
Societal				
All of the societal indicators monitored are directly presented in the Statement on Non-Financial Performance.				
Governance				
Number of requests for the modification of personal data received by customer service	-	138,817		- The 2021 volume (302,988 requests) included requests for moderation which should not have been counted as they were made directly by our customers/prospects who are legal entities and not subject to GDPR. The introduction of a new Customer Relations tool in 2022 has made it possible to distinguish between the two types of requests received (rectification and deletion)
Number of requests for the deletion of personal data received by customer service	-	15,664		-
Number of women on the Board of Directors as at 31 December	5	5	0%	Stabilisation in the number of women on the Board of Directors
Number of women on the Executive Committee as at 31 December	1	1	0%	Stabilisation of the number of women on the Executive Committee
Employer responsibility				
Registered global workforce	2,737	2,740	+0.11%	Stabilisation of the overall number of employees
Workforce on indefinite-term contracts	2,671	2,711	+1.50%	Very slight increase in the number of employees on indefinite-term contracts due to a drop in the number of fixed-term contracts and preferred use of indefinite-term contracts
Workforce on definite-term contracts	66	29	-56.06%	Decrease in the number of employees on fixed-term contracts due to preferred use of indefinite-term contracts
Proportion of the workforce on indefinite-term contracts	97.59%	98.94%	+1.35 pts	Stabilisation of the proportion of the workforce on indefinite-term contracts
Number of part-time employees	151	153	+1.32%	Stabilisation of the number of part-time employees
Share of part-time employees	5.52%	5.58%	+0.06 pts	Stabilisation of the share of part-time employees
Number of hours of training provided during the year	67,224	68,137	+1.36%	Stabilisation of the number of training hours provided 2,641 employees trained * 25.78 hours
Number of employees trained	2,693	2,641	-1.93%	Very slight decrease in the number of employees trained
Total training expenses (€)	5,271,525	5,292,464	+0.40%	Stability of training expenditure with the same number of training hours as last year
Participation rate in the internal survey	80.7%	72%	-9 points	Decline in participation rate

Indicators	2021	2022	Chg. 2021/2022	Comments
Number of workplace accidents resulting in absence	46	19	-58.70%	The number of days off work due to work-related injuries has more than halved, as there were more minor accidents that did not require time off work (mainly commuting or business trips)
Work accident frequency rate	13.1%	5.39%	-7.71 pts	Decrease due to frequency rate being proportional to the decrease in the number of work accidents and the decrease in the number of employees
Work accident severity rate	1.29%	1.37%	+0.06 pts	Stability (severity rate = number of days compensated per 1,000 hours worked)
Total aggregate number of hours worked during the year	3,524,468	3,527,176	+0.08%	Stabilisation of the number of hours worked
Aggregate number of days of absence during the year	4,533	4,846	+6.90%	Increase in the number of days off work due to GP prescription
Number of days of sick leave	81,475	75,763	-7.01%	Decrease in the number of days of sick leave due to GP prescription and decrease in staff numbers
Number of theoretical working days	717,957	696,227	-3.03%	Decrease in the number of theoretical working days due to the decrease in staff numbers
Average age of employees	41.1	40.4	-1.70%	Stabilisation of average age of employees
Average years of service of employees	11.1	10.6	-4.50%	Slight decrease in average employee length of service
Total payroll	€135,260,401	€128,346,744	-5.11%	Decrease in payroll due to the decrease in staff numbers
Overall turnover	28	29.1	+3.93%	Increased turnover due to tightness in the labour market
Employees recruited on indefinite-term contracts	561	791	+41.00%	Increase in hires under indefinite-term contracts due to the recruitment of new hunter sales people (acquisition)
Departures of employees on indefinite-term contracts at the end of the trial period	179	224	+25.14%	Increase in departures of employees on indefinite-term contracts at the end of their trial period due to the mass recruitment of sales developers
Voluntary departures of employees on indefinite-term contracts	216	326	+50.93%	Increase linked in part to the attractiveness of the digital market and to the tightness in these professions
Non-voluntary departures of employees on indefinite-term contracts	376	241	-35.90%	Decrease in involuntary departures from indefinite-term contracts due to fewer redundancies and retirements
Total number of indefinite-term contract departures	771	791	+2.59%	Increase in the total number of departures of employees on indefinite-term contracts due to the two effects mentioned above
Number of senior executives	91	78	-14.29%	Decrease in the number of senior managers due to the attractiveness of the digital market
Share of senior executives/ total workforce	3.32%	2.85%	-0.47 pts	Decrease in the proportion of senior managers due to the attractiveness of the digital market
Number of female senior executives	28	20	-28.57%	Decrease due in part to the decline in the number of senior executives

Indicators	2021	2022	Chg. 2021/2022	Comments
Hiring under work-study programmes (apprenticeship and professional training contract)	183	147	-19.67%	Decrease in the hiring of work/study students
Recruitment of interns	18	12	-33.33%	Decrease in the hiring of interns
Percentage rate of employment of people with disabilities	5.7%	3.6%	-2.10 pts	Decrease in the employment rate of people with disabilities due to the decrease in staff numbers and the lack of applications from people with disabilities for positions open to recruitment
Environmental⁽¹⁾				Data Solocal SA
Number of computers per employee	1.82	1.67	-8.24%	Decrease due to the recycling of obsolete IT equipment (3,304 computers for internal and external employees)
Number of printers per employee	0.08	0.05	-37.5%	Decrease related to the recycling of obsolete printers
Electricity consumption by offices (excl. data centers) in MWh ⁽¹⁾	2,199.4 ⁽²⁾	1,837.3	-16.46%	Decrease following the discontinuation of the Telethon initiative in 2022 in Angoulême (Web Factory site), which consumed a lot of energy, but also due to a breakdown of the heating system and to an optimisation of its settings (e.g. heating turned off at night as part of the energy efficiency plan)
Gas consumption in MWh	0	0	-	Does not apply to Solocal
Energy consumption associated with IDEX urban network (cold/hot) in MWh ⁽¹⁾	1,415.0 ⁽²⁾	1,499.3	+5.96%	More progress on hot than on cold due to the Covid effect, a period during which employees were more often working remotely
Business travel (train / plane) in kg CO ₂ -eq	82,841	146,804	+77.21%	Increase in travel due to the Covid-19 effect, which significantly reduced travel in 2021, the year in which video conferencing was favoured
Average emission rate of fleet cars (in g/CO ₂)	107	108	+0.93%	Slight increase due to vehicle renewals at the end of 2021 and delivered in 2022. The latter have seen their CO ₂ emissions increase with the WLTP ⁽³⁾ standard, but this has been compensated for by the limited renewal of the fleet. The fleet will be renewed mainly in 2023 and 2024

(1) Calculation scope: Solocal Group, Solocal SA, Solocal Marketing Services.

(2) Corrected data as the published data were as at 31/12/2021 and did not fully cover the year. These have been consolidated in the first quarter of 2022.

(3) The WLTP standard (Worldwide Harmonised Light Vehicles Test Procedure) is a new global cycle for measuring fuel consumption and emissions of CO₂ and other pollutants from light vehicles.

4

CORPORATE GOVERNANCE

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4.1 Administrative and general management body

4.1.1 COMPOSITION OF THE BOARD OF DIRECTORS

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

- Philippe Mellier, Chairman of the Board of Directors;
- David Amar, Vice-Chairman of the Board of Directors;
- Bruno Guillemet;
- Delphine Grison;
- Anne-France Laclide;

- Marie-Christine Levet;
- Catherine Robaglia;
- Sophie Sursock.

The Board of Directors has eight members as of the date of this document, including one Director representing employees and seven Independent Directors.

Name	Nationality	Function	Date appointed	Date office expires	Number of shares	Independent Director	Other duties and main offices held in all companies over the past 5 years
Philippe Mellier Born 2 September 1955 16 Villa Dupont 75116 Paris	French	Chairman of the Board of Directors Chairman of the Strategy & Innovation Committee (Committee created on 2 June 2022)	30 June 2021	General Shareholders' Meeting to be held in 2023	140,000	YES	<ul style="list-style-type: none"> – Director and Chairman of the Strategy & Innovation Committee of Groupe Réel (France) – Chairman of the Supervisory Board and Chairman of the Ermewa (France) Human Resources Committee <p>Offices no longer held:</p> <ul style="list-style-type: none"> – Chairman and member of the Board of Directors of Fraikin (France)
David Amar Born 25 May 1981 Route Suisse 35 1297 Founex Swiss	Swiss	Vice-Chairman of the Board of Directors Director Member of the Strategy & Innovation Committee	13 June 2017	General Shareholders' Meeting to be held in 2025	958,585	YES	<ul style="list-style-type: none"> – Representative of Amar Family Office (Switzerland) – Managing Director of Holgespar Luxembourg SA (Luxembourg) – Director of Maignon Investissement et Gestion (France) <p>Offices no longer held:</p> <ul style="list-style-type: none"> – Director of SQLI (listed company – France) until December 2019 – Chairman of SA EHPBG (France)

Name	Nationality	Function	Date appointed	Date office expires	Number of shares	Independent Director	Other duties and main offices held in all companies over the past 5 years
<p>Bruno Guillemet Born 13 June 1957 3 rue Villaret de Joyeuse 75017 Paris</p>	French	Director Chairman of the Governance Committee	2 June 2022	General Shareholders' Meeting to be held in 2026	50,000	YES	<ul style="list-style-type: none"> - Director and Chairman of the REEL Group Remuneration Committee - Member of the Remuneration Committee of the Paris 2024 Olympic Games - Member of the Remuneration Committee of France 2023 - Rugby World Club
<p>Delphine Grison Born 10 December 1968 Solocal 204, rond-point du Pont-de-Sèvres 92100 Boulogne-Billancourt France</p>	French	Director Member of the Audit Committee	13 June 2017	General Shareholders' Meeting to be held in 2025	5,929*	YES	<ul style="list-style-type: none"> - Chair of DGTL Conseil (France) - Director of Dekuple (formerly ADL Performance) and member of the Audit Committee (listed company - France) - Director of Pierre & Vacances and member of the Audit Committee and the Strategy and CSR Committee (listed company - France) <p>Offices no longer held:</p> <ul style="list-style-type: none"> - Member of the Supervisory Board of Asmodée Holding (France)

Name	Nationality	Function	Date appointed	Date office expires	Number of shares	Independent Director	Other duties and main offices held in all companies over the past 5 years
Anne-France Laclide Born 8 January 1968 6, rue Malar 75007 Paris France	French	Director Chair of the Audit Committee	19 June 2019	General Shareholders' Meeting to be held in 2026	897**	YES	– Independent Director of CGG (listed company in Paris) – Independent Director of Believe (listed company in Paris) Offices no longer held: – Various non-independent offices at RATP Développement SAS – Various offices within the Oberthur group (France) and Consolis – Independent Director of SFR (France)
Marie-Christine Levet Born 28 March 1967 91 rue du Cherche-Midi 75006 Paris France	French	Director Member of the Strategy & Innovation Committee	15 December 2017	General Shareholders' Meeting to be held in 2024	839**	YES	– Chair of Educapital (France) – Director of Econocom (listed company – Belgium) – Director of the PMU (France) Offices no longer held: – Director of Iliad (listed company – France) – Director of Mercialis (listed company – France) – Director of HiPay (France) – Director of Avanquest (listed company – France) – Director of Maisons du Monde (listed company – France) – Director of the AFP (France)
Catherine Robaglia Born 25 January 1968 Solocal 204, rond-point du Pont-de-Sèvres 92100 Boulogne-Billancourt France	French	Director representing employees Member of the Governance Committee	15 October 2020	15 October 2024	54	NO	– None Offices no longer held: – None

Name	Nationality	Function	Date appointed	Date office expires	Number of shares	Independent Director	Other duties and main offices held in all companies over the past 5 years
Sophie Sursock Born 7 November 1979 Move Capital 112 avenue Kleber 75116 Paris France	French	Director Member of the Governance Committee	13 June 2017	General Shareholders' Meeting to be held in 2025	1,678***	YES	– Director and member of the Compensation Committee of Subfero Limited (United Kingdom) – Director of Gatewatcher (France) – Director of Shark Robotics - Elwedys (France) Offices no longer held: – Director of Dada Spa (Italy) – Director of Inty Limited (United Kingdom) – Director of Italiaonline S.p.A (formerly Seat Pagine Gialle S.p.A and Italia Online S.p.A) (Italy) – Member of the Strategy Committee of Italia Online (Italy) – Director and member of the Audit Committee of Euronews (France) – Director of Supernap International (Italy)

* 63,125 shares held in 2019. Following the financial restructuring carried out in 2021, Delphine Grison holds 5,929 shares with a cost price of €9.25, i.e. an investment of €54,843.

** 5,000 shares held in 2019. Following the financial restructuring carried out in 2021, Marie-Christine Levet holds 839 shares.

*** 10,000 shares held in 2019. Following the financial restructuring carried out in 2021, Sophie Sursock holds 1,678 shares with a weighted average purchase price of €7,584, i.e. an investment of €12,727.

Governance model

On 5 November 2014, the Board of Directors opted to separate the functions of Chairman of the Board of Directors and Chief Executive Officer in line with corporate governance best practice. The Board of Directors chose to maintain this separation of functions during the change of governance in 2021. The choice of governance model is largely due to the Company's wish to make a clear distinction between responsibility for strategic guidance and oversight, which lies with the Board of Directors, and the Chief Executive Officer's operational and executive powers. This governance model also enables the Group to benefit from the complementary skills and experience of the Chief Executive Officer and the Chairman of the Board of Directors.

Non-Voting Director

In accordance with Article 12 of the Company's Articles of Association which allows the Board of Directors to appoint one or more Non-Voting Directors, who participate in Board meetings but are not entitled to vote at those meetings, the Board of Directors decided, at its meeting of 23 July 2020, to appoint Jacques-Henri David as a Non-Voting Director in order to provide the Board with the benefit of his past experience of the Company and his insight into individual shareholders. Mr David resigned from his post on 30 June 2022.

The Board of Directors had also decided at its meeting of 11 October 2021 to appoint Bruno Guillemet as a Non-Voting Director in order to bring his expertise in Human Resources to the Board. Bruno Guillemet's appointment as a Director was approved by the Company's General Shareholders' Meeting of 2 June 2022. Mr Guillemet therefore resigned from his duties as a Non-Voting Director.

Changes in the composition of the Board of Directors as of the date of this document

	Departure	Appointment	Reappointment
Board of Directors	Jacques-Henri David (30 June 2022) (Non-Voting Director)		
	Bruno Guillemet (2 June 2022) (Non-Voting Director)		Anne-France Laclide (2 June 2022)
	David Eckert (31 March 2023)	Bruno Guillemet (2 June 2022) (Director)	
	Paul Russo (31 March 2023)		
Strategy & Innovation Committee (created on 2 June 2022)	David Eckert (31 March 2023)	Philippe Mellier (2 June 2022) (Chairman of the Committee)	
		David Amar (2 June 2022)	
		David Eckert (2 June 2022)	
		Marie-Christine Levet (2 June 2022)	
Audit Committee	Paul Russo (31 March 2023)	Delphine Grison (2 June 2022)	
	Sophie Sursock (2 June 2022)		
Governance Committee (formerly Remuneration and Appointments Committee)	Delphine Grison (2 June 2022) (Chair)		
	Marie-Christine Levet (02/06/2022)	Bruno Guillemet (2 June 2022) (Chairman)	
	David Eckert (02/06/2022)	Catherine Robaglia (2 June 2022)	
		Sophie Sursock (2 June 2022)	

Following consideration and recommendation by the Governance Committee, the Board of Directors will propose that the upcoming 2023 Annual General Shareholders' Meeting reappoint Philippe Mellier as a Director of the Company and ratify the co-option of Ghislaine Mattlinger by the Board of Directors at its meeting of 26 April 2023 to replace Anne-France Laclide, who resigned with effect from 31 May 2023.

Accordingly, at the end of the Company's upcoming 2023 General Shareholders' Meeting, the Board of Directors will be composed of the following members:

- Philippe Mellier, Chairman of the Board of Directors (if the shareholders vote in favour of his reappointment);
- David Amar, Vice-Chairman of the Board of Directors;
- Bruno Guillemet;
- Delphine Grison;
- Ghislaine Mattlinger (if the shareholders vote to ratify her co-option);
- Marie-Christine Levet;
- Catherine Robaglia;
- Sophie Surssock.

The Board of Directors will be composed of eight Directors, including one Director representing employees, and seven Independent Directors.

Independent Directors

In accordance with the recommendations of the AFEP-MEDEF Code, the Board of Directors must be comprised of a majority of Independent Directors. Such Directors must not have any dealings of any kind with the Company, its group or management that could compromise their freedom of judgement.

The Board of Directors, which has chosen to refer entirely to the criteria set out in the AFEP-MEDEF Code with regard to independence, must therefore ensure that its members, qualified as independent by the Remuneration and Appointments Committee, fulfil the following criteria:

- **criterion 1:** the Director is not or has not been, over the last five years (i) an employee or executive corporate officer of the Company, (ii) an employee, executive corporate officer or Director of a company that the Company controls;
- **criterion 2:** the Director is not an executive corporate officer of a company in which the Company directly or indirectly holds a directorship or in which an employee

appointed as such or an executive corporate officer of the Company (currently in office or having been so in the last five years) holds a directorship;

- **criterion 3:** the Director is not a customer, supplier, corporate banker or investment banker that is (i) significant for the Company or its Group, or (ii) for whom the Company or its Group represents a significant portion of their business;
- **criterion 4:** the Director has no close family ties with a corporate officer;
- **criterion 5:** the Director has not been a Statutory Auditor for the Company over the last five years;
- **criterion 6:** the Director has not been a member of the Board for more than 12 years, as Directors cannot be classified as independent after 12 years;
- **criterion 7:** a non-executive corporate officer cannot be considered independent if they receive variable compensation in cash or securities or any remuneration relating to the Company or the Group's performance;
- **criterion 8:** the Director does not represent a major shareholder (more than 10%) vested with any control over the Company.

The Board of Directors has deemed that in 2022 seven of its members meet the independence criteria described above, i.e. 70% are independent members (excluding the Director representing employees); Catherine Robaglia does not qualify as an Independent Director given the position she holds within the Group. In addition, the Board of Directors, in its decision dated 2 October 2020 and on the recommendation of the Remuneration and Appointments Committee, considered that, although David Eckert and Paul Russo are not directly employed by GoldenTree, given their links with GoldenTree and GoldenTree's place in Solocal's ownership structure, Messrs Eckert and Russo cannot be classified as independent for the purposes of the AFEP-MEDEF Code. This assessment was confirmed at the Governance Committee meeting of 15 February 2023. David Eckert and Paul Russo resigned from their duties as Directors on 31 March 2023.

Summary of Board member independence as at 31 December 2022

Criteria ⁽¹⁾	Philippe Mellier	David Amar	David Eckert ⁽³⁾	Delphine Grison	Anne-France Laclide	Marie-Christine Levat	Catherine Robaglia ⁽²⁾	Paul Russo ⁽⁴⁾	Sophie Sursock	Bruno Guillemet
Criterion 1: Employee corporate officer over the last five years	✓	✓	✓	✓	✓	✓	✗	✓	✓	✓
Criterion 2: Cross-directorships	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 3: Substantial business dealings	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 4: Family ties	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 5: Statutory Auditor	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 6: Term of office longer than 12 years	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 7: Non-executive corporate officer	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 8: Major shareholder	✓	✓	✗	✓	✓	✓	✓	✗	✓	✓

(1) In this table, ✓ means an independence criterion has been satisfied and ✗ means an independence criterion has not been satisfied.

(2) Director representing employees.

(3) David Eckert resigned from his duties as a Director and as a member of the Strategy & Innovation Committee on 31 March 2023.

(4) Paul Russo resigned from his duties as a Director and as a member of the Audit Committee on 31 March 2023.

Biographies of the members of the Board of Director

- From 2018 to July 2022, **Philippe Mellier** was the President of Fraikin, the European leader in industrial and utility vehicle leasing. He oversaw a profound transformation of the company, returning it to profitability and developing value-added services, especially in the area of digital and telematic services. In 2020, Philippe Mellier consolidated Fraikin's leading position in Europe with the acquisition of Via Location. Philippe has extensive governance experience. He is currently Chairman of the Supervisory Board of Ermewa (France) and a member of the Board of Directors of Groupe Réel (a mid-cap in the Lyon region).

He began his career at Ford where he became Vice-President of Marketing, Sales and Services for Ford of Europe. In 2000, he was appointed Chairman and CEO of Renault Trucks. In 2003, he joined Alstom. As Executive Vice President of Alstom and President of Alstom Transport, he played a key role in the Group's recovery until 2011. He then joined De Beers as Chief Executive Officer of the Group until 2016.

- David Amar** joined the Amar Family Office in 2009 and assumed responsibility for its management in 2013. He specialises in long-term investment in listed companies, wine estates and wine trading companies, hotel properties and property development. He is also a Director of the private equity firm Matignon Investissement et Gestion. He was in charge of asset management in various major Swiss banks from 2006 to 2009. He earned an MBA in Geneva in 2006.
- Bruno Guillemet** has been a Director of Solocal Group since June 2022. He chairs the Governance Committee (formerly known as the "Remuneration and Appointments Committee"). After studying law and attending the Centre Interdisciplinaire de Formation à la Fonction Personnel (CIFFOP), Bruno Guillemet began his career with the Sacilor group in 1984. He worked at Danone from 1989 to 2004, first as Human Resources Director for fresh products, then as Human Resources Director for Evian and Volvic, before being appointed Social Policy Director for the group in 2001 and, finally, Human Resources Director for the Americas, based in the United States. In 2004, he was appointed Human Resources Director for Alstom Transport and then Human Resources Director for Alstom group in 2010. He was previously Group Human Resources Senior Vice President at

- Valeo (from 2015). He is now a member of the Board of Directors of Groupe Réel and Chairman of its Compensation Committee, a member of the Remuneration Committee of Paris 2024 Olympic Games and a member of the Remuneration Committee of France 2023, the organiser of the Rugby World Club.
- **David Eckert** has led numerous companies in a variety of industries. He is currently Director and CEO of Yellow Pages Limited (Canada). Previously, he was President & CEO of the Hibu Group and has served on the Boards of Directors of X-Rite, Inc., Safety-Kleen Systems, Inc., Clean Harbors, Inc., Italiaonline SpA and Yellow Pages Limited (Canada). During his career, he has chaired and served on the boards of many companies. In the 1980s, he was Vice-President and Partner of Bain & Company. He holds an MBA from Harvard Business School. David Eckert resigned from his duties as a Director and as a member of the Strategy & Innovation Committee on 31 March 2023.
 - **Delphine Grison** is Chair of DGTL Conseil, where she works as a digital strategy and transformation consultant. She is also a Director of Dekuple and the Pierre & Vacances Center Parcs Group. She was Chief Marketing and Data Intelligence Officer at CBRE France between 2015 and 2020. She previously worked for more than 10 years in the media, holding positions in finance, strategy, marketing and digital functions. In particular, she led Lagardère Active's digital activities until 2013, as Chair of Lagardère Active Digital and a member of the Lagardère Active Executive Committee. She also served as a Director at Asmodée from 2014 to 2018. Ms Grison is an alumnus of the ENS, has a doctorate in quantum physics and is a civil engineer. She currently sits as an independent Director on the Board of Directors of the Pierre & Vacances group.
 - **Anne-France Laclide-Drouin** has been Group CFO and Corporate Officer of Ingenico since 1 December 2022. Before that, she was CFO of RATP Dev, CFO and a member of the Executive Committee of Consolis group and CFO of the Idemia group (formerly Oberthur Technologies) and of various other companies such as Elis, GrandVision, AS Watson (Marionnaud) and Guilbert. She began her career at PricewaterhouseCoopers. She sits as an independent Director on the Board of Directors of CGG, a global geoscience group with annual revenue of 1.193 billion that works for the energy industry and of Believe, a world leader in digital music with annual revenue of €577 million. She is Chair of the Audit Committee of these two companies. She held the same positions, i.e. Independent Director on the Board of Directors and Chair of the Audit Committee, at SFR. Anne-France Laclide-Drouin supports Clubhouse, a non-profit association that works with people suffering from mental illnesses and helps them integrate into society.
 - **Marie-Christine Levet**, a pioneer of the internet in France, has managed several major French internet brands. In 1997, she founded Lycos to launch the French version of the search engine and developed it by buying Caramail, Spray and Multimania. From 2001 to 2007, she ran Club-Internet, an internet service provider, where she oversaw the development of its content and services offer before selling it to Neuf Cegetel (now SFR) in 2007. She then took over the management of the Tests group, a leading hi-tech information group, as well as Nextradiotv group's internet activities. In 2009, Ms Levet focused her career on venture capital and helped create Jaina Capital, an investment fund specialising in seed financing and which finances approximately 20 companies. In 2017, she set up Educapital, the first investment fund focused specifically on the Education and Innovative Training sectors. Marie-Christine Levet is a Director of Econocom and the PMU. She is a graduate of HEC business school and has an MBA from INSEAD business school.
 - **Ghislaine Mattlinger** joined Compagnie du Ponant in June 2022 as Group Chief Financial Officer and a member of the Management Board. She began her career at Arthur Andersen, and has been Chief Financial Officer of various companies in both the financial sector (VIEL Tradition, Natixis and Newedge) and the non-financial sector (PagesJaunes Group from 2006 to 2010 and Indigo). She was non-executive Chair of Smovengo and is currently a Board member of the Ponant Foundation and Chair of Aurige Conseil. Ghislaine Mattlinger is a graduate of HEC business school and holds a Company Directors' Certificate from Science Po-IFA and IFMT certification (Institut de Formation Management de Transition). Her term of office as an Independent Director at Solocal Group will begin on 31 May 2023.
 - **Catherine Robaglia** is a graduate of IMAC with a degree in engineering. She began her career at Bossard Gemini Consulting, where she spent seven years as a consultant in organisation and information systems. In 1999, she joined the IT department of PagesJaunes and played an active role in the information system renewal projects. In 2004, she joined the new DOSQ (Department of Organisation, Strategy and Quality) as Head of Organisation, a role in which she took part in the transformation projects [that followed the IPO and the Group's change of ownership], in particular in relation to process implementation. In 2008, she was appointed Head of Internal Audit, reporting to the Chief Executive Officer and the Chairman of the Audit Committee, where she audited all of the Company's subsidiaries and major processes on behalf of the Board of Directors. She then became Project Director within the Customer Operations department. For the past two years, Catherine, together with her teams, has managed quality policy and implementation for all Group operations.

- **Paul Russo** has been a Board member of Yellow Pages Limited (Canada) since 2017, where he chairs the Human Resources and Compensation Committee and is a member of the Audit Committee. Previously, he served as Chief Executive Officer of Color Spot Nurseries and as Executive Vice President in charge of development at Hibu Group. He began his career as a partner of Bain & Company and went on to be a Director of numerous companies. He graduated from the University of California, Berkeley and holds an MBA from Harvard Business School. Prior to graduation, he began his career with Arthur Young and Company and obtained CPA certification. Paul Russo resigned from his duties as a Director and as a member of the Audit Committee on 31 March 2023.
- **Sophie Sursock** is co-founder and partner at Move Capital, an investment company specialising in the BtoB Tech sector. She is also a co-founder and shareholder of

Accelero Capital, an investment and management group specialising in the TMT sector (Telecommunications, Media, Technologies). She has conducted several transactions in the technology and media sector. In particular, she took part in the restructuring of Seat Pagine Gialle S.p.A and is a member of the Board of Directors of Subfero Limited, Gatewatcher SaS and Shark Robotics - Elwedys SaS. She was previously Corporate Finance Manager at Orascom Telecom Holding S.A.E/Weather Investments from 2007 to 2011. She also worked in the M&A Operations department of Deloitte's Corporate Finance department in Paris from 2005 to 2007, before becoming Junior Project Manager at PrimeCorp Finance S.A. and Junior Investment Manager at Axa Investment. Ms Sursock has a Bachelor's Degree in Business Administration, a Master's (MSc) in International Business from ESCP-EAP Paris Business School and a Certificate in Management of Technology.

RESPONSIBILITIES OF THE MEMBERS OF THE BOARD OF DIRECTORS

Full name	Digital and Innovation	Finance	Restructuring and turnaround	Customer knowledge, salesforce management and customer relations	Technology, data and cyber-risk	Compliance, ethics and CSR
Philippe Mellier		✓	✓	✓		
David Amar	✓	✓		✓		
David Eckert*		✓	✓	✓		
Delphine Grison	✓	✓			✓	✓
Anne-France Laclide		✓	✓			✓
Marie-Christine Levet	✓			✓	✓	
Catherine Robaglia	✓			✓	✓	
Paul Russo*		✓	✓	✓		
Sophie Sursock	✓	✓			✓	
Bruno Guillemet			✓	✓		✓

* David Eckert and Paul Russo resigned from their duties as Directors on 31 March 2023.

4.1.2 CRIMINAL OFFENCES AND POTENTIAL CONFLICTS OF INTEREST

With the exception of David Eckert and Paul Russo, who were nominated by GoldenTree Asset Management LP and its affiliated funds ("GoldenTree") in accordance with the agreement entered into on 2 July 2020 between GoldenTree and the Company in the context of the financial restructuring of the Company, which included the possibility for GoldenTree to propose two nominees as Company Board members (and who resigned on 31 March 2023), there are no arrangements or agreements of any kind with shareholders, customers, suppliers or others pursuant to

which any member of the Board of Directors has been selected as a member of an administrative, management or supervisory body or as a member of the Company's senior management.

The Company is not aware at this time of any other potential conflict of interest between the duties of the members of the administrative, management and supervisory bodies towards the Company and their private interests and/or other duties.

4.1.3 COMPOSITION OF THE MANAGEMENT BODIES

As of the date of this document, the Company's senior management is composed of the following members:

Name	Function
Hervé Milcent	Chief Executive Officer
Jean-Charles Rebours	Director of Human Resources (since 15 June 2022)
David Gillaux	Chief Operating Officer (since 1 September 2022)
Olivier Regnard	Chief Financial Officer
Stéphane Monat	Marketing, Products and Media Director (since 11 April 2023)
Stéphanie Zeppa	R&D Director

- Hervé Milcent** has been Chief Executive Officer since 6 April 2021. With a degree in Business Law, Hervé Milcent began his career in the operations teams of the newly created Chronopost. He quickly became Director of Operations at Dynapost and then at Médiapost, where he launched and developed geomarketing and targeted distribution solutions, thereby gaining extensive knowledge of local communication issues. In 1998, Hervé Milcent joined Arvato (Bertelsmann Group) as Managing Director in charge of operations for the Direct Marketing division, which became the French leader under his leadership. Building on this success story driven by the rich portfolio of services launched in France, including subscription-based services, Hervé Milcent extended his responsibilities to Southern Europe, before being promoted to the Group's Executive Committee to manage the roll-out of the "Group CRM Global" solution. In 2014, after more than 16 years with the Arvato Group dedicated to the development and deployment of enterprise services, Hervé Milcent was appointed CEO of the Lyreco group. He implemented a category-based marketing strategy, repositioned the Group's offering to accelerate growth and led the overhaul of the technical and IT infrastructures essential to the company's "Phygital" transformation. In 2020, he joined the Teleperformance Group as Managing Director for France, Italy and Germany.
- Jean-Charles Rebours** has been Director of Human Resources since June 2022. He is responsible for supporting the Group's transformation, steering organisational changes and contributing to the development of a stimulating and fulfilling work environment for Solocal's employees. With his strong expertise in change management, his mission will be to give strategic impetus to future developments in HR policy, the management of social dialogue and the deployment of an innovative work organisation. Jean-Charles began his career at Valeo. In 2000, he joined the Renault group, where he gradually rose through the ranks in various roles within recruitment followed by employee relations. In 2009, he joined GSK France as Director of Social Relations. He led several transformation projects before being promoted to HR Director France and Southern Europe of the Consumer Healthcare Division in 2012. In September 2014, he was appointed GSK France's Vice President in charge of Human Resources. Jean-Charles Rebours is a graduate of Sciences Po Paris with a postgraduate degree in Human Resources.
- Stéphanie Zeppa** has been Chief Technology Officer since 1 October 2021. With a background in engineering (Hautes Études d'Ingénieur engineering school in Lille), Stéphanie Zeppa began her career in various posts in Information Systems, including project management, operations and management at Chanel, France Télécom, Lucent and UPC (now SFR). In 2007, she took over the Performance Department of Docaposte (the digital business of the La Poste group) in charge of cross-functional projects. More specifically, she managed performance plans, the measurement of their effectiveness including in terms of organisation, the steering of transformation projects, operational and IS business continuity and the implementation of company processes, which she certified. In 2018, she joined the French Management Committee of Transdev and became Director of Performance, Transformation and Information Systems, where she notably set up and directed the France IS Department and the "Digital Factory". She is currently in charge of the entire Information Systems Department, the consolidation of the 100% cloud model and Research & Development within the Group.
- David Gillaux** has been Chief Operating Officer since 1 September 2022. He leads the Large Accounts, VSE/SME, Telesales/Customer Relations, Customer Success and the Web Factory sales teams. With a postgraduate degree in financial engineering and business organisation, he began his career in 1996 as an auditor and joined Accenture/Andersen Consulting two years later as an organisation consultant, a position he held for almost 14 years. In 2012, he was appointed Managing Director of Euro RSCG 360, an agency specialising in operational marketing (DM, digital, research) a position he held until 2016. David Gillaux then joined the Webhelp group where he spent nearly five years, first as CEO for France and Belgium in charge of the Utilities and Public Services portfolio and then as Director of Transformation until November 2020. From 2021, he was Managing Director France of Téléperformance. David has a strong reputation in Sales Management and Customer

Relations. He has been taking on customer and sales transformation challenges for 20 years in highly competitive B2C and B2B environments marked by regulatory, structural and economic changes (digitisation of sales channels and customer relations, competition and cost compliance).

- **Stéphane Monat** joined Solocal in April 2022 as Group Marketing, Products and Media Director. He began his career at Orange in 1996, where he notably held the position of Marketing and Communication Manager for the Networked Games Business Unit. He joined the PagesJaunes SA Group in 2004 and was appointed head of the Marketing department of the PagesJaunes media five years later. The Group was then in the midst of a digital transformation, with the PagesJaunes media being the primary vector. In 2015, Stéphane Monat was appointed CEO of ClicRDV, a Solocal subsidiary which publishes the SaaS online appointment booking solution, which he developed for four years before taking over responsibility for the Solutions & Websites service line in 2019. During his 20 years of experience within the Solocal Group, Stéphane Monat has strengthened his expertise in business transformation and sales development and has acquired recognised experience in digital product development. Over the course of this rich and varied career, combining strategy and operational execution, he

has launched numerous high-value services and overseen several transformation programmes. With his expert knowledge of the Group and its results, Stéphane Monat's appointment as head of the Group's Marketing, Products and Media department is a logical step. Stéphane Monat holds a master's degree in Telecommunications and New Media Management from the University of Paris Dauphine (1996).

- **Olivier Regnard** is Chief Financial Officer. He is a graduate of ESSEC business school. From the first quarter of 2018, he was CFO of Europe Snacks (an agri-food company with annual revenue of €350 million, employing 2,100 people) where he played a noteworthy part in the company's external expansion. Between 2013 and 2017, Olivier Regnard was Deputy CEO and Chief Financial Officer of Latécoère (a first-tier aeronautical contractor listed on Euronext, with annual revenue of €660 million and employing around 5,000 people). He was in charge of the Financial, Legal and Purchasing departments. During this time, he made a considerable contribution to Latécoère's transformation plan. Prior to this experience, Olivier Regnard spent almost 15 years with Deloitte, in Auditing and Financial Advisory Services. During this period, he had the opportunity to work in highly diverse business activities and environments in France and abroad.

4.2 Functioning of the Board and the Committees

The Company is managed by a Board of Directors that decides on business strategy and oversees its execution by senior management. Without prejudice to the powers expressly reserved by law for General Shareholders' Meetings and within the limits of the corporate purpose, the

Board may address any concern that may have an impact on the Company's business and decide any matters within its remit. It presides over all decisions relating to the Company's major strategic, economic, corporate, financial and technological policies.

4.2.1 COMPLIANCE WITH CORPORATE GOVERNANCE STANDARDS

Solocal Group embraces the principles of corporate governance of listed companies set out in the AFEP-MEDEF Corporate Governance Code in its revised version of December 2022.

The Board of Directors has identified no difference between Solocal Group's practices and the recommendations of the AFEP-MEDEF Corporate Governance Code.

4.2.2 SERVICE AGREEMENTS

No members of the Board of Directors and no Chief Executive Officers have a service agreement with the Company or with any of its subsidiaries that provides for benefits upon contract termination.

4.2.3 CORPORATE GOVERNANCE REPORT ADOPTED BY THE BOARD OF DIRECTORS

This report is prepared in accordance with Articles L. 22-10-8 et seq. and Articles L. 225-37 et seq. of the French Commercial Code. It has four sections:

Part I: Compensation policy for corporate officers, pursuant to Article L. 22-10-8 of the French Commercial Code (ex ante vote)

Part II: Compensation paid or awarded to corporate officers for the 2022 fiscal year in accordance with Article L. 22-10-9 of the French Commercial Code (ex post vote)

Part III: Corporate governance (Article L. 22-10-10 of the French Commercial Code)

Part IV: Significant factors in the event of a public tender offer or public exchange offer (L. 22-10-11 of the French Commercial Code)

PART I: COMPENSATION POLICY FOR CORPORATE OFFICERS, PURSUANT TO ARTICLE L. 22-10-8 OF THE FRENCH COMMERCIAL CODE (EX ANTE VOTE)

The General Shareholders' Meeting of 2 June 2022 voted on the compensation policy for the Chairman of the Board of Directors and for the Chief Executive Officer.

In accordance with the law, the compensation policy for all Solocal Group corporate officers will be put to the vote of the shareholders as part of the ex ante vote at the General Shareholders' Meeting called to approve the financial statements for the financial year ended 31 December 2022.

Items of compensation or compensation commitments may only be determined, awarded, made or paid if they are consistent with the compensation policy approved by the shareholders or, if approval has not been given, in line with the compensation awarded for the previous financial year or, failing that, with existing practices within the Company.

In the interests of clarity, the common aspects of the compensation policy applicable to all corporate officers are presented first, followed by the compensation policies for the Chairman of the Board of Directors, the Chief Executive Officer and the Directors.

It is also specified that the amounts referred to constitute upper limits and the total compensation and the benefits in kind awarded to the executive corporate officers of Solocal Group may involve lower amounts.

Compensation policy – common aspects

Alignment with the Company's interests

The Board of Directors ensures that the compensation policy for Solocal Group's corporate officers is in line with the Company's interests. Compensation amounts are determined with regard to the size of the Group and the Board sees to it that the performance criteria and the clarity and measurement of those criteria ensure effective senior management.

The compensation policy also contributes to the Company's sustainability and strategy because it is based on the ongoing pursuit of a balance between Solocal's interests, recognition of senior executives' performance and consistency in compensation practices, while fostering loyalty among Solocal's staff. Compensation is set in a way that rewards performance and promotes the exacting standards that operate within the Group.

Methods of determining, reviewing and implementing the policy

The compensation of the Group's corporate officers is determined in accordance with the recommendations of the AFEF-MEDEF Corporate Governance Code, in its revised version of December 2022. It is decided by the Board of Directors, upon the recommendation of the Governance Committee (formerly known as the "Remuneration and Appointments Committee" before 2 June 2022), and put to the vote of the General Shareholders' Meeting.

It is subject to regular comparative studies in order to ensure that the compensation policy within the Group is competitive, consistent with Solocal's objectives and also fair.

In determining the compensation policy, the Board of Directors assesses the situation of each corporate officer, taking into account any relationships that he or she may have with the Company or the Group companies that could impair his or her ability to make independent judgements or lead to potential conflicts of interests with the Company.

Application of compensation policy provisions to newly appointed or reappointed corporate officers

The compensation policy described is applicable to the functions concerned and shall continue to apply, where applicable, in the event of a change of senior managers or of the Chairman or members of the Board.

Employment contract or services agreement

As stated in section 4.2.2 of the Universal Registration Document, no corporate officer has a service agreement with the Company or with any of its subsidiaries that provides for benefits upon contract termination.

Furthermore, no corporate officer has an employment contract with the Company.

Derogations from the compensation policy

The Board of Directors does not intend to make use of the possibility of waiving the application of the compensation policy in accordance with the second paragraph of Article L. 22-10-8 III of the French Commercial Code.

Compensation policy for executive corporate officers

The conditions of compensation of executive corporate officers include, firstly, targets for annual growth, operational effectiveness, Company progress and personal performance and, secondly, long-term targets linked to the economic and financial performance of the Group. They provide a balance between the various items of compensation, taking into account the experience and skills of corporate officers, market practices, including in the digital sector, and the Company's strategic objectives.

In the 2022 financial year, the Board of Directors decided that the targets for executive corporate officers should remain purely quantitative and focused on cash generation, growth, customer and user satisfaction as well as the mobilisation of Solocal's employees.

For the 2023 financial year, the Board of Directors wants the objectives for the executive corporate officers to be focused on cash generation, as well as on customer and user satisfaction.

Please refer to section 4.1 of the Universal Registration Document on the individual terms of office of the executive corporate officers.

As of the date of this document, the functions of Chairman of the Board of Directors and of Chief Executive Officer are separate.

A. Compensation policy for the Chairman of the Board of Directors

The next Annual General Shareholders' Meeting will be asked to approve the compensation policy for the Chairman of the Board of Directors. This policy consists of (i) all common elements of the compensation policy referred to in the section headed "Compensation policy - common aspects" and (ii) all elements described in this paragraph.

The Chairman of the Board of Directors receives annual fixed all-inclusive compensation of €150,000, for his office as Chairman of the Board of Directors, with a possible further fee if he participates in one of the Company's Committees.

He does not receive any other compensation or benefit referred to in Article R. 22-10-4 of the French Commercial Code.

B. Compensation policy for the Chief Executive Officer

The next Annual General Shareholders' Meeting will be asked to approve the compensation policy for the Chief Executive Officer. This policy consists of (i) all common elements of the compensation policy referred to in the section headed "Compensation policy - common aspects" and (ii) all elements described in this paragraph.

1. Annual compensation

1.1. Structure of the annual compensation

The annual compensation of the Chief Executive Officer comprises a fixed portion and a variable portion.

1.2. Annual fixed compensation

For the 2023 financial year, the Chief Executive Officer will receive gross annual fixed compensation of €450,000 paid monthly.

1.3. Annual variable compensation

In general, the targets set for assessing variable compensation are presented to the Chief Executive Officer each year by the Board of Directors, which sets them based on a recommendation by the Governance Committee. The assessment of the achievement of the targets and the amount of the corresponding variable portion of remuneration is approved each year by the Board of Directors, based on a recommendation by the Governance Committee.

For the 2023 financial year, in accordance with the Company's compensation practices, the parameters of variable compensation were set by the Board of Directors at its meeting of 22 February 2023, based on a recommendation by the Governance Committee. These targets will not be revised during the year unless out of technical necessity relating to the inability to measure an indicator.

The Chief Executive Officer's variable compensation for targets achieved is thus equal to 100% of his fixed compensation. It may range from 0% to 150% of fixed compensation, depending on the achievement of the following five quantitative criteria:

- 35%: EBITDA – CAPEX
- 20%: FCF
- 20%: Cumulative sales over the preceding 12 months
- 20%: Absenteeism among operational staff
- 5%: CSR – Average CO₂ emission per vehicle

The Board of Directors, on the recommendation of the Governance Committee, decided to opt for a climate-related CSR criterion to better reflect the impact of environmental, social and corporate governance issues in the Group's strategy.

In the event of the Chief Executive Officer's departure during the year, the variable compensation payable will be calculated on a pro rata basis, and the Board of Directors may decide either to estimate the achievement of targets at the date of the end of the appointment or to carry out an assessment at the end of the financial year.

In any event, it should be noted that payment to the Chief Executive Officer of the variable portion of his compensation will be conditional upon the ex post approval by the Company's General Shareholders' Meeting of the fixed, variable and exceptional items of the total compensation and the benefits in kind paid or awarded to the Chief Executive Officer for the financial year ended.

1.4. Multi-year variable compensation

N/A.

1.5. Exceptional compensation

N/A.

1.6. Compensation, indemnities or benefits payable or potentially payable to the Chief Executive Officer upon taking up his post

N/A.

1.7. Any other item of compensation that may be awarded in respect of the appointment

N/A.

1.8. Benefits in kind

For the 2023 financial year, the Chief Executive Officer will receive the following benefits in kind:

- a retirement savings plan which replaced, pursuant to the Pacte Law, the defined-contribution supplementary retirement plan (Article 83 of the French Tax Code) in force at Solocal and that results in a contribution of 5.5% applied to compensation tranches B and C, 60% of which is paid by the Company, i.e. 3.3%, with the remaining 40% payable by the beneficiary i.e. 2.2%;
- healthcare and benefits plans on the terms currently applicable to management-level employees of the Company, or a similar plan, and civil liability insurance in his capacity as Chief Executive Officer;
- the Company will refund his business expenses incurred when performing his functions as Chief Executive Officer, in particular accommodation and travelling costs, on production of receipts, in accordance with the Company's rules;
- the Company will pay the unemployment insurance (GSC) enrolment costs and contributions for executive corporate officers, it being specified that the Company intends to opt for the coverage level of 55% over 12 months; and
- a company car in accordance with the Company's practices, with the benefit from personal use assessed in accordance with the Company's rules.

1.9. Compensation for his directorship

In accordance with the Company's compensation practices, the compensation to which the Chief Executive Officer may, if applicable, be entitled during the term of his office as a Director or permanent representative in a Group company (the Company and its subsidiaries) or in an entity in which he may act as a representative of a Group company will be either unpaid (in the case, in particular, of the subsidiaries) or repaid to the Company.

2. Long-term compensation

2.1. Allotments of share subscription or purchase options

No allotments of share subscription or purchase options are planned for 2023.

2.2. Allotments of free performance shares

No allotments of free performance shares are planned under the fifteenth resolution of the General Shareholders' Meeting of 3 June 2021 expiring on 3 June 2023. However, the Board of Directors intends to propose that the next Annual General Shareholders' Meeting approve the allotment of free shares subject to performance conditions to the Chief Executive Officer, it being specified that no formal decision has been taken as of the date of this document and that the Board of Directors will make its final decision on this matter in May.

3. Severance package

Because the Chief Executive Officer does not have an employment contract, he will receive a severance payment in the event of his Forced Departure from the Company, under the conditions set forth below:

- the severance payment is equal to 12 months of the Chief Executive Officer's average (i) gross annual fixed all-inclusive compensation and (ii) gross annual variable compensation over the preceding two complete financial years;
- payment is subject to the following performance condition: the Chief Executive Officer must have achieved an average of at least 50% of his annual targets during the preceding two complete years. If the departure occurs less than two years after taking up his post, the annual targets taken into account for the performance condition and the calculation of the severance payment will be those which were applicable during the time he was with the Company;
- the severance payment will only be paid after the Board of Directors of the Company has determined that the applicable performance condition has been met and after the Company's General Shareholders' Meeting has approved the payment within the scope of the ex post vote.

In accordance with the AFEP-MEDEF Corporate Governance Code, the aggregate of the severance payment and the non-competition compensation may not exceed two years' fixed and variable compensation.

No sums are payable in this respect, upon the termination of duties, by any company that controls or is controlled by the Company, within the meaning of Article L. 233-16 II and III.

The severance payment will not be paid if the Chief Executive Officer has the possibility of exercising his pension rights.

The above commitment in favour of the Chief Executive Officer is subject, in the event of payment, to the approval of the General Shareholders' Meeting within the scope of the ex post vote.

The Board of Directors may review this commitment at the end of three years.

4. Non-competition compensation

The Chief Executive Officer is subject to a non-competition obligation in the event that he ceases to serve as Chief Executive Officer for any reason and in any manner, under the conditions set forth below:

- the ban on competition is limited to a period of 12 months commencing on the day he actually leaves office;
- pursuant to this non-competition obligation, the Chief Executive Officer agrees not to exercise any professional activity, of any kind whatsoever, in Europe, for a competitor of the Company, which shall include:
 - any competing undertaking providing, as a main activity, an online local search engine service, whether general or vertical, through the internet or a mobile app, and digital marketing services designed to enhance the visibility of advertisers on the same service,
 - any competing undertaking providing, as a main activity, a website construction service for SMEs and mid-caps,
 - any competing undertaking providing, as a main activity, marketing services enabling businesses to enhance their visibility on the internet and to generate contacts and introductions to customers and prospects;
- the corresponding non-competition compensation will be equal, on the basis of a 12-month non-competition period, to six months' fixed and variable compensation calculated on the basis of the monthly average of the gross fixed compensation paid over the 12 months of activity preceding the date of termination of the Chief Executive Officer's duties.

At the Board of Directors' discretion, the Company may, upon the termination of duties, (i) waive the benefit of the non-competition commitment (in which case it would not have to pay the corresponding compensation) or (ii) reduce the duration, the scope of activities and/or the geographical scope of said commitment (in which case the amount of the non-competition compensation would be reduced accordingly).

In accordance with the AFEP-MEDEF Corporate Governance Code, the aggregate of the severance payment and the non-competition compensation may not exceed two years' fixed and variable compensation.

In addition, the non-competition compensation shall not be paid if the beneficiary has the possibility of exercising his pension rights. In any event, no non-competition compensation may be paid past the age of 65.

The above commitment in favour of the Chief Executive Officer is subject, in the event of payment, to the approval of the General Shareholders' Meeting within the scope of the ex post vote.

C. Directors' compensation policy

The next Annual General Shareholders' Meeting will be asked to approve the Directors' compensation policy. This policy consists of (i) all common elements of the compensation policy referred to in the section headed "Compensation policy - common aspects" and (ii) all elements described in this paragraph.

Members of the Board of Directors are compensated by allotment of a fixed aggregate sum granted by the General Shareholders' Meeting and distributed by the Board of Directors among its members.

1. Decision-making process followed for determining, reviewing and implementing the Directors' compensation policy

The Combined General Shareholders' Meeting of 2 June 2022 set the annual amount of directorship compensation awarded to Board members at €547,600 for the 2022 financial year and subsequent financial years, and until further decision by the General Shareholders' Meeting.

The rules for allocating this amount between Directors are decided, revised and implemented by a resolution of the Board of Directors based on the recommendations made by the Governance Committee (formerly the Remuneration and Appointments Committee).

2. Compensation amounts for Directors' participation in the work of the Board of Directors and its Committees – Allocation rules

In accordance with the rules adopted by the Board of Directors based on the recommendations of the Governance Committee, the rules for the distribution of the €547,600 budget, defined to take account of changes in the nature and composition of the Committees and to reward the work accomplished in accordance with current practices within companies in the digital sector, are as follows:

- €150,000 per annum for the Chairman;
- equal allocation for Directors, i.e. €37,700 per annum for each Director, based on the assumption of attendance at all meetings of the Board of Directors and the Committees of which they are members;

- an €18,000 annual lump-sum payment for the Chairman of the Audit Committee;
- a €7,000 annual lump-sum payment for the members of the Audit Committee;
- an €18,000 annual lump-sum payment for the Chairman of the Governance Committee;
- a €7,000 annual lump-sum payment for the members of the Governance Committee;
- an €18,000 annual lump-sum payment for the Chairman of the Strategy & Innovation Committee or any other Committee set up by the Board of Directors;
- a €7,000 annual lump-sum payment for the members of the Strategy & Innovation Committee or any other Committee set up by the Board of Directors.

With, however, three exceptions:

- allocation on a pro rata basis for Directors having resigned during the year;
- a reduction in the amount paid for Directors with an attendance rate below the annual threshold of 85% given the assumption of attendance at all meetings of the Board of Directors and the Committees of which they are members;
- no compensation for internal Directors (Director representing employees, Chief Executive Officer (if the duties of the Chief Executive Officer and the Chairman of the Board of Directors are separated)).

PART II: COMPENSATION PAID OR AWARDED TO CORPORATE OFFICERS FOR THE 2022 FINANCIAL YEAR (EX POST VOTE)

In accordance with Article L. 22-10-34 I and II of the French Commercial Code, the following will be submitted to the next Annual General Shareholders' Meeting:

- a draft resolution relating to the information referred to in Article L. 22-10-9 I of the French Commercial Code including in particular the total compensation and the benefits in kind for the offices held paid during or awarded in respect of the past financial year to all corporate officers, as set out below, and resulting, in the event that the resolution is rejected, in the suspension of the compensation allocated to the Directors (general ex post vote);
- a specific draft resolution relating to the total compensation and the benefits in kind paid during or

3. Terms of office / Employment or service contracts

The members of the Board of Directors are appointed for four years.

Any member of the Board of Directors may be removed from office under the conditions provided for by ordinary legislation (scope of the General Shareholders' Meeting).

No member of the Board of Directors has an employment contract with the Company or has entered into a service agreement with the Company.

4. Other

It is specified for the avoidance of doubt that none of the members of the Board of Directors, apart from the Chief Executive Officer (see sections 2 et seq. above) receives any items of compensation, indemnities or benefits payable or potentially payable as a result of the termination or a change of duties, or subsequent thereto, or conditional rights granted in respect of defined-benefit pension commitments that meet the characteristics of the schemes referred to in Articles L. 137-11 and L. 137-11-2 of the French Social Security Code.

It is also specified that, apart from the Chief Executive Officer (see section 2.12 above), none of the members of the Board of Directors receives any benefits in kind.

awarded in respect of the past financial year to Philippe Mellier in his capacity as Chairman of the Board of Directors, as set out below, and resulting, in the event that the resolution is rejected, in the non-payment of the variable or exceptional compensation awarded for the past financial year (specific ex post vote);

- a specific draft resolution relating to the total compensation and the benefits in kind paid during or awarded in respect of the past financial year to Hervé Milcent in his capacity as Chief Executive Officer, as set out below, and resulting, in the event that the resolution is rejected, in the suspension of the variable or exceptional compensation awarded for the past financial year (specific ex post vote).

Compensation of the executive corporate officers subject to the approval of the General Shareholders' Meeting pursuant to Article L. 22-10-34 II of the French Commercial Code (specific ex post vote)

The items of compensation paid or awarded for the 2022 financial year to each of the above-mentioned corporate officers were done so in accordance with the principles and criteria for determining, allocating and awarding executive corporate officers' compensation that were approved by the Combined General Shareholders' Meeting of 2 June 2022 within the scope of the ex ante vote. These principles and criteria are set out in the corporate governance report, pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code ("2021 Report"). This report appears in the

Company's 2021 Universal Registration Document filed with the AMF. These documents are available at www.solocal.com.

It is specified, with regard to the Chief Executive Officer and the Chairman of the Board of Directors, that since financial year 2017, the payment of variable and exceptional components of compensation is conditional upon the approval by the General Shareholders' Meeting of the items of compensation of the officer concerned.

A. Items of compensation paid during or awarded in respect of the 2022 financial year to the Chairman of the Board of Directors

Philippe Mellier

Chairman of the Board of Directors

Items of compensation put to the vote	Amounts awarded in respect of the past financial year or book value	Description
Fixed compensation	N/A	No fixed compensation.
Annual variable compensation	N/A	No variable compensation.
Multi-year variable compensation	N/A	No multi-year variable compensation.
Exceptional compensation	N/A	No exceptional compensation.
Stock options, performance shares or any other long-term benefit (warrants, etc.)	N/A	No allotment in 2022.
Compensation for his office as Chairman of the Board and other terms of office on Committees	€159,000	<ul style="list-style-type: none"> – Gross annual fixed compensation of €150,000 paid for his office as Chairman of the Board of Directors; – €9,000 for his office as Chairman of the Strategy & Innovation Committee on a pro rata basis.
Benefits in kind	N/A	No benefits in kind.
Severance package	N/A	None.
Non-competition compensation	N/A	None.
Supplementary retirement plan	N/A	None.

B. Items of compensation paid during or awarded in respect of the 2022 financial year to the Chief Executive Officer

The items of compensation for Hervé Milcent in respect of the 2022 financial year as set out below were approved at the Combined General Shareholders' Meeting of 2 June 2022:

Hervé Milcent

Chief Executive Officer

Items of compensation put to the vote	Amounts awarded in respect of the 2022 financial year or book value	Description
2022 fixed compensation	€450,000	Gross annual fixed compensation of €450,000 paid monthly.
2022 annual variable compensation	€0	<p>Gross annual variable compensation on a pro rata basis between 0% and 150% of fixed compensation.</p> <p>As a reminder, the targets set for the Chief Executive Officer by the Board of Directors for the 2022 financial year comprised seven quantitative criteria: (i) 40%: EBITDA – CAPEX, (ii) 20%: FCF, (iii) 15%: Revenue, (iv) 10%: Number of customers, (v) 5%: Customer NPS/Solocal, (vi) 5%: Direct audience PagesJaunes + LocalPartner and (vii) 5%: CSR – sales staff absenteeism.</p> <p>This amount was approved by the Board of Directors at its meeting of 22 February 2023, on the basis of 0% of his variable compensation and will be submitted for approval to the Company's upcoming 2023 Combined General Shareholders' Meeting.</p>
Multi-year variable compensation	N/A	No multi-year variable compensation.
Exceptional compensation	N/A	No exceptional compensation.
Stock options, performance shares or any other long-term benefit (warrants)	€12,585	Allotment of 197,500 shares in accordance with the Board of Directors' decision of 22 February 2022.
Compensation for his directorship	N/A	The Chief Executive Officer is not a Director of Solocal Group.
Benefits in kind	€27,415.80 (book value – total benefits in kind excluding civil liability insurance the premium for which is non-individualised)	<p>Payment for/provision of:</p> <ul style="list-style-type: none"> – healthcare and benefits plans on the terms currently applicable to management-level employees of the Company, or a similar plan; – business expenses incurred when performing his functions as Chief Executive Officer, in particular accommodation and travelling costs, which will be refunded by the Company on production of receipts, in accordance with the Company's rules; – the unemployment insurance (GSC) enrolment costs and contributions for executive corporate officers; and – a company car in accordance with the Company's practices, with the benefit from personal use assessed in accordance with the Company's rules.

Hervé Milcent

Chief Executive Officer

Items of compensation put to the vote	Amounts awarded in respect of the 2022 financial year or book value	Description
Severance payment if the position is terminated	Nothing was paid in the 2022 financial year	<p>In the event of his forced departure from the Company (i.e. any departure other as a result of resignation or of dismissal for gross misconduct, except, in the case of resignation, if this is due to a change in control of the Company (within the meaning of Article L. 233-3 of the French Commercial Code) or a change in strategy decided by the Board of Directors), the Chief Executive Officer will receive a severance payment under the conditions set forth below:</p> <ul style="list-style-type: none"> - the severance payment is equal to 12 months of the Chief Executive Officer's average (i) gross annual fixed all-inclusive compensation and (ii) gross annual variable compensation over the preceding two complete financial years; - payment will be subject to the following performance condition: the Chief Executive Officer must have achieved an average of at least 50% of his annual targets during the preceding two complete years. If the departure occurs during the first year after taking up his post, 100% of the bonus will be taken into account for the calculation of the severance payment. - the severance package would only be paid after the Board of Directors of the Company has recorded the achievement of the applicable performance condition. <p>The aggregate of the severance payment and the non-competition compensation may not exceed two years' fixed and variable compensation.</p> <p>The Board of Directors gave its prior approval to this commitment at its meeting on 8 January 2021, as did the Combined General Shareholders' Meeting on 3 June 2021.</p>
Non-competition compensation	Nothing was paid in the 2022 financial year	<p>The Chief Executive Officer is subject to a non-competition obligation in the event that he ceases to serve as CEO for any reason and in any manner, under the conditions set forth below:</p> <ul style="list-style-type: none"> - the ban on competition will be limited to a period of 12 months commencing on the day he actually leaves office; - the corresponding non-competition compensation, based on a 12-month non-competition period, will be equal to six months of total compensation, based on the monthly average of his total gross compensation paid over the preceding 12 months of service. <p>The aggregate of the severance payment and the non-competition compensation may not exceed two years' fixed and variable compensation.</p> <p>The Company may, upon termination of duties, (i) waive the benefit of the non-competition commitment (in which case it will not be required to pay the corresponding compensation) or (ii) reduce the duration, scope of activities, and/or geographical scope of that commitment (in which case the amount of the non-competition compensation will be reduced proportionally).</p>

Hervé Milcent

Chief Executive Officer

Items of compensation put to the vote	Amounts awarded in respect of the 2022 financial year or book value	Description
Non-competition compensation (continued)		The Board of Directors gave its prior approval to this commitment at its meeting on 8 January 2021, as did the Combined General Shareholders' Meeting on 3 June 2021. In addition, the non-competition indemnities shall not be paid if the beneficiary exercises his or her pension rights. In any event, no non-competition compensation may be paid past the age of 65.
Supplementary retirement plan	€9,502.44 (employer contribution)	Defined-contribution supplementary retirement plan (Article 83 of the French Tax Code), resulting in a contribution of 5.5% applied to compensation tranches B and C. The Company will pay 60% of this contribution, or 3.3%, with the remaining 40%, or 2.2%, being the CEO's responsibility. The Board of Directors gave its prior approval to this commitment at its meeting on 8 January 2021, as did the Combined General Shareholders' Meeting on 3 June 2021.

In accordance with Article L. 22-10-8 of the French Commercial Code, it is specified that the payment of the items of variable and exceptional compensation referred to in this section of Part II of the report is conditional, for each of the persons concerned, upon the approval by the next General Shareholders' Meeting, of the items of variable and exceptional compensation comprising the total compensation paid or to be paid to that person for the financial year ended 31 December 2022.

Information on the compensation of corporate officers subject to the approval of the General Shareholders' Meeting pursuant to Article L. 22-10-34 I of the French Commercial Code (general ex post vote)

This section presents, for each corporate officer of the Company, all of the information referred to in Article L. 22-10-9 I of the French Commercial Code relating to their compensation for the 2022 financial year.

In accordance with the provisions of Article L. 22-10-34 I of the French Commercial Code, the Company's shareholders will be asked to vote on this information in a draft resolution put to the vote at the next Annual General Shareholders' Meeting.

It is specified that the payment of items of Directors' compensation for the current financial year is conditional upon the approval of the above-mentioned draft resolution concerning the information referred to in Article L. 22-10-9 I of the French Commercial Code or, in the event the draft proposal is rejected, the approval, at the following General Shareholders' Meeting, of a revised compensation policy.

In accordance with Article L. 22-10-9, I, 8^o of the French Commercial Code, it is stipulated that the compensation of each corporate officer of the Company for the 2022 financial year as presented in this report complies with the Company compensation policy adopted for the said financial year.

The compensation policy contributes to the Company's long-term performance because it is based on the ongoing pursuit of a balance between Solocal's interests, recognition of senior executives' performance and consistency in compensation practices. As well as fostering loyalty amongst Solocal's staff, the aim when setting compensation is to reward performance and promote the Group's own exacting standards.

The information relating to executive corporate officers required under Article L. 22-10-9 I of the French Commercial Code is presented in detail in section A and the information relating to Directors is presented in section B. In accordance with the same article, the following information will then be presented in sections C and D respectively: the pay ratios (ratios d'équité) between the compensation of executive corporate officers and the average and median compensation of the Company's employees and changes in these ratios as a result of changes in the Company's performances, the compensation of corporate officers and the average compensation of the Company's employees.

A. Information on the individual compensation of executive corporate officers

The total compensation and benefits in kind paid to the Chief Executive Officer and the Chairman of the Board of Directors in respect of their offices during the past financial year are presented in the table above in the section headed "Compensation of executive corporate officers subject to the approval of the General Shareholders' Meeting pursuant to L. 22-10-34 II of the French Commercial Code (specific ex post vote)".

The commitments made by the Company and corresponding to items of compensation, indemnities or benefits payable or potentially payable as a result of the commencement, termination or change of duties or subsequent to the performance thereof are also presented in the section headed "Compensation of executive corporate officers subject to the approval of the General Shareholders' Meeting pursuant to Article L. 22-10-34 II of the French Commercial Code (specific ex post vote)".

B. Items of Directors' compensation

All compensation received by the Directors for their office during the past year is presented in the table below.

If the composition of the Board of Directors were to no longer comply with the first paragraph of Article L. 22-10-3 of the French Commercial Code, following a change in its current composition, the payment of the Directors' compensation for their contribution to the Board's work would be suspended. Payment would resume, including back payment accrued since suspension, once the Board of Directors was properly composed again.

	Amounts paid in 2022*	Amounts paid in 2021*
Non-executive officers		
David Amar		
Directorship compensation	41,200	40,100
Other compensation		-
Delphine Grison		
Directorship compensation	48,766	53,700
Other compensation		-
Anne-France Laclide		
Directorship compensation	55,700	55,700
Other compensation		
Marie Christine Levet		
Directorship compensation	43,600	42,500
Other compensation		
Catherine Robaglia⁽¹⁾		
Directorship compensation		
Other compensation	96,870	97,619
David Eckert⁽²⁾		
Directorship compensation	43,600	42,500
Other compensation		
Paul Russo⁽³⁾		
Directorship compensation	44,100	43,500
Other compensation		

Non-executive officers	Amounts paid in 2022*	Amounts paid in 2021*
Sophie Sursock		
Directorship compensation	43,833	43,500
Other compensation		
Bruno Guillemet⁽⁴⁾		
Directorship compensation	32,792	-
Other compensation (Non-Voting Director until 2 June 2022)	15,708	

* The amounts shown do not take into account the 30% withholding tax for foreign tax residents and the 21% withholding tax for French tax residents.

(1) Catherine Robaglia was elected as Director representing employees on 15 October 2020. Compensation payable by a company within the Solocal Group scope of consolidation in accordance with Article L. 233-16 of the French Commercial Code.

(2) David Eckert resigned from his duties as a Director and as a member of the Strategy & Innovation Committee on 31 March 2023.

(3) Paul Russo resigned from his duties as a Director and as a member of the Audit Committee on 31 March 2023.

(4) Bruno Guillemet was appointed as a Director at the General Shareholders' Meeting of 2 June 2022 and subsequently as Chairman of the Governance Committee.

In addition, Jacques-Henri David received pro rata compensation of €18,850 for his duties as Non-Voting Director. Jacques-Henri David resigned from office as a Non-Voting Director on 1 July 2022.

It should be noted that this amount was not included in the Directors' fees budget.

C. Pay ratios between the compensation of the Chairman of the Board of Directors and the Chief Executive Officer and the average and median compensation of Solocal Group employees

The table below shows the ratios between the level of compensation of the Chairman of the Board of Directors and the Chief Executive Officer and (i) the average compensation of employees of the Group's French

companies other than corporate officers and (ii) the median compensation of employees of the Group's French companies other than corporate officers.

The ratios set out below have been calculated based on the fixed and variable gross annual compensation paid during the past five financial years:

Table of ratios pursuant to Article L. 22-10-9 I. 6° and 7° of the French Commercial Code⁽¹⁾

	2018 financial year	2019 financial year	2020 financial year	2021 financial year	2022 financial year
Change (as %) in the compensation of the Chief Executive Officer					
Information concerning the scope of the listed company					
Change (as %) in employees' average compensation	2%	-3%	-8%	1%	16%
Ratio to employees' average compensation ⁽¹⁾	1,155%	1,617%	2,183%	904%	1,115%
Change in the ratio (as %) compared to the previous financial year	-28%	40%	35%	-59%	23%
Ratio to employees' median compensation ⁽¹⁾	1,318%	1,903%	2,502%	1,046%	1,530%
Change in the ratio (as %) compared to the previous financial year	-27%	44%	31%	-58%	46%

	2018 financial year	2019 financial year	2020 financial year	2021 financial year	2022 financial year
Additional information on the expanded scope					
Change (as %) in employees' average compensation					
Ratio to employees' average compensation ⁽¹⁾					
Change in the ratio (as %) compared to the previous financial year					
Ratio to employees' median compensation ⁽¹⁾					
Change in the ratio (as %) compared to the previous financial year					
Performance of the Company					
Financial criteria					
Change (as %) compared to the previous financial year					
Change (as %) in the compensation of the Chief Executive Officer ⁽⁴⁾⁽⁵⁾⁽⁶⁾	-26%	36%	24%	-58%	43%
Change (as %) in the compensation of the Chairman of the Board					
Information concerning the scope of the listed company					
Change (as %) in employees' average compensation	2%	-3%	-8%	1%	16%
Ratio to employees' average compensation ⁽¹⁾	263%	271%	294%	292%	251%
Change in the ratio (as %) compared to the previous financial year	63%	3%	9%	-1%	-14%
Ratio to employees' median compensation ⁽¹⁾	300%	318%	337%	338%	334%
Change in the ratio (as %) compared to the previous financial year	65%	6%	6%	0%	2%
Additional information on the expanded scope					
Change (as %) in employees' average compensation					
Ratio to employees' average compensation ⁽¹⁾					
Change in the ratio (as %) compared to the previous financial year					
Ratio to employees' median compensation ⁽¹⁾					
Change in the ratio (as %) compared to the previous financial year					
Performance of the Company					
Financial criteria					
Change (as %) compared to the previous financial year					
Change (as %) in the compensation of the Chairman of the Board of Directors ⁽⁷⁾⁽⁸⁾	67%	0%	0%	0%	0%

(1) Ratios calculated from the compensation paid by French entities.

(2) Pierre Danon from 5 October 2020 to 31 October 2020.

(3) Pierre Danon from 1 January 2021 to 5 April 2021.

(4) Jean-Pierre Remy from 25 May 2009 to 30 June 2017.

(5) Éric Boustouller from 11 October 2017 to 4 October 2020.

(6) Hervé Milcent from 6 April 2021 to 31 December 2022.

(7) Pierre Danon from 1 January 2021 to 29 June 2021.

(8) Philippe Mellier from 30 June 2021 to 31 December 2022.

The Company has not put in place any specific supplementary retirement plans for its corporate officers.

D. Annual changes in compensation, the Company's performances and the average compensation of Solocal Group employees other than senior executives

In accordance with Article L. 22-10-9, I, 7° of the French Commercial Code, the table below presents annual changes in compensation, Solocal Group's performances and the average compensation on a full-time equivalent basis of the Company's employees other than senior executives in financial years 2018 to 2022:

	2022	2021	2020	2019	2018
1. Total compensation granted by the General Shareholders' Meeting to the members of the Board of Directors and distributed by the Board of Directors* (in euros)					
David Amar ⁽¹⁾	41,200	40,100	44,875	45,000	37,500
Philippe de Verdalle ⁽²⁾	–	–	29,563	42,500	37,500
Jacques-Henri David ⁽³⁾	–	–	43,188	45,500	37,500
Delphine Grison ⁽⁴⁾	48,766	53,700	48,917	40,000	37,500
Sandrine Dufour ⁽⁵⁾	–	–	–	–	0
Bruno Guillemet	32,792	–	–	–	–
Anne-France Laclide ⁽⁶⁾	55,700	55,700	46,871	20,750	–
Arnaud Marion ⁽⁷⁾	–	–	–	–	37,500
Alexandre Loussert ⁽⁸⁾	–	–	–	–	37,500
Joëlle Obadia ⁽⁹⁾	–	–	100,797	100,501	108,868
Marie Christine Levet ⁽¹⁰⁾	43,600	42,500	38,784	40,000	37,500
Lucile Ribot ⁽¹¹⁾	–	–	–	–	37,500
Sophie Sursock ⁽¹²⁾	43,833	43,500	41,230	44,000	37,500
David Eckert ⁽¹³⁾	43,600	42,500	10,625	–	–
Paul Russo ⁽¹⁴⁾	44,100	43,500	10,875	–	–
Catherine Robaglia ⁽¹⁵⁾	96,870	97,619	91,266	–	–
2. Compensation of the Chairman of the Board of Directors – Philippe Mellier (in euros)					
Fixed compensation	159,000	75,000	–	–	–
3. Compensation of the Chief Executive Officer – Hervé Milcent (in euros)					
Fixed compensation	450,000	332,386 ⁽¹⁷⁾	–	–	–
Annual variable compensation ⁽¹⁶⁾	0	203,721	–	–	–
Valuation of free shares	12,585	245,092	–	–	–
Benefits in kind	27,415	30,340	–	–	–

	2022	2021	2020	2019	2018
5. Average compensation of employees excluding corporate officers					
Average compensation	59,771	51,347	51,002	55,443	56,958
6. Performance of the Company (in thousands of euros)					
Consolidated annual net income	12,849	23,517	65,584	32,100	(81,184)

- * The amounts shown do not take into account the 30% withholding tax for foreign tax residents and the 21% withholding tax for French tax residents.
- (1) David Amar was appointed at the General Shareholders' Meeting of 13 June 2017. His term of office was renewed at the General Shareholders' Meeting of 3 June 2021.
 - (2) Philippe de Verdalle was appointed at the General Shareholders' Meeting of 13 June 2017. Philippe de Verdalle resigned at the Board of Directors meeting of 28 August 2020.
 - (3) Jacques-Henri David was appointed at the General Shareholders' Meeting of 19 October 2016. Jacques-Henri David's term of office expired at the end of the General Shareholders' Meeting of 24 July 2020 and was not renewed.
 - (4) Delphine Grison was appointed at the General Shareholders' Meeting of 13 June 2017. His term of office was renewed at the General Shareholders' Meeting of 3 June 2021.
 - (5) Sandrine Dufour resigned at the Board of Directors' meeting of 9 March 2018.
 - (6) Anne-France Laclide was co-opted at the Board of Directors meeting of 19 June 2019 and her co-option was ratified at the General Shareholders' Meeting of 24 July 2020. Anne-France Laclide resigned from her duties as a Director and as Chair of the Audit Committee with effect from 31 May 2023.
 - (7) Arnaud Marion was appointed at the General Shareholders' Meeting of 19 October 2016 and his term of office ended on 14 December 2018. He waived his right to receive Directors' fees until the General Shareholders' Meeting of 13 June 2017.
 - (8) Alexandre Loussert was appointed at the General Shareholders' Meeting of 19 October 2016. He resigned at the Board of Directors' meeting of 28 February 2019.
 - (9) Joëlle Obadia was elected as Director representing employees on 7 April 2016. The compensation shown includes compensation payable by a company within the Solocal Group scope of consolidation in accordance with Article L. 233-16 of the French Commercial Code.
 - (10) Marie-Christine Levet was co-opted at the Board of Directors meeting of 15 December 2017.
 - (11) Lucile Ribot resigned from office on 12 April 2019 (she had been appointed at the General Shareholders' Meeting of 9 March 2018).
 - (12) Sophie Sursock was appointed at the General Shareholders' Meeting of 13 June 2017. His term of office was renewed at the General Shareholders' Meeting of 3 June 2021.
 - (13) David Eckert was co-opted by the Board on 2 October 2020 and his co-option was ratified at the General Shareholders' Meeting of 27 November 2020. David Eckert resigned from his duties as a Director and as a member of the Strategy & Innovation Committee on 31 March 2023.
 - (14) Paul Russo was co-opted by the Board on 2 October 2020 and his co-option was ratified at the General Shareholders' Meeting of 27 November 2020. His term of office was renewed at the General Shareholders' Meeting of 3 June 2021. Paul Russo resigned from his duties as a Director and as a member of the Audit Committee on 31 March 2023.
 - (15) Catherine Robaglia was elected as Director representing employees on 15 October 2020. The compensation shown includes compensation payable by a company within the Solocal Group scope of consolidation in accordance with Article L. 233-16 of the French Commercial Code.
 - (16) This amount is subject to approval at the Company's upcoming 2023 General Shareholders' Meeting establishing the annual variable compensation of the Chief Executive Officer.
 - (17) On a pro rata basis.

PART III: CORPORATE GOVERNANCE (ARTICLE L. 22-10-10 OF THE FRENCH COMMERCIAL CODE)

1. List of all offices and duties held by each corporate officer in any company during the 2022 financial year

The list of all offices and duties held by each corporate officer in any company during the 2022 financial year is presented in section 4.1.1 of the Universal Registration Document.

2. Regulated agreements and current agreements

2.1. Regulated agreements

The following agreements and commitments are subject to Article L. 225-38 of the French Commercial Code and were entered into in 2022, or in a previous year and were still in effect in 2022:

- the amounts due in respect of the newly issued bonds (€17.7 million) were secured by a fifth-rank pledge over the securities account relating to the securities issued by Solocal SA and held by Solocal Group. The Company's Board of Directors authorised the signing of the pledge agreement at its meeting of 7 August 2020.

No other agreement referred to in Article L. 225-38 of the French Commercial Code was entered into in 2022 or was entered into in a previous year and was still in effect in 2022.

2.2. Current agreements

The Company has introduced a charter on internal procedures for monitoring current agreements (the "Charter") that falls within the framework of (i) regulations governing non-regulated and regulated agreements, as brought into force by the Pacte Law of 11 April 2019 and (ii) AMF recommendation No. 2012-05 of 2 July 2012, as amended on 29 April 2021.

The purpose of this Charter is to: a) set out the regulatory framework applicable to regulated agreements and commitments and provide details as to the internal methodology used to classify the various agreements entered into; and b) institute a procedure within Solocal Group, in accordance with the Pacte Law, allowing the regular assessment of non-regulated agreements entered into in the ordinary course of business and on arm's length terms.

The Charter applies to Solocal Group and all its French subsidiaries that are subject to regulated agreement regulations.

3. Summary table of current delegations of authority granted to the Board of Directors

The Combined General Shareholders' Meetings of the Company held on 3 June 2021 and 2 June 2022 delegated authority to the Board of Directors for the following purposes, under the conditions set out below:

Securities concerned	Term of the authorisation and expiration	Maximum amount of debt securities	Maximum nominal amount of capital increase
1. Free allotment of Company shares to employees or corporate officers of Solocal Group, with a waiver by the shareholders of their preferential subscription rights (fifteenth resolution of the General Shareholders' Meeting of 3 June 2021)	24 months 3 June 2023	-	15% of the share capital of which a maximum of 0.3% in favour of the corporate officers
2. Purchase or transfer of shares within the limit of 10% of the share capital (nineteenth resolution of the General Shareholders' Meeting of 2 June 2022)	18 months 2 December 2023	-	Repurchase programme ceiling: €92,201,095
3. Delegation of authority to the Board of Directors to increase the share capital, with retention of shareholders' preferential subscription rights, by issuance of shares and/or equity securities granting access to other equity securities and/or granting entitlement to the allotment of debt securities and/or securities granting access to equity securities to be issued (twentieth resolution of the General Shareholders' Meeting of 2 June 2022)	26 months 2 August 2024	€300,000,000	Ceiling: €39,514,756 Overall ceiling for issues 3, 4 and 5: €52,686,341

Securities concerned	Term of the authorisation and expiration	Maximum amount of debt securities	Maximum nominal amount of capital increase
4. Delegation of authority to the Board of Directors to increase the share capital, with cancellation of shareholders' preferential subscription rights, by issuance of shares and/or equity securities granting access to other equity securities and/or granting entitlement to the allotment of debt securities and/or securities granting access to equity securities to be issued, within the framework of public offerings (twenty-first resolution of the General Shareholders' Meeting of 2 June 2022)	26 months 2 August 2024	€300,000,000	Ceiling: €13,171,585 Overall ceiling of issues 4 and 5: €13,171,585
5. Delegation of authority to the Board of Directors to increase the share capital, with cancellation of shareholders' preferential subscription rights, by issuance of shares and/or equity securities granting access to other equity securities and/or granting entitlement to the allotment of debt securities and/or securities granting access to equity securities to be issued, in favour of qualified investors or a small circle of investors (twenty-second resolution of the General Shareholders' Meeting of 2 June 2022)	26 months 2 August 2024	€300,000,000	Ceiling: €13,171,585
6. Authorisation given to the Board of Directors to increase the number of securities to be issued, in the event of a capital increase with or without cancellation of shareholders' preferential subscription rights (twenty-third resolution of the General Shareholders' Meeting of 2 June 2022)	26 months 2 August 2024	-	Regulatory ceiling
7. Delegation of authority to the Board of Directors to increase the Company's share capital by incorporation of reserves, profits or premiums (twenty-fourth resolution of the General Shareholders' Meeting of 2 June 2022)	26 months 2 August 2024	-	Ceiling: €13,171,585
8. Share capital increase, with cancellation of shareholders' preferential subscription rights, reserved for members of a group savings plan (twenty-fifth resolution of the General Shareholders' Meeting of 2 June 2022)	26 months 2 August 2024	-	Ceiling: €1,317,158

4. Composition, preparation and organisation of the Board of Directors' work

4.1. Internal regulations

Internal regulations based on those recommended in the AFEP-MEDEF Corporate Governance Code were adopted by the Board of Directors at its meeting of 23 September 2004 and amended at its meeting of 2 October 2020. These internal regulations set out the guiding principles governing the operation of the Board and the rights and duties of the Directors.

The main provisions of the Board of Directors' internal regulations are described in the Articles of Association section of the Universal Registration Document.

4.2. Meetings of the Board of Directors

The Board of Directors presides over all decisions relating to the Company's major strategic, economic, corporate, financial and technological policies and monitors the implementation of these policies by senior management.

The Board met 11 times in 2022. On average, 96% of Directors attended each Board meeting during the financial year. The average duration of a Board of Directors' meeting is three hours and 30 minutes.

The main activities of the Board of Directors were as follows:

- review of financial statements and results: the Board examined and approved the Company and consolidated annual and semi-annual financial statements, and the management reports. It examined the revenues and the main quarterly results along with the corresponding financial disclosures. It drew up the reports and draft resolutions submitted to the General Shareholders' Meetings. It was also involved in the oversight of the financial restructuring undertaken (capital increase, debt restructuring, etc.) by examining all of the related documentation;
- business review: a presentation on business performance is given by senior management at each Board meeting, enabling Directors to keep close track of the Group's business activity "in real time";
- review of strategic direction: presentations of each of the Group's strategic activities are given regularly to the Board by the person in charge of the activity;
- the Board of Directors was engaged in actively monitoring the Company's financial situation and cash position throughout the year;
- selection of a new Director;
- corporate social responsibility (CSR): the Board of Directors is kept informed of market trends and developments in the competitive environment and major issues including in relation to the Company's environmental and social responsibility.

Since December 2020, the majority of Board of Directors' meetings have been followed by a session without executive corporate officers in attendance.

4.3. Evaluation of the Board of Directors

The Board of Directors performs a regular assessment of its work, reviews a summary of the assessment and draws conclusions from it. In February 2022, the Chairman of the Board of Directors also decided to conduct a formal assessment by holding meetings with each Director, including Non-Voting Directors, in line with the recommendations of the AFEP-MEDEF Code. As part of this formal process, each member of the Board completed a questionnaire, the results of which were summarised and commented upon at the Board of Directors' meeting of 6 April 2022. Following this meeting, the decision was made to establish a Strategy & Innovation Committee.

In February 2023, the Board of Directors also carried out a formal evaluation of its own operation and that of its Committees, with the assistance of an external consultant. This evaluation was based on a documentary analysis and on the results of interviews conducted with all Directors and certain members of management, under the supervision of the Chairman of the Board and the Chairman of the Governance Committee. This external review covers both the overall operation of the Board and its Committees and

each Director's personal contribution. The Board of Directors examined the findings of the evaluation at its meeting of 4 April 2023.

It reveals the following:

- The Board of Directors is compliant with the AFEP-MEDEF recommendations regarding the number of independent members, gender parity and the composition of the committees, as well as the practical operating and organisational arrangements.
- Leadership of the new Chairman: all those interviewed identified the appointment of the new Chairman as having improved dialogue and trust between the Chairman, the Board of Directors and senior management.
- The Directors show a great deal of commitment and engagement.
- The Audit Committee and the Governance Committee operate effectively. The recently created Strategy & Innovation Committee is a valuable addition to the other two Committees and will play a major role in helping to improve strategic alignment.

With regard to the improvement opportunities shared with the Directors, a number of possible options were mentioned:

- Composition of the Board of Directors: the Directors made several suggestions on the backgrounds and skills that should be sought in potential members of the Board of Directors in order to strengthen its composition.
- The Company's strategy: certain strategic issues should be examined in greater depth at the relevant Board meetings but an annual strategy seminar should also be organised.

The evaluation also included individual assessments of each Director's actual contribution to the Board's work, with each Director having had the opportunity to express their views on the input of Board members to Board meetings.

4.4. Committees formed by the Board of Directors

At its meeting of 5 April 2022, the Board of Directors decided, on the recommendation of the Governance Committee, to establish a Strategy & Innovation Committee from July 2022.

The Board Committees has set up three Committees within the Company – an Audit Committee, a Governance Committee and a Strategy & Innovation Committee.

4.4.1. Audit Committee

The Audit Committee must have at least two members, which are appointed by the Board of Directors on the Chairman's recommendation. The Chairman of the Audit Committee is appointed by the Board of Directors on the recommendation of the Governance Committee and/or the Chairman of the Board.

Anne-France Laclide resigned from her post as Chair of the Audit Committee with effect from 31 May 2023 and will be replaced by Ghislaine Mattlinger.

As of the date of this report, the Audit Committee was composed of the following members:

- Anne-France Laclide, Chair;
- Delphine Grison.

Paul Russo resigned from his duties as a Director and as a member of the Audit Committee on 31 March 2023.

Therefore, 100% of its members are Independent Directors.

The Audit Committee monitors all matters connected with the preparation and auditing of accounting and financial information. Without prejudice to the powers of the administrative, management and supervisory bodies, it is responsible for the following, in particular:

- monitoring the preparation of financial information, specifically:
 - reviewing draft Company and consolidated annual and semi-annual financial statements and draft management reports and sales and earnings tables,
 - reviewing financial communication documents,
 - monitoring compliance with the accounting standards adopted for the preparation of the Company and consolidated financial statements,
 - reviewing the accounting treatment of specific transactions and the corresponding disclosures,
 - checking the quality and relevance of the information communicated to shareholders;
- monitoring the effectiveness of internal control and risk management systems, in particular:
 - checking that internal data collection and control procedures are complied with,
 - reviewing the procedure for selecting the Company's Statutory Auditors, particularly their choice and their terms of compensation for the purpose of making observations;
- each year, examining the respective audit programmes proposed by the statutory and (if applicable) internal auditors, examining the internal audit reports for the past year (if any) and preparing the audit engagement programme for the current year;
- each year, assessing the Group's exposure to risks and in particular to financial and litigation risks, significant off-balance sheet commitments and the effectiveness of the internal control system;
- monitoring the statutory audit of the annual Company, and if applicable consolidated, financial statements;

- monitoring the independence of the Statutory Auditors;
- issuing a recommendation on the Statutory Auditors put forward for appointment by the General Shareholders' Meeting;
- reporting regularly to the Board of Directors on the performance of its duties and informing it immediately of any difficulty encountered.

These duties do not limit the powers of the Board of Directors, which may not rely on the duties or opinions of this Audit Committee to reduce its responsibility.

The Audit Committee may meet as often as it considers necessary and may address any matter that falls within its remit. It may ask the Company to provide it with any document or information it needs to carry out its duties and conduct any internal or external audit on any matter it believes is pertinent to these duties. When reviewing draft annual and semi-annual financial statements, the Committee may question the Statutory Auditors in the absence of the Company's senior executives. The Audit Committee must be notified of any accounting or auditing irregularity.

The Audit Committee met four times in 2022. 100% of members attended each Committee meeting during the financial year. It regularly met with the Company's senior executives, senior Finance department managers, the Head of Internal Audit and the Statutory Auditors to discuss their work programmes and follow-up actions.

In 2022, the Audit Committee examined the following matters in particular:

- the annual Company and consolidated financial statements for the period ended 31 December 2022;
- quarterly condensed consolidated financial statements for 2022;
- the 2023 audit and internal control plan;
- findings of the year's Internal Audit engagements and quarterly follow up of the implementation of recommendations;
- monitoring of the project to upgrade the back office systems.

Since July 2022 and the departure or transfer of its members, the Audit and Internal Control department, reporting directly to the Chief Financial Officer and on a functional basis to the Audit Committee, is no longer in place and steps are being taken to outsource some of the tasks that were handled by the Internal Audit team.

4.4.2. Governance Committee (formerly Remuneration and Appointments Committee)

Since June 2022, the name of the Remuneration and Appointments Committee has evolved to include a social and environmental dimension and is now the Governance Committee. As such, each Governance Committee meeting incorporates CSR topics.

The Committee is comprised of at least three members, who are appointed by the Board of Directors on the Chairman's recommendation. The Chairman of the Governance Committee is appointed by the Board of Directors on the recommendation of the Governance Committee and/or the Chairman of the Board.

As of the date of this document, the Governance Committee was composed of the following members:

- Bruno Guillemet, Chairman;
- Sophie Sursock;
- Catherine Robaglia.

Therefore, more than 66% of its members are Independent Directors.

The Governance Committee is tasked with making recommendations to the Board of Directors for the appointment of Board members, the Chairman of the Board, the Chief Executive Officer and members of Board Committees.

The Committee is also kept informed by the Chief Executive Officer of any other senior executive appointments within the Group. The Committee also advises the Board of Directors on the amount of Directors' fees to be submitted to the General Shareholders' Meeting and on the allocation of these fees between Board members.

In addition, the Committee makes recommendations to the Board of Directors on the compensation of corporate officers and may, at the Chairman's request, give an opinion on methods used to determine the compensation of Company senior executives. The Committee reviews the compensation structure for Company executives, and in particular approves the structure of variable remuneration for the Executive Committee.

In 2022, the Governance Committee met six times, with an attendance rate of 100%.

Among other matters, the Committee examined changes in the governance of the Company, the setting of targets and methods of calculating the variable portion of the Chief Executive Officer's compensation, the principles governing compensation of the Company's key executives and the establishment of a long-term compensation plan for the Group's Chief Executive Officer and key executives. In 2023,

the Committee will also continue work on developing a succession plan to ensure continuity of senior management. A Conflict of Interests Charter for Directors was approved by the Board of Directors at its meeting of 26 July 2022 based on a recommendation by the Governance Committee.

While not participating in any discussions of the Committee that might concern him individually, the Chief Executive Officer was regularly invited to present information to the Committee about the criteria for determining the variable compensation of the members of the Executive Committee and certain Chief Officers and the introduction of a new LTI plan.

Finally, the Governance Committee heard and discussed the three-year CSR strategy and reviewed the Company's CSR initiatives.

At its meeting of 22 February 2023, the Board of Directors decided, on the recommendation of the Governance Committee, to set up an ad hoc committee to recruit a new Director.

The Committee also examined CSR factors in the setting of compensation criteria for the Chief Executive Officer and the members of the Executive Committee (variable compensation and long-term incentive plan).

4.4.3. Strategy & Innovation Committee

The Strategy & Innovation Committee was established in June 2022 and its first meeting was held on 14 September 2022.

The Committee is comprised of at least three members, who are appointed by the Board of Directors on the Chairman's recommendation. The Chairman of the Strategy & Innovation Committee is appointed by the Board of Directors on the recommendation of the Governance Committee and/or the Chairman of the Board of Directors.

As of the date of this report, the Governance Committee was composed of the following members:

- Philippe Mellier, Chairman;
- Marie-Christine Levet;
- David Amar;
- David Eckert.

Therefore, more than 75% of its members are Independent Directors.

In 2022, the Strategy & Innovation Committee met twice, with an attendance rate of 100%.

The Strategy & Innovation Committee was responsible for examining financial strategies and the Company's major priorities as well as analysing the directions taken by competitors and market trends.

4.5. Non-Voting Directors

In accordance with Article 12 of the Company's Articles of Association, the Board of Directors may appoint one or more Non-Voting Directors, who participate in Board meetings but are not entitled to vote at those meetings.

The Board of Directors meeting of 23 July 2020 decided to appoint Jacques-Henri David as a Non-Voting Director with fixed all-inclusive compensation of €37,700 per annum, equivalent to that of the Directors. Mr David resigned from office on 30 June 2022 and was not replaced.

The Board of Directors also appointed Bruno Guillemet as a Non-Voting Director at its meeting of 11 October 2021 in order to bring his expertise in Human Resources to the Board. Mr Guillemet's office as a Non-Voting Director ended following the vote of the General Shareholders' Meeting on 2 June 2022 in favour of his appointment as a Director.

Compensation for Non-Voting Directors' duties is not included in the budget for Directors' compensation.

4.6. Attendance of members of the Board of Directors

Attendance of members of the Board of Directors at Board and Committee meetings in 2022:

Full name	Function	Attendance
Philippe Mellier	Chairman of the Board of Directors	100%
	Chairman of the Strategy & Innovation Committee (since 1 July 2022)	100%
David Amar	Vice-Chairman and Director	90%
	Member of the Strategy & Innovation Committee	100%
Jacques-Henri David	Non-Voting Director until 30 June 2022	60%
	Director	100%
Delphine Grison	Chair of the Governance Committee (formerly the Remuneration and Appointments Committee) until 30 June 2022	100%
	Member of the Audit Committee since 1 July 2022	100%
Anne-France Laclide	Director	81%
	Chair of the Audit Committee	100%
Marie-Christine Levat	Director	100%
	Member of the Governance Committee (formerly the Remuneration and Appointments Committee) until 28 June 2022	100%
	Member of the Strategy & Innovation Committee since 1 July 2022	100%
Sophie Surssock	Director	100%
	Member of the Audit Committee until 29 June 2022	100%
	Member of the Governance Committee since 29 June 2022	100%
Paul Russo	Director	100%
	Member of the Audit Committee	100%
David Eckert	Director	100%
	Member of the Governance Committee (formerly the Remuneration and Appointments Committee) until 28 June 2022	100%
	Member of the Strategy & Innovation Committee since 1 July 2022	100%
Catherine Robaglia	Director (since 15 October 2020)	100%
	Member of the Governance Committee since 29 June 2022	100%
Bruno Guillemet	Director (since 2 June 2022)	90%
	Chairman of the Governance Committee (since 29 June 2022)	100%
	Non-Voting Director (since 11 October 2021 and 2 June 2022)	100%

5. Description of the diversity policy applied to the members of the Board of Directors

As of the date of this document, the Board of Directors (excluding the Director representing employees) comprises four women: Delphine Grison, Marie-Christine Levet, Anne-France Laclide and Sophie Sursock, and three men: David Amar, Philippe Mellier and Bruno Guillemet, i.e. 57% women and 43% men.

Pursuant to Article L. 22-10-3 of the French Commercial Code, the proportion of Directors of each gender on the Board of Directors must not be less than 40%.

6. Description of the training policy applied to the members of the Board of Directors

In accordance with the recommendations of the AFEP-MEDEF Code, when a new Director is appointed, he or she is offered various training sessions with the Group's main senior executives on its activity, organisation and governance. New Directors are given copies of the Company's governance documents (including the Articles of Association, the Board's internal regulations and the Securities Trading Code of Conduct). Thus, when Bruno Guillemet took up his post, he met with the Group's key executives and their direct reports to gain a better understanding of the Group's activities, business model and organisation.

In addition, Directors may request training on the specific features of the Company, its business lines and its sector and be given training relevant to the performance of their duties as a Director.

Directors representing employees may also enrol in economic training courses provided by an external institution chosen by the Director, after the Chairman of the Board has approved the institution and the programme. In this regard, when Catherine Robaglia began her term of office in 2021, she took a course for members of boards of directors of companies offered by the Paris Institute of Political Studies.

7. Limitations that the Board of Directors has placed on the Chief Executive Officer's powers

The Chief Executive Officer, subject to the powers expressly granted by law to Shareholders' Meetings and the Board of Directors, and within the limits of the corporate purpose, is vested with the widest powers to act, in all circumstances, in the name of the Company, with the following stipulations:

- (i) the Chief Executive Officer must present a draft strategic plan to the Board of Directors each year defining the Group's medium-term business objectives, including projected trends for the Group's key

operational and financial indicators, in addition to a draft annual budget;

- (ii) the following decisions are subject to prior approval by the Board of Directors:
 - approval of the annual budget and any significant changes thereto,
 - approval of the annual and three-year business plans,
 - the acquisition or disposal of a business by Solocal or any of its subsidiaries that is not included in the annual budget, for a total amount, including all liabilities and other off-balance sheet commitments, greater than €10 million per year,
 - investments or divestments not included in the annual budget and involving fixed assets of an amount, including all liabilities and other off-balance sheet commitments, greater than €10 million,
 - amendments to the employment contract, hiring/appointment or dismissal/removal of the Chief Financial Officer of the Company; any amendment to the employment contract of, or the hiring/appointment or dismissal/removal of the Group's Human Resources Director or of the Secretary to the Board of Directors shall not require prior authorisation by the Board of Directors, but shall nevertheless require the prior agreement of the Remuneration and Appointments Committee,
 - any increase in the total indebtedness of Solocal Group or any of its subsidiaries that exceeds the amount authorised under the financing or loan agreements previously authorised by Solocal Group's Board of Directors,
 - the execution of any agreement in order to create a joint-venture with a third party, not included in the annual budget and generating a commitment for Solocal or one of its subsidiaries for a total amount greater than €10 million over the duration of the joint-venture,
 - any decision to have the securities of Solocal or any of its subsidiaries listed on a regulated exchange and any operation with a view to the listing of additional securities of Solocal or any of its subsidiaries subsequent to the original listing on a regulated exchange,
 - any decision to delist or buy back shares (except share purchases under liquidity agreements previously authorised by the Board of Directors),
 - the acquisition or subscription, by Solocal or any of its subsidiaries, of shares, other equity securities or any securities giving access to the capital of any company (x) of a value, including all liabilities and other off-balance sheet commitments, greater than €10 million if the liability of Solocal or its subsidiaries is limited and the transaction is not already included in the annual budget, or (y) irrespective of the amount invested if Solocal or any of its subsidiaries is acting as an unlimited liability partner in such a company,

- any diversification of the business activities of Solocal or any of its subsidiaries that is unrelated to previous business activities, or any diversification that is related to previous business activities but is not included in the annual budget and involves a financial commitment greater than €10 million,
- any sale, transfer or termination of a major business activity of Solocal or any of its subsidiaries that is not included in the annual budget or the three-year business plan,
- the implementation of any incentive plan (as defined under French labour law or any similar legislation in another country, with the exception of a mandatory or standard voluntary profit-sharing plan) within Solocal or its subsidiaries, or any measure that encourages employees to directly or indirectly acquire shares in Solocal or its subsidiaries,
- any authorisation or instruction to a Solocal subsidiary to examine or undertake any of the transactions referred to in this appendix,
- the execution of any agreement not included in the annual budget involving payments or the supply of goods or services by Solocal or its subsidiaries for a total amount greater than €10 million per year,
- any decision relating to plans for the merger or demerger of any Solocal subsidiary, the spin-off of the assets of a Solocal subsidiary, or a long-term agreement to manage a Solocal subsidiary, that is not included in the annual budget or the three-year business plan, excluding internal reorganisation that has no material impact on Solocal's position,
- any transfer or sale in order to provide collateral, any decision to grant a security interest or pledge by Solocal or any of its subsidiaries, in order to meet debts or honour guarantees given to third parties, not included in the annual budget and for a total amount greater than €10 million per year,
- any loans granted by Solocal or any of its subsidiaries which in total exceed €5 million and are not included in the annual budget.

8. Application of the AFEP-MEDEF Code

Solocal observes the AFEP/MEDEF Corporate Governance Code, available on the www.medef.fr website, and complies with all of the operating rules recommended in this Code.

9. Special terms and conditions for shareholder attendance at General Shareholders' Meetings

9.1. Access, participation and voting at General Shareholders' Meetings

General Shareholders' Meetings are made up of all shareholders whose shares are fully paid up and whose entitlement to participate in General Shareholders' Meetings has been evidenced by the registration of the shares in the name of the shareholder or of the intermediary registered on the shareholder's behalf, on the second working day prior to the meeting at 12 midnight (Paris time), in either the registered share accounts held by the Company (or its representative), or the bearer share accounts held by the authorised intermediary.

The registration of shares in the bearer share accounts held by the financial intermediary is evidenced by a shareholder certificate issued by the financial intermediary, electronically if applicable, under the conditions provided for in Article R. 225-61 of the French Commercial Code. The certificate is appended to (i) the remote voting form or (ii) the proxy voting form or (iii) the application for the admission card issued in the shareholder's name or on behalf of the shareholder represented by the registered intermediary.

Access to the General Shareholders' Meeting is open to its members with proof of their status and identity. The Board of Directors may, if it considers it appropriate, arrange for shareholders to be sent personal admission cards bearing their names and require these cards to be shown at the General Shareholders' Meeting.

The shareholder may, under the conditions provided for in applicable laws and regulations, attend the General Shareholders' Meeting in person, or vote remotely (any remote voting form to be received by the Company (or its representative) no later than 3 p.m. (Paris time) on the day before the General Shareholders' Meeting), or appoint a proxy. Intermediaries registered on behalf of shareholders may participate in the General Shareholders' Meeting under the conditions provided for in applicable laws and regulations.

It is specified that for any proxy given by a shareholder without indication of the proxyholder, the Chairman of the General Shareholders' Meeting will cast a vote in favour of the adoption of the draft resolutions submitted or approved by the Board of Directors and a vote against the adoption of all other draft resolutions.

In accordance with Article R. 22-10-28 of the French Commercial Code, it is specified that any shareholder who has already voted remotely, sent in a proxy form or applied for an admission card to the General Shareholders' Meeting or a shareholder certificate, may not then choose any other mode of participation.

Proxy and remote voting forms and certificates of non-transferability of shares may be submitted in electronic form duly signed under the conditions provided for in applicable laws and regulations.

If the Board of Directors so decides at the time of convening the meeting, forms may be completed and signed electronically directly on a site set up by the Company. This site must use a process including a username and password, in accordance with the terms set out in the first sentence of paragraph 2 of Article 1367 of the French Civil Code, or any other process which meets the conditions set out in the first sentence of paragraph 2 of Article 1367 of the French Civil Code.

The proxy form or ballot submitted in this way prior to the meeting by such electronic means, and any receipts which are provided for them, shall be considered to be fully enforceable, irrevocable written records, subject to the points set out below. By derogation, in the event of a sale of shares occurring prior to 12 midnight (Paris time) on the second working day preceding the meeting, the Company shall invalidate or alter accordingly, as the case may be, the proxy form or ballot submitted prior to the meeting, using the electronic means set up by the Board of Directors.

Owners of Company shares, who are not residents of France, may be registered in the accounts and represented at the meeting by any intermediary who is registered on their behalf and holds a general securities management mandate, provided such intermediaries have previously declared themselves as intermediaries holding shares on behalf of others at the time shares are registered in the accounts with the Company or account-holding financial intermediary, in accordance with applicable laws and regulations.

The Company is entitled to ask any intermediary who is registered on behalf of shareholders not residing in France and who holds a general mandate to provide a list of the shareholders they represent and whose rights are to be exercised at the meeting.

General Shareholders' Meetings may be held by videoconference or by any other means of telecommunication, including the internet, which enables shareholders to be identified under the conditions set out in applicable laws and regulations.

Ordinary General Shareholders' Meetings

Ordinary General Shareholders' Meetings are called to make all decisions that do not amend the Articles of Association. They are held at least once a year within six months of the end of the financial year, to approve the financial statements for the previous financial year, unless this period is extended by Court order.

Ordinary General Shareholders' Meetings cannot validly deliberate, on the first Notice of Meeting, unless shareholders present, represented or voting remotely, hold at least one-fifth of shares with voting rights. Upon a second Notice of Meeting, no quorum is required. Decisions are made by

majority vote of the shareholders who are present, represented or have voted remotely.

For the purposes of calculating quorum and majority, shareholders are deemed to be present if they take part in an Ordinary General Shareholders' Meeting by videoconference or any other means of telecommunication enabling them to be identified, the nature and terms of use of which are defined by applicable laws and regulations.

Extraordinary General Shareholders' Meetings

Only Extraordinary General Shareholders' Meetings are authorised to amend any provisions of the Articles of Association. However, they may not increase shareholders' commitments except through transactions resulting from a properly executed share consolidation.

Subject to legal stipulations applicable to share capital increases by the incorporation of reserves, profits or issue premiums, Extraordinary General Shareholders' Meetings cannot validly deliberate unless shareholders present, represented or voting remotely hold, on the first Notice of Meeting, at least one-quarter or, on the second Notice of Meeting, one-fifth of the shares with voting rights. If the latter quorum cannot be reached, the second meeting may be reconvened up to two months after the original date, at which point a one-fifth quorum is again required.

Subject to the same conditions, decisions are made by a two-thirds majority vote of shareholders who are present, represented or have voted remotely.

For the purposes of calculating quorum and majority, shareholders are deemed to be present if they take part in an Extraordinary General Shareholders' Meeting by videoconference or any other means of telecommunication enabling them to be identified, the nature and terms of use of which are defined by applicable laws and regulations.

9.2. Forms and deadlines for Notices of Meeting (Article 27 of the Articles of Association)

General Shareholders' Meetings are convened by the Board of Directors under the conditions provided for by law.

Failing this, they may also be convened by the Statutory Auditors or by any person authorised for this purpose.

Shareholders' Meetings are held at the registered office or at any other place stated in the Notice of Meeting.

Except as otherwise provided for by law, notices are issued at least 15 full days before the scheduled date of a General Shareholders' Meeting and this period is reduced to ten full days for General Shareholders' Meetings held after a second Notice of Meeting and for reconvened meetings.

The meetings take place at the date, time and place stated in the Notice of Meeting.

Notices of Meeting must include the agenda for the meeting, which shall be drawn up by the convenor of that meeting.

9.3. Officers of General Shareholders' Meetings (Article 29 of the Articles of Association)

General Shareholders' Meetings are chaired by the Chairman of the Board of Directors or, in his or her absence, by a Director appointed by the Board for this purpose. Failing this, the General Shareholders' Meeting elects its own Chairman.

The duties of scrutineers are performed by the two members of the General Shareholders' Meeting with the greatest number of votes and who are willing to perform these duties.

The officers of a General Shareholders' Meeting appoint a secretary, who is not required to be a shareholder.

9.4. Agenda

The Agenda of General Shareholders' Meetings is drawn up by the convenor of the meeting.

One or more shareholders representing the percentage of capital required by applicable regulatory provisions and acting in accordance with legal conditions and time limits may request that draft resolutions be added to the agenda.

Requests for draft resolutions to be added to the agenda must be sent by registered letter with recorded delivery after the Notice of Meeting has been published in the French bulletin of mandatory legal announcements (BALO) and up to 25 days prior to the meeting (however, if the notice is published more than 45 days prior to the meeting, draft resolutions must be sent within 20 days of publication of the notice). The persons making the request must demonstrate at the date of their request that they possess or represent the required proportion of share capital by having the corresponding shares shown either in the registered share accounts held by the Company (or its representative), or the bearer share accounts held by the authorised intermediary. They must submit a registration certificate along with their request. Consideration of the item or resolution is subject to the submission by the applicants of a new certificate

evidencing the registration of the shares in the same accounts as of 12 midnight (Paris time) on the second working day prior to the meeting. Requests for items to be added to the agenda must include the reasons for the request.

Only matters on the agenda may be discussed at General Shareholders' Meetings. Nevertheless, the General Shareholders' Meeting may, under any circumstances, dismiss and replace one or more members of the Board of Directors.

The agenda may not be amended where a second Notice of Meeting has been issued, or in the event of a meeting being reconvened.

9.5. Conditions for exercising voting rights

At all General Shareholders' Meetings, each shareholder has as many votes as the number of shares he or she owns or represents, with no limitations other than those which may arise from legal provisions or the Articles of Association, subject to a Court order in certain cases. The provisions of the Articles of Association stipulating the existence of a double voting right, as adopted by the General Shareholders' Meeting of 7 June 2011, became effective on 1 May 2013. A double voting right is attributed to all fully paid-up registered shares of the Company that have been registered in the name of the same holder for at least two years.

Shares are indivisible with regard to the Company. Joint owners of shares must arrange for one of them to act as their representative with the Company, and such person shall be considered to be the sole owner and representative. In the event of failure to agree, the sole representative may be appointed by the Court at the request of the first joint owner to so request. Unless the Company is properly notified of any agreement to the contrary, beneficial owners have the right to vote at Ordinary General Shareholders' Meetings and bare owners have the right to vote at Extraordinary General Shareholders' Meetings.

PART IV: SIGNIFICANT FACTORS IN THE EVENT OF A TENDER OFFER OR PUBLIC EXCHANGE OFFER (ARTICLE L. 22-10-11 OF THE FRENCH COMMERCIAL CODE)

1. Structure of the Company's share capital at 31 December 2022

	Number of shares	% of share capital	Voting rights	% of voting rights
GoldenTree AM	30,616,900	23.2%	30,616,900	23.2%
DNCA Finance ⁽¹⁾	9,186,100	7%	9,186,100	7%
Melqart AM ⁽²⁾	9,118,600	6.9%	9,118,600	6.9%
Credit Suisse AM	7,684,500	5.8%	7,684,500	5.8%
Public	74,552,004	56.5%	74,831,090	56.8%
Solocal Group employees ⁽³⁾	307,591	0.2%	307,591	0.2%
Treasury shares held ⁽⁴⁾	440,940	0.3%	-	-
TOTAL	131,906,654	100.0%	131,744,800	100.0%

(1) In accordance with the Company's Articles of Association, it is specified that as a result of the securities transactions carried out on 23 February 2023, DNCA Finance crossed below the threshold of 6% of the share capital and voting rights of Solocal Group. DNCA Finance currently holds 7,676,544 shares in Solocal Group under its managed funds.

(2) In accordance with the Company's Articles of Association, it is specified that as a result of the securities transactions carried out on 17 April 2023, Melqart crossed below the threshold of 5% of the share capital and voting rights of Solocal Group. Melqart currently holds 6,474,315 shares in Solocal Group under its managed funds.

(3) Under the Solocal Group Savings Plan.

(4) 440,940 treasury shares are held under a liquidity agreement.

The items listed in paragraphs 1-10 below are provided for information only. The Company considers that they are unlikely to be relevant in the event of a public offer.

2. Statutory restrictions on the exercise of voting rights and the transfer of shares or the clauses of agreements made known to the Company pursuant to Article L. 233-11

N/A.

3. Direct or indirect interests in the Company's capital, of which it is aware, pursuant to Articles L. 233-7 and L. 233-12⁽¹⁾

The list of direct or indirect interests in the Company's capital, of which it is aware, pursuant to Articles L. 233-7 and L. 233-12 will be presented in section 6.4 of the Universal Registration Document.

(1) Crossing of statutory thresholds.

(2) Under the assumption that the controlling rights are not exercised by the Company's employees.

4. List of holders of all securities including special controlling rights, with the description of these rights

N/A.

5. Control mechanisms included in the employee shareholding system⁽²⁾

According to the regulations on the employee shareholding fund (FCPE) of the Group Savings plan invested in Solocal shares, the voting rights attached to this fund's capitalised securities are exercised by the fund's Supervisory Board.

With no express mention in the regulations of any cases in which the Supervisory Board must seek the shareholders' opinion in advance, the Supervisory Board decides on the contribution of this fund's capitalised securities to purchase or exchange offers, in accordance with Article L. 214-164 of the French Monetary and Financial Code.

At 31 December 2022, the FCPE held 0.2% of the Company's share capital and 0.2% of voting rights at General Shareholders' Meetings.

6. Agreements between shareholders of which the Company is aware and that may lead to restrictions on the transfer of shares or the exercise of voting rights

The Company is not aware of any agreements between shareholders that may lead to restrictions on the transfer of shares or the exercise of voting rights.

7. Rules applicable to the appointment and replacement of members of the Board of Directors as well as the amendment of the Company's Articles of Association

No stipulation in the Articles of Association or agreement between the Company and a third party includes any special provision on the appointment and/or replacement of Company Directors that may have an impact in the event of a tender offer.

8. Powers of the Board of Directors (particularly concerning the issue or redemption of shares)

The main delegations of authority in favour of the Board of Directors are listed in the Summary table of current delegations of authority granted to the Board of Directors in Part II of this document.

9. Agreements entered into by the Company that are subject to modification or termination in the event of a change in control of the Company

A number of agreements entered into by the Company include a change in control clause.

10. Agreements providing for the payment of indemnities to members of the Board of Directors or employees

No agreements have been entered into the Company providing for the payment of indemnities to members of the Board of Directors or employees of the Company. For commitments made in favour of the Chief Executive Officer, in the event of a forced departure and related to a change in control or strategy, see section B3 above "*Items of compensation paid during or awarded for the 2022 financial year to the Chief Executive Officer*".

4.3 Compensation and benefits

4.3.1 OVERALL COMPENSATION AND BENEFITS IN KIND

All gross compensation, excluding employer charges and benefits in kind, individually owed and paid by the Company to the corporate officers during the year ended 31 December

2022 within Solocal Group is summarised in the tables below:

Summary table of compensation and options and shares granted to each executive corporate officer

	2022 financial year	2021 financial year
Philippe Mellier, Chairman of the Board of Directors since 30 June 2021		
Compensation due for the financial year (detailed in the table below)	159,000	75,000
Valuation of the options awarded during the year	-	-
Valuation of the performance shares awarded during the year	-	-
Valuation of other long-term compensation plans	-	-
Hervé Milcent, Chief Executive Officer		
Compensation due for the financial year (detailed in the table below)	450,000	332,386 ⁽¹⁾
Variable compensation due for the financial year	0	203,721
Valuation of the options awarded during the year	-	-
Valuation of the performance shares awarded during the year	12,585 ⁽²⁾	245,092 ⁽³⁾
Valuation of other long-term compensation plans	-	-
Valuation of benefits in kind	27,415	30,340 ⁽⁴⁾

(1) On a pro rata basis.

(2) LTI plan as approved by the General Shareholders' Meeting of 3 June 2021 and implemented pursuant to a decision of the Board of Directors dated 22 February 2022.

(3) LTI plan as approved by the General Shareholders' Meeting of 27 November 2020 and implemented pursuant to Board decisions dated 8 January 2021 and 15 April 2021, one referred to as the "classic" LTI plan and the other the "booster" LTI plan, the latter being subject to investment by eligible persons.

(4) Excluding civil liability insurance, the premium for which is non-individualised.

Summary table of the compensation of each executive corporate officer

	2022 financial year		2021 financial year	
	Amounts awarded	Amount paid	Amounts awarded	Amount paid
Philippe Mellier, Chairman of the Board of Directors				
Compensation for his duties as Director, Chairman of the Board of Directors and member of Committees (formerly Directors' fees)	159,000	159,000	75,000	75,000
Benefits in kind			-	-
TOTAL	159,000	159,000	75,000	75,000
Hervé Milcent, Chief Executive Officer				
Fixed compensation	450,000	450,000	332,386	332,386 ⁽⁴⁾
Annual variable compensation	0 ⁽³⁾		203,721 ⁽²⁾	203,721
Exceptional compensation			-	-
Severance payment				
Compensation for his directorship (formerly Directors' fees)			-	-
Benefits in kind ⁽¹⁾	27,415	27,415	30,340	30,340
Total				
TOTAL	477,415	477,415	566,447	362,726

(1) Excluding civil liability insurance, the premium for which is non-individualised.

(2) Amount approved by the Board of Directors at its meeting of 22 February 2022 on a pro rata basis and on the basis of 62.1% of the Chief Executive Officer's variable compensation. The amount of Hervé Milcent's variable compensation was approved by the General Shareholders' Meeting of 2 June 2022.

(3) Amount approved by the Board of Directors at the meeting of 22 February 2023 on the basis of 0% of the Chief Executive Officer's variable compensation. The amount of Hervé Milcent's variable compensation is subject to the prior approval of the Company's upcoming 2023 General Shareholders' Meeting.

(4) On a pro rata basis.

Information concerning the commitments taken in favour of the executive corporate officers and the procedure with regard to the application of the variable portion of the Chief Executive Officer's compensation is provided in the corporate governance report (see section 4.2).

Executive corporate officers	Employment contract		Supplementary retirement plan		Indemnities or benefits payable or potentially payable as a result of termination or a change of duties		Indemnities tied to a non-competition clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Philippe Mellier								
Chairman of the Board of Directors		X		X		X		X
Hervé Milcent								
Chief Executive Officer		X	Defined-contribution supplementary retirement plan (Article 83 of the French Tax Code)		X		X	

**Table of compensation payable for directorships
and other compensation received by non-executive officers***

Non-executive officers	Amounts due in 2022*	Amounts due in 2021*
David Amar		
Directorship compensation	41,200	40,100
Other compensation	-	-
Delphine Grison		
Directorship compensation	48,766	53,700
Other compensation	-	-
Anne-France Laclide⁽¹⁾		
Directorship compensation	55,700	55,700
Other compensation	-	-
Marie Christine Levet		
Directorship compensation	43,600	42,500
Other compensation	-	-
Catherine Robaglia⁽²⁾		
Directorship compensation	-	-
Other compensation	96,870	97,619
David Eckert⁽³⁾		
Directorship compensation	43,600	42,500
Other compensation	-	-
Paul Russo⁽⁴⁾		
Directorship compensation	44,100	43,500
Other compensation	-	-
Sophie Sursock		
Directorship compensation	43,833	43,500
Other compensation	-	-
Bruno Guillemet⁽⁵⁾		
Directorship compensation	32,792	-
Other compensation	15,708	-

* The amounts shown do not take into account the 30% withholding tax for foreign tax residents and the 21% withholding tax for French tax residents.

(1) Anne-France Laclide was co-opted at the Board of Directors meeting of 19 June 2019 and her co-option was ratified at the General Shareholders' Meeting of 24 July 2020. Anne-France Laclide resigned from her duties as a Director and as Chair of the Audit Committee with effect from 31 May 2023.

(2) Catherine Robaglia was elected as Director representing employees on 15 October 2020. Compensation payable by a company within the Solocal Group scope of consolidation in accordance with Article L. 233-16 of the French Commercial Code.

(3) David Eckert was co-opted at the Board of Directors' meeting of 2 October 2020 and his co-option was ratified at the General Shareholders' Meeting of 27 November 2020. David Eckert resigned from his duties as a Director and as a member of the Strategy & Innovation Committee on 31 March 2023.

(4) Paul Russo was co-opted at the Board of Directors' meeting of 2 October 2020 and his co-option was ratified at the General Shareholders' Meeting of 27 November 2020. Paul Russo resigned from his duties as a Director and as a member of the Audit Committee on 31 March 2023.

(5) Bruno Guillemet was appointed at the General Shareholders' Meeting of 2 June 2022 and subsequently as Chairman of the Governance Committee.

The Company has not put in place any specific supplementary retirement plans for its corporate officers.

The Combined General Shareholders' Meeting of 2 June 2022 set the annual amount of directorship compensation awarded to Board members at €547,600 for the 2022 financial year and subsequent financial years, and until further decision by the General Shareholders' Meeting.

The rules for allocating this amount between Directors are decided, revised and implemented by a resolution of the Board of Directors based on the recommendations made by the Remuneration and Appointments Committee.

In accordance with the rules adopted by the Board of Directors based on the recommendations made by the Governance Committee, the rules for the allocation of the €547,600 budget are as follows:

- €150,000 for the Chairman;
- equal allocation for Directors, i.e. €37,700 per annum for each Director, based on the assumption of attendance at all meetings of the Board of Directors and the Committees of which they are members;
- an €18,000 annual lump-sum payment for the Chairman of the Audit Committee;

- a €7,000 annual lump-sum payment for the members of the Audit Committee;
- an €18,000 annual lump-sum payment for the Chairman of the Governance Committee;
- a €7,000 annual lump-sum payment for the members of the Governance Committee;
- an €18,000 annual lump-sum payment for the Chairman of the Strategy and Innovation Committee or any other Committee that the Board may create;
- a €7,000 annual lump-sum payment for the members of the Strategy and Innovation Committee or any other Committee.

With, however, three exceptions:

- allocation on a pro rata basis for Directors having resigned during the year;
- a reduction in the amount paid for Directors with an attendance rate of less than 85% in a half-year period given the assumption of attendance at all meetings of the Board of Directors and the Committees of which they are members;
- no compensation for internal Directors (Director representing employees, Chief Executive Officer).

4.3.2 AMOUNTS PROVISIONED OR OTHERWISE RECOGNISED FOR PAYMENT OF PENSION, RETIREMENT OR OTHER BENEFITS

On the date of this Universal Registration Document, the sums provisioned or otherwise recognised for the payment of pensions, retirement or other benefits were as follows:

- for Hervé Milcent: €0;
- for Catherine Robaglia : €90,385.15 (IFC provision).





5

FINANCIAL STATEMENTS

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5.1 Activity report as at 31 December 2022

5.1.1 OVERVIEW

The Solocal Group operates in the "Digital" sector which generated revenue for continued activities of €400 million during the financial year 2022. It can be broken down as follows:

- the Connect activity allows VSEs and SMEs to control their digital presence over the entire Web (several tens of medias in total including Google, Facebook, Bing, Tripadvisor, Instagram, etc.) with just a few clicks, in real time and with complete autonomy, via a single mobile application, or a web interface. This offer moreover facilitates the management of interactions among the professionals and their customers thanks to several relational features (instant messaging, quote formulation, appointment scheduling, Click & Collect...). Connect represents revenue of €96.9 million during the financial year 2022 and is marketed in subscription mode with automatic renewal;
- the Booster activity allows companies to increase their digital visibility beyond their natural presence over the entire Web, in a logic for developing local market shares. This offer integrates among others the Priority Referencing service launched in the third quarter of 2019 and represents revenue of €241.6 million during the financial year 2022;
- with the Website activity, Solocal offers customers website creation and referencing, according to different budget levels, always in subscription mode with automatic renewal. This offer represents revenue of €61.4 million during the financial year 2022.

Intended for VSE/SMEs, the Connect and Booster ranges are also available for large network accounts.

5.1.2 COMMENTARY ON THE RESULTS AS AT 31 DECEMBER 2022

Consolidated income statement for the financial years ended 31 December 2022 and 31 December 2021

(in millions of euros)	As at 31/12/2022 consolidated	As at 31/12/2021 consolidated*	As at 31/12/2021 (reported)	Change recurring 2022/2021
Revenues	400.0	428.0	428.0	-6.6%
Net external expenses	(113.1)	(122.4)	(121.2)	-7.6%
Staff expenses	(171.9)	(185.0)	(184.3)	-7.1%
Restructuring costs	(0.3)	9.3	8.2	-103.0%
EBITDA	114.7	129.9	130.8	-11.7%
As % of revenues	28.7%	30.4%	30.6%	-5.5%
Depreciation and amortization	(56.2)	(59.5)	(59.5)	-5.6%
OPERATING INCOME	58.5	70.4	71.3	-16.9%
As % of revenues	14.6%	16.5%	16.7%	-11.0%
Financial income	0.5	0.2	0.2	125.9%
Financial expenses	(29.0)	(28.7)	(28.7)	0.9%
FINANCIAL INCOME	(28.5)	(28.5)	(28.5)	-0.1%
INCOME BEFORE TAX FROM CONTINUED ACTIVITIES	30.1	41.9	42.8	-28.3%
Corporate income tax	(33.3)	(19.1)	(19.3)	-74.8%
NET INCOME FROM DISCONTINUED ACTIVITIES	(3.3)	22.9	23.5	-114.2%

* The 2021 result has been restated for the impact of the IFRIC 18 decision on the recognition of SAAS contracts for 0.6 million euros.

Non-recurring items

These non-recurring items are expenses and income in very small numbers which are unusual, abnormal and infrequent and with amounts that are particularly substantial. They mainly comprise restructuring items.

Additionally, subsequent to the change in the Group's business model and the growing number of cancellations at

the end of the commitment period, Customer Relations had to adjust its operations, thereby delaying the processing of these requests. The impact of processing this backlog for financial years 2019 and 2020 has been considered as non-current items in order to facilitate comparability of the financial statements.

During 2022, non-recurring items amounted to -€0.3 million.

5.1.2.1 Order book analysis

Revenue

Total revenue for 2022 amounted to €400.0 million, down 6.6% compared to total revenue for 2021.

As at 31 December 2022, total revenue already secured for 2023 totalled €191.5 million.

Order backlog

(in millions of euros)

	As at 31/12/2022	As at 31/12/2021
TOTAL ORDER BACKLOG – END OF PERIOD	221.6	243.5

At 31 December 2022, the order backlog totalled €221.6 million, down by 9% versus 31 December 2021 and by 5.5% versus 30 September 2022 due to a lower level of commercial acquisition in December 2022.

Based on management's best estimates, the sales already recorded before 31 December 2022 will generate a secured revenue for 2023 of €191.5 million. It amounted €206.8 million as at 31 December 2021 for the year 2022.

Performance indicators of Solocal

In 2022, Solocal's commercial performance measured by the order intake for the year is €380.6 million versus €385.3 million in 2021. Renewal order intake increased from €210 million in 2021 to €235 million in 2022. Order intake from the acquisition was down by 21% to €145 million (including more than half from the corporate channel). This decline stemmed from the large account segment and difficulties to increase and stabilize the salesforce.

Solocal's customer base evolved as follows in Q4 2022 and over the year 2022:

(in thousands)	Q4 2021	Q4 2022	Change	FY 2021	FY 2022	Change
Customer base – BoP⁽¹⁾	311	293	(19)	315	309	(6)
+ Acquisitions	10	9	(1)	43	35	(8)
- Churn	(13)	(14)	(1)	(49)	(56)	(7)
Customer base – EoP⁽¹⁾	309	288	(21)	309	288	(21)
Net change BoP – EoP	(2)	(4)	-	(6)	(21)	-
Churn ⁽²⁾ (in %)	12.8%	16.6%	3.8 pts	12.8%	16.6%	3.8 pts

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

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

The Group's customer base stood at 288 thousand customers at 31 December 2022, down -6.8% versus 31 December 2021 owing to:

- a level of new customers' acquisition below expectations (35 thousand customers);
- a loss in customers (-56 thousand customers) slightly up compared with 2021.

The Group's churn rate was 16.6% at 31 December 2022, up from 12.8% at 31 December 2021.

Group ARPA was approximately €1,345 at 31 December 2022, stable versus ARPA at 30 September 2022 and slightly down versus 31 December 2021 (c. €1,370).

5.1.2.2 Analysis of EBITDA

Net external expenses

Recurring external expenses amounted to €113.1 million in 2022, down -7.6% versus 2021 due to: (i) a reduction in the use of external services, (ii) a reduction in direct marketing expenditure (iii) a reduction in media spend in line with declining activity and (iv) strict cost control

Personnel expenses

Recurring personnel expenses amounted to €171.9 million during 2022, down -7.1% representing €13.1 million versus 2022. This drop can be explained by:

- recruitment difficulties and a higher-than-expected turnover rate in sales capacity, particularly in the field;
- further downsizing of average FTEs in support functions;
- a positive effect of reversal of the provision for end-of-service benefits.

The Group's workforce as at 31 December 2022 is 2,313 people (excluding long-term absence) including 46% in sales.

Non-recurring items

Non-recurring items amounted to -€0.3 million during 2022, mainly composed of reversals of provisions made for the Group's transformation as well as reclassification of the impact on 2022 of sales cancellations from previous periods.

EBITDA

EBITDA amounted to €114.7 million in 2022 versus €129.9 million during 2021, declining by 11.7% or €15.2 million versus 2021.

5.1.2.3 Analysis of the other items in the income statement

Operating income

The table below shows the Group's operating income for 2022 and 2021:

(in millions of euros)	As at 31/12/2022 consolidated	As at 31/12/2021 consolidated*	As at 31/12/2021 (reported)	Change recurring 2022/2021
EBITDA	114.7	129.9	130.8	-11.7%
As % of revenues	28.7%	30.4%	30.6%	-5.5%
Depreciation and amortization	(56.2)	(59.5)	(59.5)	-5.6%
OPERATING INCOME	58.5	70.4	71.3	-16.9%
As % of revenues	14.6%	16.5%	16.7%	-11.0%
Financial income	0.5	0.2	0.2	125.9%
Financial expenses	(29.0)	(28.7)	(28.7)	0.9%
FINANCIAL INCOME	(28.5)	(28.5)	(28.5)	-0.1%
INCOME BEFORE TAX FROM CONTINUED ACTIVITIES	30.1	41.9	42.8	-28.3%
Corporate income tax	(33.3)	(19.1)	(19.3)	-74.8%
NET INCOME FROM CONTINUED ACTIVITIES	(3.3)	22.9	23.5	-114.2%

* The 2021 result has been restated for the impact of the IFRIC 18 decision on the recognition of SAAS contracts for 0.6 million euros.

As at 31 December 2022, the amount of non-recurring items stands at -€0.3 million and is primarily comprised of reversed provisions booked in the framework of the Group's transformation, as well as cancelled sales during the historical period.

Impairment and amortisation amounted -€56.2 million at 31 December 2022 and are down versus 2021 owing to declining investments during the comparative period used as basis for impairment.

The Group's operating income stood at €58.5 million versus €70.4 million in 2021.

Net income for the period

The table below shows the Group's net income as at 31 December 2022 and 2021:

(in millions of euros)	As at 31/12/2022 consolidated	As at 31/12/2021 consolidated*	As at 31/12/2021 (reported)	Change recurring 2022/2021
Operating income	58.5	70.4	71.3	-16.9%
As % of revenues	14.6%	16.5%	16.7%	-11.0%
Financial income	0.5	0.2	0.2	125.9%
Financial expenses	(29.0)	(28.7)	(28.7)	0.9%
FINANCIAL INCOME	(28.5)	(28.5)	(28.5)	-0.1%
INCOME BEFORE TAX FROM CONTINUED ACTIVITIES	30.1	41.9	42.8	-28.3%
Corporate income tax	(33.3)	(19.1)	(19.3)	-74.8%
NET INCOME FROM CONTINUED ACTIVITIES	(3.3)	22.9	23.5	-114.2%

* The 2021 result has been restated for the impact of the IFRIC 18 decision on the recognition of SAAS contracts for 0.6 million euros

As at 31 December 2022, non-recurring items amounted to -€0.3 million. It mainly reflects the release of provisions that had been set aside during the Group's transformation as the associated risk was being eliminated.

The consolidated pre-tax operating income amounted to €30.1 million as at 31 December 2022 and €41.9 million as at 31 December 2021.

This expense was mainly composed of the consumption of deferred tax assets for -€33.3 million and the depreciation of deferred tax assets on tax loss carryforwards amounting to -€26.1 million.

The Group consolidated net income is positive as at 31 December 2022 and stands at -€3.3 million compared to €22.9 million as at 31 December 2021.

5.1.2.4 Consolidated cash flow presentation

The Group's cash flows for the year 2022 shows a recurring EBITDA of €115 million.

(in millions of euros)	FY 2021	FY 2022	Change	Change
RECURRING EBITDA	120.6	115.0	(5.6)	-5%
Non-monetary items included in EBITDA	5.1	3.9	(1.2)	-24%
Net change in working capital	(20.2)	(34.7)	(14.5)	72%
– Of which change in receivables	(10.6)	(14.1)	(3.5)	33%
– Of which change in payables	(10.6)	(6.3)	4.3	-41%
– Of which change in other WCR items	1.0	(14.3)	(15.3)	NA
Acquisitions of tangible and intangible fixed assets	(33.4)	(31.6)	1.8	-5%
RECURRING OPERATING FREE CASH FLOW	72.1	52.6	(19.5)	-27%
Non-recurring items	(8.1)	(6.4)	1.7	-21%
Disbursed financial result	(13.5)	(19.7)	(6.2)	46%
Corporate income tax paid	(6.0)	(4.5)	1.5	-25%
Others	(0.6)	0.4	1.0	NA
FREE CASH FLOW	43.9	22.4	(21.5)	-49%
Increase (decrease) in borrowings	(6.1)	(14.0)	(7.9)	130%
IFRS 16 & Others	(19.7)	(17.9)	1.8	-9%
NET CHANGE IN CASH	18.8	(9.5)	(28.3)	-150%
Net cash & cash equivalents BoP	61.4	80.2	18.8	31%
NET CASH & CASH EQUIVALENTS EOP	80.2	70.8	(9.4)	-12%
OPERATING FREE CASH FLOWS*	43.8	28.7	(15.1)	-34%

* Operating cash flow = Recurring EBITDA (including IFRS 16 rent adjustment) + Non-cash items included in EBITDA + Change in working capital – Capex – non-recurring items.

Change in working capital requirements amounts to -€34.7 million in 2022 compared to -€20.2 million in 2021. This working capital need comes from:

- an increasing receivables working capital requirement by -€14.1 million in line with 2022 sales performance and former customers churn;
- a deterioration in "Other" working capital items by -€14.3 million, mainly due to the repayment of "passif fiscal et social" -€7 million and a reversal of provisions for paid leave in connection with the reduction in workforce -€4 million.

Capex amount to €31.6 million in 2022, down (5%) compared to 2021, due to a refocus of investments on targeted programs.

Cashed-out financial expenses amount to -€19.7 million in 2022 and correspond to the payment of the bonds' interests in cash, of the annual interests on the RCF and of the annual interests of the BPI loan. In 2021, the financial expenses paid amounted to -€13.5 million as the Group only paid 50% of its bonds' coupons in cash, the remaining 50% were capitalised.

Consolidated Free Cash Flow is positive, at €22.4 million in 2022 compared to €43.9 million in 2021, resulting from a more negative change in working capital in 2022 than in the previous year.

Decrease in borrowings by -€14 million reflects the partial repayment of the RCF for €10 million and amortization of the BPI loan for €4.0 million.

The change in "Others" by -€17.9 million mainly derives from the cash-flow corresponding to the financial amortization of capitalised rights of use related with the application of IFRS 16 (i.e. the rents paid by the Group for c. €20 million).

Group net change in cash is therefore negative at -€9.4 million in 2022. As at 31 December 2022, Group cash position amounts to €70.8 million, compared to €80.2 million as at 31 December 2021. In 2022, the Group repaid €14 million of RCF and "Prêt ATOUT" and €7 million of "passif social et fiscal".

5.1.3 CONSOLIDATED LIQUIDITIES, CAPITAL RESOURCES AND INVESTMENT EXPENSES

The table below shows the cash flows for continued activities of the Group as at 31 December 2022 and as at 31 December 2021:

<i>(in millions of euros)</i>	As at 31/12/2022	As at 31/12/2021
Net cash from operations	53.6	77.9
Net cash used in investing activities	(31.2)	(33.9)
Net cash provided by (used in) financing activities	(31.9)	(25.1)
NET INCREASE (DECREASE) IN CASH POSITION	(9.4)	18.8

The net cash flow from operations stood at €53.6 million at 31 December 2022 compared €77.9 million as at 31 December 2021.

The net cash from operations used in investment activities amounted to -€31.2 million at 31 December 2022 compared

to -€33.9 million as at 31 December 2021, representing a change of -€2.7 million.

The net cash flow used in financing activities was a disbursement of €31.9 million as at 31 December 2022 compared to a net disbursement of €25.1 million as at 31 December 2021.

The table below shows **the changes in the Group's consolidated net cash position and debt** as at 31 December 2022, and as at 31 December 2021:

<i>(in millions of euros)</i>	<i>As at 31/12/2022</i>	<i>As at 31/12/2021</i>
Cash equivalents	20.0	0.4
Cash	50.8	79.8
GROSS CASH	70.8	80.2
Bank overdrafts	-	-
NET CASH	70.8	80.2
Nominal value of bond loans	195.4	187.9
Fair value of hedging instruments	(16.9)	(16.9)
Nominal value of revolving credit facilities drawn	34.0	44.0
Debt issue costs integrated into the effective interest rate of the debts	(4.1)	(4.1)
Amortization of the difference in fair value and costs at the effective interest rate	8.5	4.5
Other loans	11.0	15.0
Accrued interest not yet due on loans	0.9	8.3
Others	0.1	0.1
Current and non current financial liabilities	228.8	238.8
Long-term and short-term liabilities	60.0	74.3
GROSS FINANCIAL DEBT	288.9	313.1
<i>of which current</i>	63.8	27.2
<i>of which non-current</i>	225.0	285.9
NET DEBT	218.1	232.9
NET DEBT OF CONSOLIDATED GROUP	218.1	232.9

Net financial debt amounts to €171 million at 31 December 2022 (excluding IFRS 16), a slight improvement compared to €175 million at 31 December 2021. It includes Bonds maturing in 2025 (respectively €177 million and €19 million), the fully drawn RCF maturing in September 2023 (€34 million), the "Prêt ATOUT" loan (€11 million), the accrued interests for around €1 million and a net cash position of €70.8 million.

The application of IFRS 16 impact on net financial debt is +€60 million as at 31 December 2022, resulting from the

reclassification of rental expenditures in rental obligations as part of liabilities on the balance sheet.

Net leverage as defined in the documentation pertaining to Solocal's 2025 maturity Bonds is 1.7x as at 31 December 2022 (to which IFRS 16 does not apply). The EBITDA to interest expenses ratio⁴ (ISCR) amounted to 4.3x.

The Group complies with the financial covenants requested by the Bonds documentation, with respectively 51% and 44% of headroom.

5.1.4 INVESTMENT EXPENSE

<i>(in millions of euros)</i>	As at 31/12/2022	As at 31/12/2021
Software and internally generated intangible assets	29.9	31.9
Acquisition of tangible and intangible fixed assets	1.9	2.4
Right-of-use assets related to leases	4.2	1.0
CURRENT INVESTMENTS	36.0	35.3

Rights of use concerning leases posted in the assets amount to €4.2 million.

Intangible and tangible investments amounted to €31.8 million in 2022, including €29.9 million of internally developed software.

5.1.5 OUTLOOK FOR 2023

In a context of early **2023**, which is marked by inflationary pressures and difficulties in retaining VSE/SME customers in an uncertain environment, the Group expects **revenue in the coming quarters to be in line with the revenue of the first quarter of 2023 (€93.3 million), below 2022**. In 2023, the group will continue cost control efforts to maintain an EBITDA margin between 20% & 25%. Beyond market conditions, the

Group will be impacted by the full-year effect of the sales force increase implemented in 2022, the impact of the communication campaign broadcast in 2023 and an expected slightly unfavorable product mix. Finally, the group will focus on productivity of the sales force and improving customer satisfaction in order to limit the churn.

5.1.6 EVENTS AFTER THE 31 DECEMBER 2022 YEAR-END

Q1 2023 revenue and backlog analysis

<i>(in million euros)</i>	Q4 2021	Q4 2022	Change	Q1 2022	Q1 2023	Change
Total revenue	428.0	400.0	-6.6%	101.5	93.3	-8.0%

First quarter 2023 consolidated revenue amounts to €93.3 million, down -€8.2 million, i.e. -8.0% compared to first quarter revenue 2022. Revenue from renewal model raises to €51.9 million i.e. 56% of revenue (vs. 49% in first quarter 2022).

Revenue from acquisition (new customer, customer base development, and migration) amounts to €41.3 million i.e. 44% of revenue.

<i>(in million euros)</i>	31/12/2021	31/03/2022	30/06/2022	30/09/2022	31/12/2022	31/03/2023	Change
Digital order backlog	243.5	242.6	239.9	234.5	221.6	221.7	0.0%

Order backlog amounts to €221.7 million as at 31 March 2023 and flat compared to 31 December 2022.

Based on management's best estimate, approximately 34% of this order backlog will flow into 2023 second quarter revenue, 42% in the 2023 second semester and 13% in 2024.

Solocal **revenue for Q1 2023** is presented below:

(in million euros)	Q1 2022	Q1 2023	Change	Allocation
Connect	23.7	25.5	7.5%	27%
Booster	62.6	53.4	-14.8%	57%
Websites	15.2	14.5	-4.4%	16%
TOTAL REVENUE	101.5	93.3	-8.0%	100%

Connect activity represents 27% of Q1 2023 revenue. It is up +7.5% compared to first quarter 2023, driven by the retention offer proposed to customers and a slight price increase at the end of the year 2022.

Booster activity represents 57% of Q1 2023 revenue. It is down by -14.8% compared first quarter 2022 due to a relatively

higher churn level on our "Booster" and "Priority Ranking" offers.

Websites activity represents 16% of Q1 2023 revenue. It decreases by -4.4% compared to first quarter 2022, mainly due to a higher churn on the premium range.

Sales performance, customer base, churn and ARPA

(in thousands)	Q1 2022	Q1 2023	Change
Customer base - BoP⁽¹⁾	309	288	(21)
+ Acquisitions	9	8	(1)
- Churn	(14)	(16)	1
Customer base - EoP⁽¹⁾	304	281	(23)
Net change BoP - EoP	(5)	(7)	-
Churn ⁽²⁾ (in %)	13.7%	17.4%	3.6 pts

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

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

Customer base stood at 281,000 customers as at 31 March 2023, down -7.6% compared to 31 December 2022, resulting from:

- a level of new customers' acquisition (+8k customers) slightly down compared to Q1 2022;
- a loss in customers (-16k customers) slightly up compared to Q1 2022.

Churn rate, stands at 17.4% as at 31 March 2023, up from 16.6% as at 31 December 2022.

Group ARPA was approximately €1,340 as at 31 March 2023, slightly down compared to 31 March 2022 (c. €1,360) and to 31 December 2022 (c. €1,345).

Quarterly financial information has not been audited. The elements financial statements presented in this press release for Q1 2023 are revised in the light of the scope of activities on 31 March 2023.

5.1.7 ASSESSMENT OF FINANCIAL IMPACT OF ENVIRONMENTAL RISKS

As mentioned in the Extra-Financial Performance Statement, the risks related to environmental impacts were low for Solocal Group in 2022. The main key indicators of the 2021 commitments, detailed in the Extra-Financial Performance Statement, are to optimise energy consumption and use of resources, while reducing the carbon impact of its operations.

The challenges of these commitments did not have a significant financial impact on the consolidated financial statements for the year ended 31 December 2022.

5.1.8 ADDITIONAL INFORMATION

5.1.8.1 Transactions with related parties

There were no new transactions with related parties during 2022. Key management as related parties as at 31 December 2021 are the members of the Board of Directors including the Chief Executive Officer and the members of the Executive Committee. Solocal does not have any related parties other than its key management and Directors.

5.1.8.2 Information on the main risks and uncertainties

The main risks and uncertainties are described in section 2 Risk Factors of the 2022 Universal Registration Document.

In view of Solocal's cash forecast for the next 12 months, the 2022 consolidated and annual financial statements were prepared on a going concern basis. As at 31 December 2022, the Group's cash position amounted to €70.8 million. Solocal calls attention to the maturity of its debt and the risks associated with the refinancing thereof. In effect, there are two main maturity dates for the debt: €34 million is due at the end of September 2023 on the RCF debt and €195 million is due in March 2025 on the bond debt. Solocal's cost structure is mainly fixed (gross margin rate: around 90%). Group's financial performance and ability to generate cash are highly dependent on commercial performance (acquisition and retention of existing customers) and customers' economic environment. Solocal therefore considers that the refinancing risk factor described in section 2.5 "Financial risks" of Solocal's, has increased. This situation creates a material uncertainty regarding the going concern status. If the Group was unable to meet or, if necessary, renegotiate these repayments, it might no longer be able to realise its assets and settle its liabilities in the normal course of business. In this context, the Group is working on different options and deploying an offensive strategy to win new customers while developing its existing customer base and by introducing specific measures to reduce the level of churn.

Definitions

Order backlog: The order backlog corresponds to the portion of revenue that remains to be recognised as at 31 December 2022 on orders for sales such as validated and committed by customers. For income from subscriptions, only the current commitment period is considered.

Secured revenue: This is the recognition of future revenue from past order intake as validated and committed by customers to date (net of cancellations already noted) and which should give rise to a future service.

EBITDA: EBITDA is an alternate indicator of performance presented in the income statement in operating income and before taking impairment, amortisation and depreciation into account.

Recurring EBITDA corresponds EBITDA before taking account of items defined as non-recurring. These non-recurring items are expenses and income in very small numbers which are unusual, abnormal and infrequent and with amounts that are particularly substantial. They primarily include restructuring expenses: These are income or expenses for a program that is planned and controlled by management, which substantially changes either the company's scope of business, or the way its business is managed.

Sales: Taking of orders by the sales force, that gives rise to a service performed by the Group for its customers.

Churn: Number of customers lost during a given period.

ARPA: Average Revenue per Advertiser.

5.2 Consolidated financial statements as at 31 December 2022

5.2.1 CONSOLIDATED INCOME STATEMENT

<i>(amounts in thousands of euros, except data relating to shares)</i>	Notes	<i>As at 31/12/2022</i>	<i>As at 31/12/2021 restated ⁽ⁱ⁾</i>
Revenues	5.1	399,970	428,010
Net external expenses ⁽ⁱ⁾	6	(113,108)	(122,431)
Personnel expenses	7	(171,865)	(184,990)
Restructuring costs	2.1.2	(276)	9,319
EBITDA		114,720	129,908
Depreciation and amortization	4	(56,184)	(59,495)
OPERATING INCOME		58,536	70,413
Financial income	9.4	528	234
Financial expenses	9.4	(28,985)	(28,713)
FINANCIAL INCOME		(28,457)	(28,479)
INCOME BEFORE TAX		30,079	41,934
Corporate income tax ⁽ⁱ⁾	8.1	(33,330)	(19,065)
NET INCOME FOR THE PERIOD		(3,251)	22,869
Income from continued activities for the period attributable to:			
– Shareholders of Solocal Group		(3,251)	22,869
– Non-controlling interests		-	-
Net earnings from continued activities for the period per share to Solocal Group shareholders <i>(in euros)</i>			
Net earnings per share of the consolidated Group based on a weighted average numbers of shares			
– basic	13	(0.02)	0.17
– diluted		(0.02)	0.17

(i) The 2021 result has been restated for the impact of the IFRIC IC decision on accounting for SAAS contracts for €0.6 million net of tax.

5.2.2 STATEMENT OF COMPREHENSIVE INCOME

<i>(amounts in thousands of euros)</i>	Notes	As at 31/12/2022	As at 31/12/2021 restated ⁽ⁱ⁾
Income for the period report		(3,251)	22,869
With subsequent recycling in the income statement			
Gross amount (based on retirement benefit plans)	11	16,831	11,784
Deferred tax		(4,347)	(3,043)
Net of tax		12,484	8,741
Without subsequent recycling in the income statement			
Exchange differences on translation of foreign operations		62	(19)
OTHER COMPREHENSIVE INCOME		12,547	8,722
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX		9,295	31,590
Total comprehensive income for the period attributable to:			
– Shareholders of Solocal Group		9,295	31,590
– Non-controlling interests		–	–

(i) The 2021 result has been restated for the impact of the IFRIC IC decision on accounting for SAAS contracts for €0.6 million net of tax.

5.2.3 STATEMENT OF CONSOLIDATED FINANCIAL POSITION

<i>(In thousands of euros)</i>	Notes	As at 31/12/2022	As at 31/12/2021 restated ⁽ⁱ⁾
Assets			
Net goodwill	4.1	86,489	86,489
Other net intangible fixed assets ⁽ⁱ⁾	4.2	61,480	69,252
Net tangible fixed assets	4.3	11,625	13,702
Right-of-use assets related to leases	4.3	41,642	51,828
Non-current financial assets	9.5	7,977	7,187
Net deferred tax assets ⁽ⁱ⁾	8.2	11,336	43,359
TOTAL NON-CURRENT ASSETS		220,549	271,817
Net trade accounts receivable	5.2	55,388	56,328
Other current assets	5.3	20,673	22,753
Current tax receivables		3,118	5,342
Prepaid expenses		3,140	1,932
Current financial assets	9.5	185	1,363
Cash and cash equivalents	9.5	70,786	80,230
TOTAL CURRENT ASSETS		153,291	167,946
TOTAL ASSETS		373,840	439,763
Liabilities			
Share capital	13.1	131,907	131,694
Issue premium		1,042,010	1,039,995
Retained earnings	13.2	(1,361,855)	(1,382,603)
Income for the period attributable to shareholders of Solocal Group		(3,251)	22,869
Other comprehensive income	11.	(33,896)	(46,441)
Treasury Shares	13.3	(5,474)	(5,496)
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE SOLOCAL GROUP	13	(230,559)	(239,982)
TOTAL EQUITY		(230,559)	(239,982)
Non-current financial liabilities	9.5	181,521	228,958
Long-term lease liabilities	9.5	43,499	56,967
Employee benefits - non-current	11.	54,378	76,646
Provisions - non-current	11.	189	1,417
TOTAL NON-CURRENT LIABILITIES		279,588	363,988
Current financial liabilities	9.5	47,311	9,821
Short-term leases liabilities	9.5	16,537	17,340
Provisions - current	11.	26,277	26,540
Contract liabilities	5.4	88,893	100,408
Trade accounts payable	12.	50,132	51,209
Employee benefits - current	11.	36,499	41,989
Other current liabilities		59,009	67,261
Current tax liabilities		154	1,188
TOTAL CURRENT LIABILITIES		324,812	315,757
TOTAL LIABILITIES		373,840	439,763

(i) The 2021 result has been restated for the impact of the IFRIC IC decision on accounting for SAAS contracts for €0.6 million net of tax.

5.2.4 STATEMENT OF CHANGES IN CONSOLIDATED EQUITY

Number of shares in circulation	(in thousands of euros)	Share capital	Issue premium	Income and reserves	Actuarial differences	Translation reserve	Own shares	Group equity	Non-controlling interests	Total equity
129,498,018	BALANCE AS AT 1 JANUARY 2021	129,505	1,038,184	(1,383,083)	(54,509)	(654)	(5,548)	(276,104)	-	(276,104)
	Comprehensive income for the period ⁽ⁱ⁾			22,869				22,869		22,869
	Other comprehensive income				8,741	(19)		8,722		8,722
	Total comprehensive income for the period, net of tax	-	-	22,869	8,741	(19)	-	31,590	-	31,590
31,255	Share-based payment	31	-	763	-	-	-	794		794
2,154,438	Operations concerning capital	2,155	1,534	-	-	-	-	3,690		3,690
2,938	Equity line financing	3	276	(279)	-	-	-	-		-
(302,067)	Shares of the consolidating company net of tax effect			-	-	-	52	52		52
	Others			(4)	-	-	-	(4)		(4)
131,384,582	BALANCE AS AT 31 DECEMBER 2021	131,694	1,039,994	(1,359,734)	(45,768)	(673)	(5,496)	(239,982)	-	(239,982)
131,384,582	BALANCE AS AT 1 JANUARY 2022	131,694	1,039,994	(1,359,734)	(45,768)	(673)	(5,496)	(239,982)	-	(239,982)
	Comprehensive income for the period			(3,251)				(3,251)		(3,251)
	Other comprehensive income				12,484	62	-	12,547		12,547
	Total comprehensive income for the period, net of tax	-	-	(3,251)	12,484	62	-	9,295		9,295
190,800	Share-based payment	192	-	(85)	-	-	-	107		107
	Operations concerning capital	-	-	-	-	-	-	-		-
21,389	Mandatory Convertible Bonds	20	2,016	(2,036)	-	-	-	-		-
(131,055)	Shares of the consolidating company net of tax effect	-	-	-	-	-	22	22		22
	Others	-	-	-	-	-	-	-		-
131,465,716	BALANCE AS AT 31 DECEMBER 2022	131,907	1,042,010	(1,365,106)	(33,285)	(611)	(5,474)	(230,559)	-	(230,559)

(i) The 2021 result has been restated for the impact of the IFRIC IC decision on accounting for SAAS contracts for €0.6 million net of tax.

5.2.5 CONSOLIDATED CASH FLOW STATEMENT

<i>(in thousands of euros)</i>	Notes	<i>As at 31/12/2022</i>	<i>As at 31/12/2021</i>
NET INCOME		(3,251)	22,869
Depreciation and amortization of fixed assets		54,858	60,798
Change in provisions		(326)	(11,462)
Fair value items		3,553	2,924
Share-based payment		107	789
Capital gains or losses on asset disposals		254	416
Interest income and expenses		23,482	22,237
Tax charge for the period		33,355	19,499
Decrease (increase) in trade accounts receivable		(2,616)	3,286
Increase (decrease) in liabilities item on contracts		(11,515)	(8,505)
Decrease (increase) in other receivables		3,228	18,490
Increase (decrease) in trade accounts payable		(6,461)	(11,492)
Increase (decrease) in other payables		(17,066)	(23,671)
Net change in working capital	2.14	(34,430)	(21,892)
Interest paid		(19,525)	(12,311)
Corporation tax paid		(4,465)	(6,013)
NET CASH FROM OPERATIONS		53,612	77,854
Acquisition of tangible and intangible fixed assets	2.15	(31,347)	(34,041)
Acquisitions/disposals of investment securities and subsidiaries, net of cash acquired/sold and other changes in assets		136	93
NET CASH USED IN INVESTING ACTIVITIES		(31,211)	(33,947)
Increase (decrease) in borrowings	9.5	(14,000)	(4,000)
Movements in own shares		-	-
Other cash from financing activities o/w own shares		-	700
Cash outflows as part of the debt reduction on rental obligations	9.5	(17,914)	(19,653)
Other cash from financing activities		50	(2,110)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES		(31,864)	(25,063)
Impact of changes in exchange rates on cash		21	6
NET INCREASE (DECREASE) IN CASH POSITION		(9,443)	18,851
Net cash and cash equivalents at beginning of period		80,230	61,379
NET CASH AND CASH EQUIVALENTS AT END OF PERIOD		70,786	80,230

5.2.6 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 DECEMBER 2022

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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's registered office is located at 204 rond-point du Pont de Sèvres 92100 Boulogne-Billancourt (France). The company is engaged in local digital marketing and communications. It was formed in 2000 and the securities of Solocal Group have been listed on the Paris Stock Exchange (Euronext) since 2004 (LOCAL).

The Group's consolidated financial statements as at 31 December 2022 and the related notes were drawn up under the responsibility of Hervé Milcent, CEO of Solocal Group, and approved by the Solocal Group Board of Directors on 26 April 2023.

The 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 as at 31 December 2022 in accordance with the IAS/IFRS international accounting standards adopted in the European Union on the closing data and with mandatory applicable as of that date.

All of the standards and interpretations adopted by the European Union as at 31 December 2022 are available on the website of the European Commission at the following address:

<https://ec.europa.eu/info/law/international-accounting-standards-regulation-ecno-1606-2002>

1.2 IFRS standards

The accounting policies applied in preparing the consolidated financial statements for the year ended 31 December 2022 are the same as those used in the consolidated financial statements for the year ended 31 December 2021, save for IFRS standards, amendments and interpretations that are mandatory for accounting periods beginning on or after 1 January 2022 (and which have not been applied early by the Group).

As at 31 December 2022, the Group did not apply any new standards or interpretations early.

1.2.1 New standards, amendments or interpretations mandatory as at 1 January 2022

New standards, amendments or interpretations with no impact on the Group's financial statements

- Amendments to IAS 16 "Property, Plant and Equipment" – Amounts received before bringing items into use. These amendments require the recognition as profit or loss of amounts received from the sale of items produced during the development period of an item of property, plant and equipment, together with their production costs. There were no material transactions affected by this amendment in the periods presented.
- Amendments to IAS 37 "Provisions, Contingent Liabilities and Contingent Assets" – Onerous contracts. This instrument clarifies the scope of performance costs used to measure an onerous contract in terms of direct costs only. This amendment had no impact on liabilities recognised in respect of onerous contracts in the periods presented.
- Amendments to IFRS 3 "Business Combinations". This amendment updates the references to the Conceptual Framework in IFRS 3 without changing the requirements thereof. This amendment does not apply to the financial years presented.

Application of the change of method related to the IFRIC IC agenda decision on the accounting of configuration and customisation costs of software under a "Software as a Service" contract

The decision on SaaS contracts led the Group to change the method of accounting for configuration and customisation costs when they do not meet the activation criteria provided for by this text (where the Group does not control the SaaS solution) and where they do not involve the development of an interface (middleware) with this SaaS solution. These costs are now recognised as an expense (a) either when they are incurred if the developments are carried out internally or by a third party integrator (not linked to the SaaS solution publisher), or (b) spread over the period of the SaaS contract if the developments are carried out by the SaaS solution publisher or by its subcontractor.

This decision was applied in drawing up the consolidated accounts as at 31 December 2022. For SaaS solutions implemented before 1 January 2022, the impact is estimated at €0.6 million after tax and mainly covers H2. Consequently, the 2021 consolidated accounts have been restated to reflect this decision.

1.2.2 New standards, amendments or interpretations effective after the balance sheet date

Applicable in 2023

- Amendment to IAS 1 "Classification of liabilities as current or non-current".
- Amendments to IAS 1 "Disclosure of Accounting Policies".
- Amendments to IAS 8 "Definition of Accounting Estimates".
- Amendment to IAS 12 "Deferred Taxes – Deferred tax assets and liabilities arising from a single transaction".

IFRS 17 "Insurance Contracts" is not applicable to Solocal Group.

The provisions of these amendments are currently being analysed and no significant impact is identified at this stage.

1.3 Other information

Seasonal variations

The Group's activities are not subjected to seasonal effects.

Estimates and judgements

The drawing up of the consolidated financial statements at 31 December 2022 in accordance with IFRS led the Group's management to conduct estimates and issue judgements, which can affect the amounts recorded as assets and liabilities on the date the financial statements were prepared and have a matching entry in the income statement.

ESTIMATES

Estimates are intended to provide a reasonable assessment of the latest reliable information available on an uncertain elements. This information is revised to reflect changes in circumstances, new information available and the effects of experience. Changes in estimates are booked prospectively. The significant estimates of the General Management concern the following elements:

- actuarial hypotheses for defined benefit plans;
- amortisation methods for tangible and intangible fixed assets;

- appreciation, in the framework of recognising and estimating provisions, of the probability of settlement and of the amount of the bond, the expected schedule of future payments;
- determination, in the framework of impairment tests for non-financial assets, of the duration of and of the amount of the future cash flows as well as the discount rates and perpetual growth intervening in the calculation of the value in use of the assets tested;
- determination of the amount of the forecast cash flows for the next 12 months, in the framework of the assessment of the continuity of operation hypothesis;
- determination of the amount of the losses available for carry forward in light of the estimate of future taxable profits.

The management established its estimates based on past experience and on a set of other hypotheses deemed reasonable with respect to the circumstances in order to evaluate the values to be retained for the Group's assets and liabilities. The use of different hypotheses could have an significant impact on these evaluations.

JUDGEMENTS

Judgements are the result of analysis processes intended to qualify elements, transactions or situations. Revising a judgement constitutes a change in the estimate recognised prospectively, except if this revision is correcting an error. The significant judgements of the General Management are based on the following elements:

- absence of going concern risk (§1.5), particularly with regard to the cash flow forecasts examined by the Board of Directors on 26 April 2023 for the next 12 months but risk related to refinancing of debt maturing in March 2025 (see paragraph 1.5);
- assessment of the criteria provided for by IAS 38 and used for the recognition of intangible assets resulting from development;
- assessment of the uncertainties relating to current tax and the recovery horizon for deferred tax assets;
- allocation of certain transactions by kind in the income statement.

1.4 Key events during the year

Partial repayment of the RCF on 30 September 2022 amounting to €10 million

Solocal Group carried out a partial amortisation of €10 million on 30 September 2022 under the loan agreement entitled "Super Senior Facility Agreement" entered into on 29 March 2019, as amended on 12 July 2019, 6 October 2020 and 17 December 2020 (the "RCF"), in cash for €10 million.

1.5 Continuity of operation

In view of Solocal's cash forecast for the next 12 months, the 2022 consolidated and annual financial statements were prepared on a going concern basis. As at 31 December 2022, the Group's cash position amounted to €70.8 million. Solocal calls attention to the maturity of its debt and the risks associated with the refinancing thereof. In effect, there are two main maturity dates for the debt: €34 million is due at the end of September 2023 on the RCF debt and €195 million is due in March 2025 on the bond debt. Solocal's cost structure is mainly fixed (gross margin rate: around 90%). Group's financial performance and ability to generate cash

are highly dependent on commercial performance (acquisition and retention of existing customers) and customers' economic environment. Solocal therefore considers that the refinancing risk factor described in section 2.5 "Financial risks" of Solocal's, has increased. This situation creates a material uncertainty regarding the going concern status. If the Group was unable to meet or, if necessary, renegotiate these repayments, it might no longer be able to realise its assets and settle its liabilities in the normal course of business. In this context, the Group is working on different options and deploying an offensive strategy to win new customers while developing its existing customer base and by introducing specific measures to reduce the level of churn.

1.6 Presentation of consolidated financial statements

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

EBITDA is an alternate indicator of performance corresponding to operating income and before taking impairment, amortisation and depreciation into account.

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 different activities, the management of the Group uses alternative performance indicators, financial indicators that are defined in 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 such as validated and committed by the customers on the closing date. For in subscription mode, only the current commitment period is considered.

For sales, this is the taking of orders by the sales force including subscription renewals, and that gives rise to a service performed by the Group for its customers. Sales are net of cancellations.

<i>(in millions of euros)</i>	As at 31/12/2022	As at 31/12/2021
TOTAL ORDER BACKLOG – BEGINNING OF PERIOD	243.5	284.2
Total order intake	380.4	385.8
Cancellation	(2.4)	1.3
Total revenue	(400.0)	(428.0)
TOTAL ORDER BACKLOG – END OF PERIOD	221.6	243.5

The order backlog as at 31 December 2022 would be converted into revenue according to the following schedule:

(in millions of euros)	Q1 2023	Q2 2023	Q3 2023	Q4 2023	Q1 2024	Q2 2024	Q3 2024	Q4 2024	Q1 2025	Q2 2025	Q3 2025	Q4 2025	Total
Conversion into revenue	74.7	57.6	39.0	20.3	12.5	9.1	5.9	2.4	0.1	0.0	0.0	0.0	221.6
	33.7%	26.0%	17.6%	9.1%	5.6%	4.1%	2.7%	1.1%	0.1%	0.0%	0.0%	0.0%	100.0%

2.1.2 EBITDA

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

These non-recurring items are expenses and income in very small numbers which are unusual, abnormal and infrequent and with amounts that are particularly substantial. They mainly comprise restructuring expenses or income. Additionally, subsequent to the change in the Group's business model and the growing number of cancellations at the end of the commitment period, Customer Relations had to adjust its operations, thereby delaying the processing of these requests. The impact of processing this backlog for

financial years 2019 and 2020 has been considered as non-current items in order to facilitate comparability of the financial statements.

For the management of the Group, the management dissociates the divested activities which are the subsidiaries or business lines that have been sold or abandoned.

During 2022, the Group's recurring EBITDA amounted to €115 million and represented 28.7% of the Group's total revenue. As at 31 December 2021, the Group's recurring EBITDA totalled €120.6 million (28.2% of total revenue), up by 0.5% over the period.

2.1.3 Gross margin

(in millions of euros)	As at 31/12/2022	As at 31/12/2021	Change
Revenue	400.0	428.0	(6.5%)
Staff expenses	(14.1)	(12.8)	10.2%
External expenses	(28.6)	(32.9)	(13.1%)
Total variable cost	(42.7)	(45.7)	(6.6%)
GROSS MARGIN	357.3	382.3	(6.5%)
	89.3%	89.3%	

2.1.4 Working capital requirement

(in millions of euros)	As at 31/12/2022	As at 31/12/2021
+ Net trade accounts receivable	55.4	56.3
+ Other current assets	20.7	22.8
+ Prepaid expenses	3.1	1.9
- Contract liabilities	(88.9)	(100.4)
- Trade accounts payable	(50.1)	(51.2)
- Other current liabilities	(93.5)	(107.8)
WORKING CAPITAL	(153.3)	(178.4)

2.1.5 Investments recognised during the financial year

(in millions of euros)	As at 31/12/2022	As at 31/12/2021
Software and internally generated intangible assets	29.9	31.9
Acquisition of tangible and intangible fixed assets	1.9	2.4
Right-of-use assets related to leases	4.2	1.0
CURRENT INVESTMENTS	36.0	35.3

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 the general 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. This is the "Digital" sector which generated revenue for continued activities amounting to €400.0 million during 2022. It is broken down into several offers:

- the Connect activity allows VSEs and SMEs to control their digital presence over the entire Web (several tens of medias in total including Google, Facebook, Bing, Tripadvisor, Instagram, etc.) with just a few clicks, in real time and with complete autonomy, via a single mobile application, or a web interface. This offer moreover facilitates the management of interactions among the professionals and their customers thanks to several relational features (instant messaging, quote formulation,

appointment scheduling, Click & Collect...). Connect represents revenue of €96.9 million during the financial year 2022 and is marketed in subscription mode with automatic renewal;

- the Booster activity allows companies to increase their digital visibility beyond their natural presence over the entire Web, in a logic for developing local market shares. This offer integrates among others the Priority Referencing service launched in the third quarter of 2019 and represents revenue of €241.6 million during the financial year 2022;
- with the Website activity, Solocal offers customers websites creation and referencing, according to different budget levels, always in subscription mode with automatic renewal. This offer represents revenue of €61.4 million during the financial year 2022.

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

2.2.1 By activity

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

Revenue according to activity

(in millions of euros)	As at 31/12/2022	As at 31/12/2021	Change
Connect	96.9	86.4	12.2%
Booster	241.6	278.4	-13.2%
Websites	61.4	63.2	-2.8%
TOTAL REVENUE	400.0	428.0	-6.6%

In reporting revenue, management has opted for a breakdown by activities as a means of analysing business operations.

Solocal Group has modified the presentation of its revenue break-down. The full contribution of the "priority ranking" offer is now included in the "Booster offers" range (formerly split between Connect & Booster).

2.2.2 By geographic region

Revenue is presented based on the geographical location of the customers. Employee assets, the gross tangible and intangible investments are presented by zone:

<i>(amounts in million of euros)</i>	As at 31/12/2022	As at 31/12/2021
Revenue	400.0	428.0
– France	400.0	427.8
– Others (Austria)	0.0	0.2
Assets	373.8	440.4
– France	369.7	434.6
– Others (Morocco and Austria)	4.1	5.8

NOTE 3. Consolidation principles

3.1 Control analysis

- Subsidiaries which are controlled by the Group, directly or indirectly, are fully consolidated.
- Companies not controlled by the Group but over which the Group exercises significant influence are consolidated using the equity method. The Group does not hold any interest without control in 2022 on which a significant influence is exercised.
- 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.
- In accordance with IFRS 5, the assets and liabilities of controlled entities that are considered as being held for sale are reported on separate lines in the balance sheet. Profits or losses from discontinued operations, if material, are reported on a separate line in the income statement. IFRS 5 defines a discontinued operation as a component of an entity comprising cash flows that can be clearly distinguished from the rest of the entity, that has either been disposed of, or is classified as held for sale, and represents a separate major line of business or geographical area of operations.

3.2 Changes to the consolidation scope

- When taking over a de jure or de facto company, the assets, liabilities and contingent liabilities of the company acquired are valued on a mark-to-market basis on the date they are acquired; the difference between the cost of taking control and 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 operation does not involve cash disbursements.
- The difference between the carrying amount of minority interests acquired after taking control and the price paid for their acquisition is recognised in consideration of equity.

2022

- Page Jaunes Finance & Co is in the process of liquidation. This company was deconsolidated during the year. The impact is not significant as at 31 December 2022.

2021

- None.

NOTE 4. Fixed assets

Under IAS 36 "Impairment of Assets", the value in use of tangible and intangible fixed assets is tested when there is an indication of impairment, reviewed at each closing.

Intangible and tangible fixed assets are subject to a write down for impairment when, because of events or circumstances which have occurred during the period (such as obsolescence, physical deterioration, significant changes to the manner in which the asset is used, worse than expected performance, a drop in revenue or other external indicators, etc.), their recoverable amount appears to be lower than their net book value in the long term. The recoverable amount of an asset is the higher of its fair value less exit costs and its value in use.

Each asset or group of assets is tested for impairment by comparing its recoverable amount to its net book value. When an asset or group of assets is found to be impaired, the recognised impairment loss is equal to the difference between its net book value and the recoverable amount.

The recoverable amount of the assets is most often determined based on the value in use. The latter corresponds to the future economic benefits expected to be derived from the use of the asset and its subsequent disposal. It is assessed by the discounted cash flows method, based on economic assumptions and operating conditions expected by the Management of the Group.

No impairment of property, plant and equipment or intangible assets was recognised during 2022.

4.1 Net goodwill

As at 31 December 2022, all goodwill was allocated to the Digital segment, the only operating segment of the Group where it is monitored by management.

Movements in the net value of goodwill can be analysed as follows:

<i>(in thousands of euros)</i>	<i>As at 31/12/2022</i>	<i>As at 31/12/2021</i>
Balance at start of year	86,489	86,489
Acquisitions/disposals	-	-
Impairments	-	-
Reclassifications and others	-	-
BALANCE AT END OF YEAR	86,489	86,489

Goodwill values were examined at the close of the consolidated financial statements, based on business plans, a perpetual growth rate of 2% and an after-tax discount rate of 13.3%.

The assumptions used to determine the recoverable amounts are:

- revenue, which reflect the number of customers, ARPA, the penetration rate of offers, as well as containment of the non-renewal rate for subscription model;
- costs, with in particular the level of commercial costs required to cope with the pace of winning over new clients and maintaining existing ones as well as the positioning of the competition;

- the level of capital expenditure which may be affected by constantly evolving new technologies and competition.

The values assigned to each of these parameters reflect past experience. These parameters are the main sensitivity factors.

The recoverable amount is the higher of the fair value less exit costs and value in use:

- fair value less exit costs is determined as the best estimate of the sale value net of exit costs in a transaction conducted under normal competitive conditions between knowledgeable, willing parties. This estimate is determined on the basis of the available market information, taking into account particular situations;

- the value in use applied by the Group is the present value of future cash flows, including goodwill. Cash flow projections are based on economic and regulatory assumptions and forecast trading conditions applied by Group management as follows over five years of cash flow:
 - the cash flows are those of the 2023 budget and the forecasts derived from this budget for 2024,
 - beyond this horizon, flows are considered to be stable,
 - the terminal flow is determined on the basis of the 2027 flow extrapolated by applying a perpetual growth rate,
 - the cash flow is discounted at a rate appropriate to the nature of the Group's activities.

In terms of sensitivity, an increase of 100 basis points in the discount rate, a decrease of 100 basis points in the perpetual growth rate or a decrease of 1% in the final year margin of the business plans would not lead to the recognition of an impairment.

4.2 Intangible fixed assets

Intangible assets mainly comprise licences and patents, developments and software. They are stated at acquisition or production cost.

When intangible assets are acquired in a business combination, their cost is generally determined when the purchase price of the company acquired is allocated based on their respective market values. When such market value is not readily determinable, cost is determined using generally accepted valuation methods based on revenue, costs or other appropriate criteria.

Internally developed trademarks are not recognised in the balance sheet.

Software

Software is amortised on a straight-line basis over its useful life, not exceeding five years.

Licences and patents

Licences and patents are amortised on a straight-line basis over periods which correspond to the expected usage period, not exceeding five years.

Intangible assets for developments

Under IAS 38 "Intangible Assets", development costs must be recognised as an intangible fixed asset when the following can be demonstrated:

- the technical feasibility necessary to complete the intangible asset with a view to its being put into service or sold;
- the intention to complete the development project in due time;
- the capacity to put to use or sell the intangible asset;
- how the intangible asset will deliver expected future economic benefits;
- availability of technical, financial and other resources needed to complete the development and put into use or sell the intangible asset;
- ability to reliably measure the expenditure to be recorded for the intangible asset during its development.

It must be noted that determining the costs that meet these criteria requires judgements and estimates. Development costs not fulfilling the above criteria are expensed in the year in which they are incurred. Capitalised development costs are amortised on a straight-line basis over their useful life, which does not exceed three years.

The net book value of capitalised development costs at 31 December 2022 is €60.6 million.

(in thousands of euros)	As at 31/12/2022			As at 31/12/2021		
	Gross value	Total depreciation and losses of value	Net value	Gross value	Total depreciation and losses of value	Net value
Software and internally generated intangible assets	505,600	(445,415)	60,185	475,954	(407,997)	67,956
Other intangible fixed assets	6,894	(5,598)	1,296	6,894	(5,599)	1,295
TOTAL	512,494	(451,013)	61,481	482,848	(413,596)	69,252

A €0.4 million impairment was recorded in 2022.

Movements in the net value of other intangible fixed assets can be analysed as follows:

<i>(in thousands of euros)</i>	<i>As at 31/12/2022</i>	<i>As at 31/12/2021</i>
Opening balance	69,252	76,823
Acquisitions	245	14
Internally generated assets*	29,851	31,869
Effect of changes in the scope of consolidation	-	-
Reclassifications	(i)	1
Disposals and accelerated amortisation	-	-
Depreciation charge	(37,866)	(39,456)
CLOSING BALANCE	61,481	69,252

* Related to all capitalised development expenses.

4.3 Property, plant and equipment

The gross value of property, plant and equipment corresponds to their purchase or production cost in accordance with IAS 16 "Property, plant and equipment". This value is not revised.

Leases

Leases are recorded in accordance with IFRS 16. This standard requires recording a liability on the balance sheet that corresponds to future discounted rental payments, offsetting a right of use for the asset depreciated over the duration of the lease.

The scope of contracts is systematically reviewed, reassessing the existence of leases in each contract according to the criteria of the standard and excluding leases with a term of 12 months or less and low-value assets (below 5 thousand euros) in line with the exemption set out in the standard. Fees for such leases are recognized in expenses.

The amount of the liability is thus substantially dependent on the hypotheses retained in terms of duration of commitments and discount rate. The duration of the contract retained for the calculation of the liability is that of the initially negotiated contract, without taking account of

the early termination or extension options according to the types of contracts, except for particular cases for which the Group is reasonably certain that the extension or termination options will be exercised.

The discount rate is determined as the sum of the risk-free rate, in reference to its duration, and of the credit risk of the entity related to the one of the Group for this same duration reference. The calculation of discount rates was based on the residual duration of each contract.

Depreciation

Fixed assets are depreciated on a basis that reflects the pattern in which their future economic benefits are expected to be consumed in the case of each asset item on the basis of the acquisition cost, less any residual value. The straight-line basis is usually applied over the following estimated useful lives: 5 to 10 years for rights of use (lease term), 3 years for computer equipment and 1 to 5 years for other fixed assets.

These depreciation periods are reviewed annually and are adjusted if current estimated useful lives differ from previous estimates. These changes in accounting estimates are recognised prospectively.

(in thousands of euros)	As at 31/12/2022			As at 31/12/2021		
	Gross value	Total depreciation	Net value	Gross value	Total depreciation	Net value
Right-of-use assets related to leases	90,587	(48,945)	41,642	86,348	(34,520)	51,828
IT and terminals	39,448	(37,426)	2,021	47,387	(45,465)	1,922
Others	62,314	(52,711)	9,603	72,334	(60,553)	11,781
TOTAL	192,349	(139,082)	53,267	206,068	(140,538)	65,530

The rights of use relating to rental contracts mainly cover the Citylights (Group headquarters) lease. Other rights of use are composed of leases for other Solocal sites and the car fleet.

The other fixed assets were mainly composed, for their net values, of fixtures and fittings (€7.6 million) and office furniture and equipment (€2 million).

No impairment was recognised for the periods ending 31 December 2022 and 31 December 2021.

Movements in the net value of property, plant and equipment can be analysed as follows:

(in thousands of euros)	As at 31/12/2021	As at 31/12/2020
Opening balance*	65,530	82,618
Acquisitions	5,668	3,702
Subvention	-	-
Effect of changes in the scope of consolidation	-	-
Exchange differences	17	(4)
Reclassifications	-	-
Disposals and accelerated amortisation	(3,489)	(4,802)
Depreciation charge	(14,459)	(15,984)
CLOSING BALANCE	53,266	65,530

* Includes Right-of-use assets related to leases.

NOTE 5. Sales

5.1 Revenue

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

The revenue stemming from the Group's operations is recognised in a differentiated manner according to the type of service and hence to the kind of product. Total revenue for 2022 amounted to €400 million, versus €428 million in 2021.

Revenue is recognised as the service is being delivered, in accordance with IFRS 15, which the Solocal Group has applied since 1 January 2018. With the exception of websites, on which we identify two performance obligations, all other activities are covered by only one obligation.

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

- activities related to digital services (Presence, digital advertising and new services) proposed over a renewable period of 12 or 24 months and digital advertising offers corresponding to one-off services and campaigns;
- websites which are developed to be made available to customers for an initial period of 12 or 24 months.

5.2 Trade debtors

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

<i>(in thousand of euros)</i>	As at 31/12/2022	As at 31/12/2021
Gross trade debtors	77,120	72,885
Provisions for impairment	(21,732)	(16,557)
NET TRADE DEBTORS	55,388	56,328

In addition, a provision for credit notes to be issued was recognised in other operating liabilities for €2.8 million euros at 31 December 2021. This provision was fully reversed in 2022.

Recognition of revenue per service category

"Digital services (non-websites)" category

Applying IFRS 15 leads to all these offers being recognised in a straight-line manner over the lifetime of the contracts in line with the transfer of control of the services which is performed continuously.

"Websites" category

Two separate service obligations are retained for the websites offer:

1. technical costs: Designing the intellectual content over the design duration (between 30 days and 120 days depending on the activity). The revenue recognition of this obligation is carried out over the duration of the design from the date of sale, i.e. from the beginning of the creation of the website (percentage of completion recognition);
2. hosting & maintenance (called space fees): The website is made available and updated during the contractual hosting period with a real duration of between 12 and 24 months. Revenue from this obligation are recognised over the duration of the contractual hosting period starting from the date of delivery of the website to the customer.

Trade debtors were due as follows:

(in thousand 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 debtors	77,119	31,997	5,387	3,023	2,495	3,458	6,358	24,561
Provisions for impairment	(21,732)	(357)	(60)	(34)	(28)	(1,153)	(4,357)	(16,374)
NET TRADE DEBTORS AS AT 30 JUNE 2021	55,387	31,640	5,327	2,989	2,467	2,305	2,181	8,187

(in thousand 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 debtors	72,885	35,183	2,910	3,317	2,091	2,018	4,760	22,606
Provisions for impairment	(16,557)	(407)	(35)	(40)	(237)	(1,533)	(2,740)	(11,564)
NET TRADE DEBTORS AS AT 31 DECEMBER 2021	56,328	34,776	2,875	3,277	1,854	485	2,020	11,042

The Group's portfolio of trade receivables does not present a significant risk of concentration (about 288,433 advertisers).

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. On a case by case basis, depreciation for bad debt was recorded in the

accounts according to the age of the receivables, statistics history, or information communicated by the credit agencies.

Bad debt losses remained low, with a net impairment rate to turnover of 2% in 2022, slightly up versus 2021.

5.3 Other current assets

Other current assets mainly include VAT receivable at 31 December 2022.

(in thousand of euros)	As at 31/12/2022	As at 31/12/2021
VAT receivable	15,569	16,731
Sundry accounts receivable	2,330	3,911
Trade payables – Advances and instalments	1,146	1,458
Other current assets	1,628	653
TOTAL	20,673	22,753

5.4 Liabilities on contracts

Liabilities are primarily comprised on the balance sheet of net advances received from the customer in the case where the related service has not yet been rendered but has already been billed. Thus it entails order intakes that recognised later as revenue according to the duration online.

The liabilities on contracts amounted to €88.9 million as at 31 December 2022 compared to €100.4 million as at 31 December 2021.

The decrease in contract liabilities compared to 31 December 2021 mainly stemmed from the change in payment terms in connection with the changeover to subscription and renewal of the customer base, for which the payment terms are less favourable than before (discontinuation of payment terms inherited from the printed directory for payment terms adapted to digital services and the subscription mode).

NOTE 6. External expenses

Advertising and similar expenses

Advertising, promotion, sponsorship, communication and brand development costs are fully recognised in the expenses of the year to which they relate.

NOTE 7. Personnel expenses

7.1 Personnel expenses

Personnel expenses amounted to €171.9 million in 2022 and are broken down as follows:

<i>(in thousand of euros, except staff count)</i>	As at 31/12/2022	As at 31/12/2021
Average staff count (full-time equivalent)	2,313	2,282
Salaries and charges, of which:	169,629	181,890
– Wages and salaries	114,395	119,044
– Social charges	49,515	53,012
– Taxes on salaries and other items	5,719	9,834
Share-based payment	114	864
Employee profit-sharing*	2,122	2,236
TOTAL STAFF EXPENSES	171,865	184,990

* Incl. corporate contribution.

7.2 Executive compensation

The table below shows the compensation paid to persons who were members of Solocal Group's Board of Directors or Solocal Group's Executive Committee during or at the end of each financial year. It also includes the Directors representing employees and sitting on the Solocal Group Board of Directors.

<i>(in thousand of euros)</i>	As at 31/12/2022	As at 31/12/2021
Short-term benefits ⁽¹⁾	3,613	3,872
of which employer charges	1,229	1,217
Post-employment benefits ⁽²⁾	114	195
Other long term benefits ⁽³⁾	7	12
End-of-contract benefits ⁽⁴⁾	642	1,032
Equity benefits ⁽⁵⁾	147	446
NON-CURRENT PROVISIONS	4,523	5,557

(1) Salaries, remuneration, profit-sharing, bonuses paid and provisioned and social security contributions, paid holidays, Directors' fees and non-monetary benefits recorded in the accounts.

(2) Pensions, retirement benefits, other benefits.

(3) Seniority leave, sabbatical leave, long-term benefits, deferred remuneration, profit-sharing and bonuses (if payable 12 months or more after the closing date).

(4) Severance pay and non-compete clause, including social security charges.

(5) "Share-based payments" including social security charges related to free share.

7.3 Transactions with related parties

There were no new related party transactions during the year. Key management as related parties as at 31 December 2022 are the members of the Board of Directors including

the Chief Executive Officer and the members of the Executive Committee. Solocal Group has no related party transactions other than those with its officers and Directors.

NOTE 8. Corporation tax

8.1 Group tax proof

The corporation tax for the year results from the application of the effective tax rate at the end of the financial year to the pre-tax 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:

<i>(in thousands of euros)</i>	<i>As at 31/12/2022</i>	<i>As at 31/12/2021</i>
Pretax net income from business	30,080	42,807
Statutory tax rate	25.83%	28.41%
THEORETICAL TAX	(7,768)	(12,161)
Earnings from not integrated companies & Foreign subsidiaries	(410)	(395)
Foreign subsidiaries – differences in tax rates	6	155
Share-based payment	114	864
Corporate value added contribution (after tax)	(2,218)	(2,382)
Difference between the carrying amount of the financial liability extinguished and the amount of the fair value of the equity instruments issued	-	-
Ceiling of interest expense deductibility	-	-
Other non-taxable/non-deductible items ⁽ⁱ⁾	(23,063)	(5,394)
EFFECTIVE TAX	(33,330)	(19,290)
<i>of which current tax (CVAE excluded)</i>	<i>(3,413)</i>	<i>(1,845)</i>
<i>of which CVAE</i>	<i>(2,218)</i>	<i>(2,382)</i>
<i>of which deferred tax</i>	<i>(27,700)</i>	<i>(15,063)</i>
Effective tax rate (deferred tax excluded)	18.7%	9.9%
EFFECTIVE TAX RATE*	110.8%	45.1%

(i) Includes CIR (research tax credit) and rate differences on deferred tax items.

* Effect of financial restructuring excluded as at 31 December 2020.

Net deferred tax assets in the balance sheet stood at €11.3 million as at 31 December 2022 compared to €43.4 million as at 31 December 2021.

8.2 Taxes in the balance sheet

<i>(in thousands of euros)</i>	As at 31/12/2022	As at 31/12/2021
Retirement benefits	13,182	18,367
Legal employee profit-sharing	663	351
Non-deductible provisions	0	0
Tax loss carryforward	28,126	29,824
Financial expenses	11,655	13,218
Other differences	1,412	714
Depreciation of deferred taxes on taxes losses carried forward	(26,100)	
SUBTOTAL DEFERRED TAX ASSETS	28,938	62,474
Other differences	(2,692)	(3,672)
Depreciations accounted for tax purposes	(14,910)	(15,443)
SUBTOTAL DEFERRED TAX LIABILITIES	(17,602)	(19,115)
TOTAL NET DEFERRED TAX ASSETS/(LIABILITIES)	11,336	43,359

Net deferred tax assets in the balance sheet stood at €11.3 million as at 31 December 2022 compared to €43.4 million as at 31 December 2021. Deferred taxes were mainly made up of deferred taxes on tax loss carryforwards, amounting to €108.6 million as at 31 December 2022, deferred taxes on retirement benefits and deferred taxes on financial expenses.

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 over the next five years, which

corresponds to the recovery period for deferred tax assets on tax loss carryforwards, taking into account management's forecasts. 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. At 31 December 2022, €26.1 million was recognised for impairment of deferred taxes recognised as tax losses carried forward.

The tax disbursed during the 2022 financial year was €2.4 million (excluding CVAE) versus €6 million in 2021.

NOTE 9. Cash, debt and financial instruments

9.1 Financial assets and liabilities

Financial assets include held-to-maturity assets, loans, receivables and cash and cash equivalents.

Financial liabilities include borrowings, other financing, bank overdrafts and payables.

Financial assets and liabilities are measured and recognised in accordance with IAS 9 "Financial Instruments: Recognition and Measurement".

9.2 Measurement and recognition of financial assets

In accordance with IFRS 9, the classification of financial assets is based on two measurements:

- the characteristics of contractual cash flows in financial assets;
- the business model applied by the entity when managing financial assets.

Measured at amortised cost

The holding of the financial asset is part of a business model the purpose of which is to hold financial assets in order to receive contractual cash flows (the "business model criterion"). This category comprises:

- trade receivables from invoiced revenue. Their amortised cost is their par value unless the application of an implicit interest rate has a material effect;
- cash and cash equivalents: i.e. cash and demand deposits, and cash equivalents. The latter are highly liquid investments indexed to a money market rate, the amount of which is known or subject to negligible uncertainty.

Financial assets and short-term investments with a maturity generally of three months or less at the date of acquisition are measured at amortised cost and are monitored for objective evidence of impairment. A financial asset or a

short-term investment is written down if its book value exceeds the recoverable amount estimated at the time of the impairment tests.

Measurement at fair value through the income statement

Holding of the financial asset is part of a business model aimed whereby the objective is achieved by selling financial assets (the "business model criterion").

These are financial assets held for investment purposes, recognised as assets between the dates of purchase and sale, with movements in fair value recognised in the financial result based on market prices published at the balance sheet date. The "fair value through profit or loss" category also includes investments in unlisted entities over which the Group has neither control, joint control, material influence nor intention to dispose of in the near term.

9.3 Measurement and recognition of financial liabilities

Borrowings and other financial liabilities are initially measured at fair value less transaction costs and subsequently at amortised cost using the effective interest rate method.

Transaction costs that are directly attributable to the acquisition or issue of a financial liability are deducted from the liability's carrying value. This is because financial liabilities are initially recognised at cost, corresponding to the fair value of the sums paid or received in exchange for the liability. The costs are subsequently amortised over the life of the liability, by the effective interest method.

The effective interest rate is the rate, which discounts estimated future cash payments up to the maturity date or the nearest date of price adjustment to the market rate, to the net carrying amount of the financial liability.

9.4 Net financial income

The net financial income is made up as follows:

<i>(amounts in thousand of euros)</i>	As at 31/12/2022	As at 31/12/2021
Interest and similar items on financial assets	528	234
FINANCIAL INCOME	528	234
Interest on financial liabilities	(26,127)	(26,214)
Other financial expenses & fees excluding financial restructuring ⁽¹⁾	(2,154)	(2,175)
Accretion cost ⁽²⁾	(704)	(324)
FINANCIAL EXPENSES	(28,985)	(28,713)
FINANCIAL INCOME	(28,457)	(28,479)

(1) Mainly composed of ongoing costs related to debt management.

(2) The accretion cost corresponds to the increase, during the financial year, of the current value of pension commitments.

9.5 Cash and cash equivalents and net debt

Financial Net debt corresponds to the total gross financial debt, and minus cash flow and cash flow equivalents.

<i>(in thousand of euros)</i>	As at 31/12/2022	As at 31/12/2021
Cash equivalents	20,023	397
Cash	50,763	79,833
Gross cash	70,786	80,230
Bank overdrafts	-	-
Net cash	70,786	80,230
Nominal value of bond loans	195,432	187,880
Fair value of hedging instruments	(16,937)	(16,937)
Nominal value of revolving credit facilities drawn	34,000	44,000
Debt issue costs integrated into the effective interest rate of the debts	(4,074)	(4,074)
Amortization of the difference in fair value and costs at the effective interest rate	8,474	4,533
Other loans	11,000	15,000
Accrued interest not yet due on loans	858	8,297
Others	80	80
Current and non current financial liabilities	228,833	238,779
Long-term and short-term liabilities	60,036	74,307
Gross financial debt	288,869	313,086
<i>of which current</i>	63,848	27,161
<i>of which non-current</i>	225,020	285,925
Net debt	218,083	232,856
NET DEBT OF CONSOLIDATED GROUP	218,083	232,856

Cash and cash equivalents

As at 31 December 2022, the Group's cash and cash equivalents amounted to €70.8 million.

The "Cash equivalents" item is composed mainly of €20 million made available on the "My Money Bank" term account.

Change in the liabilities stemming from financing activities

(in thousand euros)	As at 31/12/2021	Cash flows		Non cash variations						As at 31/12/2022
		In	Out	Capital increase by offsetting receivables	Other variations	Interests	Var. of change	IFRS 16	Reclass & changes in scope	
Bond loans	179,889	-	(15,469)	-	-	20,010	-	-	-	184,430
Revolving credit	43,804	-	(13,404)	-	-	2,974	-	-	-	33,374
Other bank borrowing	15,056	-	(4,652)	-	-	596	-	-	-	11,000
Lease liabilities	74,307	-	(17,914)	-	(93)	3,736	-	-	-	60,036
Bank overdrafts	-	-	-	-	-	-	-	-	-	-
Others	30	-	-	-	-	-	-	-	-	30
TOTAL LIABILITIES FROM FINANCING ACTIVITIES	313,086	0	(51,439)	0	(93)	27,316	0	0	0	288,870

(in thousands of euros)	As at 31/12/2020	Cash flows		Non cash variations						As at 31/12/2021
		In	Out	Capital increase by offsetting receivables	Other variations	Interests	Var. of change	IFRS 16	Reclass & changes in scope	
Bond loans	168,467	-	(7,465)	-	-	18,887	-	-	-	179,889
Revolving credit	50,318	-	(7,158)	(3,000)	-	3,644	-	-	-	43,804
Other bank borrowing	16,060	-	(1,773)	-	-	769	-	-	-	15,056
Capital lease	110	-	(110)	-	-	-	-	-	-	-
Factoring	2,064	-	(2,064)	-	-	-	-	-	-	-
Lease liabilities	93,966	-	(19,659)	-	-	-	-	-	-	74,307
Bank overdrafts	-	-	-	-	-	-	-	-	-	-
Others	30	-	-	-	-	-	-	-	-	30
TOTAL LIABILITIES FROM FINANCING ACTIVITIES	331,015	-	(38,229)	(3,000)	0	23,300	-	-	-	313,086

Issuing of bonds

Following the realisation of the financial restructuring in 2020, the nominal value of the Group's residual gross debt was reduced to €168.4 million, redeveloped in the form of an issue of 334,125,321 bonds with a face value of €0.5041647472146 each for which the settlement-delivery took place on 5 October 2020, reserved for creditors under the Credit Agreement, and of which the main details are as follows and remain unchanged over 2022:

Interests:

- Euribor rate floored at 1% + 7% spread payable quarterly at due date on 15 March, 15 June, 15 September and 15 December fully in cash;
- late payment interest: 1% increase in interest rate applicable.

Financial commitments:

- the Consolidated Net Leverage Ratio (Consolidated Net Debt/Consolidated EBITDA) must be less than 3.5:1;
- the interest hedging ratio (Consolidated EBITDA/Consolidated Net Interest Expense), must be greater than 3.0:1;
- and if the Consolidated Net Leverage Ratio exceeds, on 31 December of the preceding year, 1.5:1, investment expense (excluding growth operations) (Capital Expenditure) concerning Solocal Group and its Subsidiaries are limited to 10% of consolidated revenue of Solocal Group and its Subsidiaries.

Covenants had been honoured at 31 December 2022.

Maturity date: 15 March 2025.

Listing: listing on the official listing of the Luxembourg Stock Exchange and admission for trading on the Euro MTF market.

Early repayment or repurchasing:

Solocal Group can at any time and in several times, reimburse all or a portion of the Bonds at a reimbursement price equal to 100% of the principal amount plus, during a period of 2.5 years, an early repayment penalty referred to as non-call corresponding to the interest due ranging from 6 August 2020 to 6 February 2023).

Moreover, the Bonds must be the object of a mandatory early reimbursement (subject to certain exceptions) entirely or in part, in the case of the occurrence of certain events, such as a Change of Control, Assets Sale or Net Debt Proceeds or Net Receivables Proceeds. Compulsory early repayments are equally foreseen via funds from a percentage of excess cash flows, in relation to the Consolidated Net Leverage Ratio of the Company.

The Terms & Conditions of the Notes moreover contain certain prohibitions, which prohibit Solocal Group and its Subsidiaries, apart from certain exceptions, in particular to:

- take on additional financial debt;
- give pledges;
- proceed with payment of dividends or carry out distributions to shareholders; by derogation the payment of dividends or distributions to shareholders are permitted if the Consolidated Net Leverage Ratio does not exceed 1.0:1.

The bond loan is indirectly guaranteed by a pledge of the securities of Solocal SA held by Solocal Group.

Mini Bond:

Following the adoption of the Amended Safeguard Plan and of the approval of a conciliation protocol by the Tribunal de commerce of Nanterre, Solocal Group on 14 August 2020 issued a bond loan for a total amount in principle of €17,777,777, carried out with a discount of 10% for a subscription amount of about €16 million.

The bonds, with a nominal value of one (1) euro, have essentially the same characteristics as the Bonds. The main terms include in particular:

Interests:

- Euribor rate floored at 1% + 7% spread payable quarterly at due date on 15 March, 15 June, 15 September and 15 December fully in cash;
- late payment interests: 1% increase in interest rate applicable.

Maturity: 15 March 2025.

Listing: listing on Euronext.

The amounts owed in terms of these bonds are guaranteed by a fifth-rank securities account pledge concerning the securities issued by Solocal SA held by Solocal Group.

RCF:

A revolving credit facility of fifteen million euros was signed in February 2020 with two banking partners. The company worked on increasing this credit facility, which increased by €25 million on 12 July 2020, then €10 million on 6 December 2020 reaching €50 million. This revolving credit facility was fully drawn down and repaid in the amount of €16 million (including €10 million in 2022).

This RCF remains identical in amount, however its particulars are modified:

- **Interests:** Euribor floored 0% + margin 5%.
- **Facility fee:** 3.5% annual payable on 15 September 2021, 30 September 2022, 30 September 2023.
- **Margin:** 5%.
- **Maturity:** 29 September 2023.
- **Amortization:**
 - September 2021: €6 million payable in cash to the tune of €3 million and in shares to the tune of €3 million;
 - September 2022: €10 million paid in cash;
 - September 2023: Reimbursement of the residual debt in cash or shares for a variable number of equity instruments for Solocal. If Solocal were to reimburse all or part of the residual balance of the RCF in shares, each creditor can choose to extend the maturity by one year in order to be reimbursed in cash in September 2024. In this case, Solocal would amortize RCF for an amount between €5 million and €10 million in cash and/or shares.

Price supplements on acquisition or transfer of securities

Following the sale of Mappy in October 2020, Solocal received an additional payment of €0.3 million in April 2022.

Financial instruments in the balance sheet

As at 31/12/2022 (in thousand of euros)	Carrying amount in balance sheet	Breakdown according to IFRS 9		Breakdown by level in IFRS 13		
		Fair value recognised in profit or loss	Amortised cost	Level 1 and Treasury	Level 2	Level 3
Other non-current financial assets	7,977	746	7,231	-	7,977	-
Net trade accounts receivable	55,388	-	55,388	-	55,388	-
Other current financial assets	185	-	185	-	185	-
Cash equivalents	20,023	-	20,023	20,023	-	-
Cash	50,763	-	50,763	50,763	-	-
FINANCIAL ASSETS	134,336	746	133,590	70,786	63,550	-
Non-current financial liabilities and derivatives	181,521	-	181,521	181,521	-	-
Current financial liabilities and derivatives	47,311	-	47,311	-	47,311	-
Trade accounts payable	50,133	-	50,133	-	50,133	-
FINANCIAL LIABILITIES	278,965	-	278,965	181,521	97,444	-

As at 31/12/2021 (in thousands of euros)	Carrying amount in balance sheet	Breakdown according to IFRS 9		Breakdown by level in IFRS 13		
		Fair value recognised in profit or loss	Amortised cost	Level 1 and treasury	Level 2	Level 3
Other non-current financial assets	7,187	1,293	5,894	-	7,187	-
Net trade accounts receivable	56,328	-	56,328	-	56,328	-
Other current financial assets	1,363	-	1,363	-	1,363	-
Cash equivalents	397	-	397	397	-	-
Cash	79,833	-	79,833	79,833	-	-
FINANCIAL ASSETS	145,107	1,293	143,814	80,230	64,877	-
Non-current financial liabilities and derivatives	228,958	-	228,958	187,880	41,078	-
Current financial liabilities and derivatives	9,821	-	9,821	-	9,821	-
Trade accounts payable	51,209	-	51,209	-	51,209	-
FINANCIAL LIABILITIES	289,988	-	289,988	187,880	102,108	-

On the date of issue, the fair value of the bond loan and of the mini-bond represented €186.2 million, compared to a nominal value of €187.9 million euros:

(in thousand of euros)	Nominal value	Quotes as at 31/12/2022	Market value	Current						Non-current		Total
				-1 year	1-2 years	2-3 years	3-4 years	4-5 years	+5 years	Total Non-current		
Bond loan	176,690	72.00%	127,217	-	-	176,690	-	-	-	176,690	176,690	
Mini Bond	18,742		-	-	-	18,742	-	-	-	18,742	18,742	
Atout Bank borrowing	11,000			4,000	4,000	3,000	-	-	-	7,000	11,000	
Revolving credit – facility (RCF)*	34,000			34,000	-	-	-	-	-	-	34,000	
LOANS	240,432		127,217	38,000	4,000	198,432	-	-	-	202,432	240,432	
Accrued interest not yet due on loans	858	N/A		858	(0)	-	-	-	-	(0)	858	
Others	80	N/A		-	-	-	-	-	80	80	80	
Lease liabilities	60,036	N/A		16,537	16,013	16,706	7,102	1,166	2,512	43,499	60,036	
CURRENT FINANCIAL LIABILITIES AND DERIVATIVES	301,406	-	127,217	55,395	20,013	215,138	7,102	1,166	2,592	246,011	301,406	

(in thousands of euros)	Nominal value	Quotes as at 31/12/2021	Market value	Current						Non-current		Total
				-1 year	1-2 years	2-3 years	3-4 years	4-5 years	+5 years	Total Non-current		
Bond loan	169,858	88.00%	149,475	-	-	-	169,858	-	-	169,858	169,858	
Mini Bond	18,022	0.00%	-	-	-	-	18,022	-	-	18,022	18,022	
Atout Bank borrowing	15,000			4,000	4,000	4,000	3,000	-	-	11,000	15,000	
Revolving credit – facility (RCF)*	44,000			5,000	39,000	-	-	-	-	39,000	44,000	
LOANS	246,880		149,475	9,000	43,000	4,000	190,880	-	-	237,880	246,880	
Accrued interest not yet due on loans	8,297	N/A		743	7,554	-	-	-	-	7,554	8,297	
Others	80	N/A		-	-	-	-	-	80	80	80	
Lease liabilities	74,307	N/A		17,340	15,591	15,732	16,127	6,763	2,754	56,967	74,307	
CURRENT FINANCIAL LIABILITIES AND DERIVATIVES	329,564	-	149,475	27,083	66,145	19,732	207,007	6,763	2,834	302,481	329,564	

* Payable in shares.

The Group has classified the valuations at fair value according to a hierarchy of fair values reflecting the importance of the data used to carry out the valuations. The hierarchy of fair values is made up of the following levels:

- level 1: prices (non-adjusted) listed on active markets with identical assets or liabilities;
- level 2: data other than the listed prices referred to in Level 1, which are observable for the asset or liability

concerned, either directly (i.e. prices) or indirectly (i.e. derivative price data);

- level 3: data relating to assets or liabilities not based on observable market data (non-observable data)

During the year 2021, the amounts of the financial liabilities related to the RCF, the Atout loan and the fair value elements of the financings were transferred from level 1 to level 2 of the hierarchy.

NOTE 10. **Financial risk objectives, policy and management, capital management**

The Group's objective is to optimise its financial structure, the principal assessment criterion being the financial leverage (ratio of net debt to EBITDA), in order to reduce the cost of its capital while maintaining financial flexibility enabling the Group to meet its development plan.

The Group also ensures that the commitments made in its bond documentation are respected, including certain default and prepayment clauses. These clauses are linked, in particular, to compliance with operational and financial covenants such as the minimum level of coverage of the net consolidated interest charge by consolidated EBITDA and the maximum leverage, measured by the relationship between the consolidated net debt and consolidated EBITDA. Note that the EBITDA used in calculating these bank covenants differs from that used in these financial statements.

The Group's covenant on financial leverage stands at 1.72 times consolidated EBITDA such as defined in the bond contract. Consequently, the Group complies with the financial leverage covenant as at 31 December 2022.

In view of its financial structure, the Group is exposed to interest rate risk, liquidity risk and credit risk. The information provided below is based on certain assumptions and expectations which, by their very nature, may not turn out to be exact, in particular as regards interest rate trends, as well as the Solocal Group's exposure to the corresponding risks.

Exchange rate risk

Solocal Group considers that the exchange rate risk is not significant as far as its activity is concerned, insofar as it is exercised mainly in the eurozone.

Interest rate risk

Solocal Group is exposed to the risk of interest rate fluctuations insofar as all of the bank and bond debts are at a variable rate.

The main features of the Group's bank and bond debt are outlined in Note 9.5.

Liquidity risk

The Solocal Group has established a centralised cash management system with cash pooling including all its French subsidiaries, with the exception of the subsidiary Solocal SA, and organised around a Solocal Group pivot. This method of managing liquidities associated with an internal reporting system enables the Group to anticipate and estimate future cash flows from operating activities of its various subsidiaries and thus to optimise investments in case of cash surpluses.

Credit risk

The Solocal Group has relations with a large number of counterparties including a majority of customers. As at 31 December 2022, the total amount of trade receivables, net of write-downs, amounted to €55.4 million. These receivables are detailed by maturity (see Note 5.2). The Group's exposure to the credit risk is related to the individual characteristics of its customers. The default of one of the customers is likely to cause a small financial loss due to the low average amounts in question.

Counterparty risks

The Solocal Group is not exposed to the financing risk since it does not have short term investments or interest rate hedging instruments in 2022.

Furthermore, the management procedure for Solocal Group's financial operations involves the drawing up of a limited list of authorised signatures, outside of which the Chief Executive Officer's authorisation is compulsory. The banking documentation also limits the list of counterparties for interest rate hedging operations.

Equity risk

The Solocal Group considers that the equity risk is not significant insofar as the amount invested in treasury shares particularly under the liquidity contract remains limited and the investment of its cash surpluses is not exposed to equity market risk.

NOTE II. 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.

Changes in provisions for employee benefits and provisions for risks and litigation were as follows:

<i>(in thousand of euros)</i>	As at 31/12/2022	As at 31/12/2021
Post-employment benefits	50,070	70,610
Other long-term benefits	4,308	6,036
NON-CURRENT PERSONNEL BENEFITS⁽¹⁾	54,378	76,646
Provisions for social or fiscal disputes	189	1,417
NON-CURRENT PROVISIONS	189	1,417

(1) Cf. details in the following note. Non-current personnel benefits concern the French companies.

The movements in non-current and current provisions other than employee benefits are as follows:

<i>(in thousands of euros)</i>	Opening balance	Charge for the year	Reversal of the year (unused)	Reversal of the year (utilised)	Changes in the scope of consolidation, reclassifications and others	Closing balance
Restructuring provisions (2019)	1,344	-	(790)	(554)	-	-
Restructuring provisions (2018)	2,420	-	(728)	(147)	-	1,545
Restructuring provisions (2014)	1,417	-	(418)	(809)	-	191
Provisions for social and fiscal risks*	19,709	7,317	(3,198)	(2,418)	-	21,410
Other provisions for risks	3,067	576	(145)	(115)	-	3,383
TOTAL PROVISIONS	27,957	7,893	(5,279)	(4,043)	-	26,529
<i>of which non current</i>	1,417	-	(418)	(809)	-	190
<i>of which current</i>	26,540	7,893	(4,861)	(3,234)	-	26,338

* The allocation for the year covers various social and tax disputes that have been individually analysed by the company and its advisors and hedged according to the risk assessment.

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 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 measures each unit separately to value the final obligation, using demographic hypotheses (turnover of the personnel, mortality, retirement age, etc.) and financial hypotheses (future increase in salary by category).

In order to have up-to-date data, the turnover tables are recalculated every three years, only retaining motives for resignation in the turnover rate. This rate was updated in 2021.

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 financial statements of 31 December 2022

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 €12.48 million at 31 December 2022.

The discount rate retained in the assessment of the commitments as at 31 December 2022 compared to 31 December 2021, amounts to 3.75% in accordance with actual market conditions (iBoxx AA10+ rate).

The IAS 19 standard sets the discount rate at the rate of bonds issued by first-class companies (having a rating of at least AA or Aa) having a maturity equal to that of the commitment. If the market for these bonds is not liquid, the rate is equal to the rate of the corresponding government bonds (OATs).

At 31 December 2022, an income of €3.7 million was recognised as severance benefits.

The total amount of the provision in the balance sheet stood at €56.1 million as at 31 December 2022 compared to €77.9 million as at 31 December 2021.

<i>(in thousand of euros)</i>	Post-employment benefits	Other long-term benefits	Total 31/12/2022	Post-employment benefits	Other long-term benefits	Total 31/12/2021
Change in value of commitments						
Total value of commitments at start of period	71,486	6,436	77,922	85,039	8,183	93,222
Adjustment of the opening periode (change of method)						
Total value of commitments at start of period (adjusted)	71,486	6,436	77,922	85,039	8,183	93,222
Cost of services rendered	4,707	452	5,159	6,352	588	6,940
Discounting cost	704	62	766	295	28	323
Reductions/liquidations	(7,644)	(671)	(8,315)	(6,500)	(622)	(7,122)
Actuarial (gains) or losses	(16,832)	(1,255)	(18,087)	(11,783)	(1,393)	(13,176)
Benefits paid	(1,054)	(285)	(1,338)	(292)	(227)	(519)
Changes in scope	-	-	-	-	-	-
Others	-	-	-	(1,625)	(121)	(1,746)
Total value of commitments at end of period (A)	51,367	4,739	56,106	71,486	6,436	77,922

(in thousand of euros)	Post-employment benefits	Other long-term benefits	Total 31/12/2022	Post-employment benefits	Other long-term benefits	Total 31/12/2021
Commitments at end of period relating to non-financed schemes	51,367	4,739	56,106	71,486	6,436	77,922
of which short term	1,297	420	1,717	877	400	1,276
of which long term	50,070	4,308	54,377	70,609	6,036	76,646
Pension charge						
Cost of services rendered	4,707	452	5,159	6,352	588	6,940
Discounting costs	704	62	766	295	28	323
Effect of reductions/liquidations	(7,644)	(671)	(8,315)	(6,500)	(622)	(7,122)
TOTAL PENSION CHARGE	(2,233)	(157)	(2,390)	147	(6)	141
Movements in the provision/(asset)						
Provision/(assets) at start of period	71,486	6,436	77,922	85,039	8,183	93,222
Pension charge	(2,233)	(157)	(2,390)	147	(6)	141
Benefits paid directly by the employer	(1,054)	(285)	(1,338)	(292)	(227)	(519)
Change of scope	-	-	-	-	-	-
Actuarial gains or (losses)	(16,832)	(1,255)	(18,087)	(11,783)	(1,393)	(13,176)
Others	-	-	-	(1,625)	(121)	(1,746)
Provision/(assets) at end of period	51,367	4,739	56,106	71,486	6,436	77,922
Assumptions						
Discount rate (in %)	3.75%	3.75%	3.75%	1.00%	1.00%	1.00%
Expected long-term inflation rate (in %)	2.20%		2.20%	1.8%		1.8%
Expected long-term salary growth (in %)	Dependent on employee category and age			Dependent on employee category and age		
AMOUNT ENTERED AS A CHARGE IN RESPECT OF THE PERIOD	3,287	442	3,729	145	233	378

Sensitivity of the discount rate on post-employment benefits (IFC)

A 0.25% increase in the discount rate leads to a decrease in the commitment of about 2.7%, or around €1.4 million, while a decrease of 0.25% in the discount rate leads to an increase in the commitment of about 2.8%, i.e. around €1.4 million.

Sensitivity of the discount rate on other long-term benefits (long-service awards)

A 0.25% increase in the discount rate leads to a decrease in the commitment of about -2.3%, or around €0.1 million, while a decrease of 0.25% in the discount rate leads to an increase in the commitment of roughly 2.4%, i.e. Approximately €0.1 million.

NOTE 12. Trade creditors

As at 31 December 2022, trade creditors are due in less than one year. Amounts owed to suppliers bear no interest and are payable in principle between 30 and 60 days.

NOTE 13. Equity and earnings per share

13.1 Share capital

The social capital of Solocal Group is comprised of 131,906,654 shares each with a par value of 1 euro, which is a total amount of 131,906,654 euros (before deduction of treasury shares).

13.2 Other reserves and other comprehensive income

The difference between the individual equity of Solocal Group and the consolidated equity of Solocal Group is that different accounting methods are applied.

This impact mainly concerns the other consolidated reserves item and other comprehensive income, which are negative to the tune of €1,456 million as at 31 December 2022, compared to a negative amount of €1,467 million as at 31 December 2021, mainly comprising:

- the portion of distributions in excess of the income for the year, mainly relating to the exceptional distribution of €2,519.7 million in November 2006 by Solocal Group (formerly PagesJaunes group);
- actuarial differences relating to retirement benefits (IAS 19) for a negative amount of €33.3 million;
- the matching entry for the share-based payment expense corresponding to the portion settled in equity instruments in a negative amount of €66.2 million;
- the matching entry of the gain representing the difference between the net book value in the balance sheet of the derecognised original bond debt and the fair value of shares issued on the day of the debt restructuring amounting to €48 million.

13.3 Treasury shares

Under IAS 32, purchases of treasury shares are recorded as a decrease in equity for the amount of their acquisition cost. If treasury shares are disposed of, the profits or losses are recognised in the consolidated reserves for their amounts less tax.

Through the liquidity contract, the Company held 440,940 treasury shares at 31 December 2022 with a value of €0.3 million, versus 309,885 treasury shares at 31 December 2021, recorded as a deduction from shareholders' equity at their acquisition cost.

13.4 Dividends

Solocal Group did not distribute any dividends in 2022 or in 2021.

13.5 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.

	As at 31/12/2022	As at 31/12/2021
Weighted average		
Share capital	131,735,688	129,754,826
Treasury shares from liquidity contract	(290,989)	(36,298)
Number of basic shares	131,444,700	129,718,528
Free share plans	1,441,072	1,045,610
Mandatory Convertible Bonds	4,206	21,598
Equity line program	0	0
Number diluted Equity	132,889,978	130,785,735
Additional information (average)		
Number of existing basic shares as at 31 December	131,425,150	130,097,851
Number of existing diluted shares as at 31 December	132,749,245	131,175,158
Net earnings from discontinued activities for the period per share to Solocal Group shareholders (in euros)		
Net earnings per share of the consolidated Group based on a year end number of existing shares (as at 31 December)		
– basic	(0.02)	0.18
– diluted	(0.02)	0.17

NOTE 14. Stock options and free shares

14.1 Share-based payments

In accordance with IFRS 2 “Share-Based Payment”, stock options, employee share issues and free shares granted to employees of the Group are valued on the date they are granted.

The value of stock options is determined in particular by reference to the exercise price, the life of the options, the current price of the underlying shares, the expected share price volatility, expected dividends and the risk-free interest rate over the life of the options. The amount so determined (under the share-based payment heading) is recognised in personnel expenses on a straight-line basis over the period between the grant date and the exercise date – corresponding to the vesting period – and in equity for equity-settled plans or in liabilities to employees for cash-settled plans. The Group has opted for retrospective application of IFRS 2 to equity- and cash-settled plans. The new plans are valued in accordance with IFRS 2 using a binomial model.

The fair value of a free share is the market price of the share on the grant date after adjustment to take account of the

loss of dividends expected during the vesting period. This expense is recorded on a straight-line basis over the vesting period and, if necessary, is adjusted to take account of the likelihood that the performance conditions will be fulfilled.

14.2 Description of the plans

Free shares

As a reminder, a share consolidation by exchanging one hundred old shares for one new share was carried out on 24 November 2020. In addition, the number of new shares to be issued was adjusted in terms of each free allocation of shares right for 2,109 new shares.

2021 plan

In 2021, the shareholders of Solocal Group, in a Combined General Meeting on 27 November 2020, authorised the Board of Directors to implement a performance shares plan within the meaning of Articles L. 225-197-1 and following of the Commercial Code, in favour of certain executives and employees of the Company and those companies linked to it.

This authorisation limits the maximum number of performance shares that can be granted free of charge under this plan to 1,295,087 company shares, of which a maximum of 431,695 shares for the Company's corporate officers.

In 2021 under this plan, 1,066,000 performance shares were granted to 64 beneficiaries, including 275,000 performance shares to the Chief Executive Officer. Under this plan, the allocation of performance shares will only become permanent at the end of a so-called vesting period of three years for the CEO and in tranches of one, two and three years for the other beneficiaries. These shares will have to be held for a minimum of four years (including the vesting period) except for the CEO, who will have to keep part of these shares as long as he/she is employed by the company.

The definitive attribution of the shares will be subject to a condition of presence in the company and a performance condition which will be based on the extent to which an objective is achieved concerning the Free Cash Flow aggregate and the Company's share price.

2022 plan

The shareholders of Solocal Group, gathered in a Combined General Meeting on 3 June 2021, authorised the Board of Directors to implement a performance shares plan within the meaning of Articles L. 225-197-1 and following of the Commercial Code, in favour of certain executives and employees of the Company and those companies linked to it.

This authorisation limits the maximum number of performance shares that can be granted is 987,708 shares of the Company.

On 26 April 2022, this plan resulted in the allocation of 797,500 performance shares to 30 beneficiaries, including 370,000 under the LTI "non-DG" Plan, 230,000 under the LTI "Comex" Plan and 197,500 under the LTI "DG" Plan.

On 25 October 2022, the Board of Directors decided to allocate 90,000 shares to two beneficiaries.

For all these plans, the performance requirement is assessed over a three-year reference period, based on two criteria:

- a non-market criterion: compliance with the free cash flow target during the Reference Period;
- a market criterion: the change in the Solocal share price during the Reference Period.

Both criteria are applied as follows:

- (i) first criterion: 60% of the final allocation rate determined at the end of the plan period will depend on the achievement of the free cash flow:
 - no shares will be acquired if the Company generates less than €160 million in cumulative free cash flow over the three financial years,
 - 75% of this 60% sub-envelope would vest if the Company generates €180 million in cumulative free cash flow over the three financial years,
 - 100% of this 60% sub-envelope would vest if the Company generates €240 million in cumulative free cash flow over the three financial years;
- (ii) second criterion: 40% of the final allocation rate will depend on the evolution of the Solocal Group share price ("Solocal Index") compared to the evolution of the reference index at the end of the plan period. The Solocal Index Vesting Rate is calculated as follows:
 - 0% if the Solocal Index is strictly lower than the Benchmark Index,
 - 75% if the Solocal Index is equal to the Benchmark Index,
 - 100% if the Solocal Index is higher than the Benchmark Index,
 - a linear vesting would be agreed if the share price is between the index and 105% of the index.

The vesting period is three years and the holding period is one year.

14.3 Changes to stock option and free share allocation plans

	Total 31/12/2021	Granted	Cancelled/ lapsed	Total 31/12/2022	Exercise price
Free share plans	969,000	797,500	(431,500)	1,335,000	Final vesting date
- April 2022		797,500		797,500	21/02/2025
- June 2021	969,000	-	(431,500)	537,500	31/03/2024

14.4 Expenses relating to stock option and free share allocation plans

The impact on the 2022 income statement represented an expense of €0.1 million versus an expense of €0.9 million in 2021.

NOTE 15. Information on related parties

There were no new transactions with related parties during 2022. Hervé Milcent is bound by a non-competition obligation in the event of termination of his appointment as Chief Executive Officer for any reason and in any form whatsoever under the following conditions: the prohibition of competition will be limited to a period of 12 months starting on the day of effective termination of his duties; the corresponding non-competition indemnity will be equal, on the basis of a 12-month non-competition period, to 6 months of total remuneration calculated on the basis of the monthly average of the total gross remuneration paid during the last 12 months of activity prior to the date of termination of his duties.

On termination of the term of office, the Company may, (i) renounce the benefit of the non-competition agreement (in which case it will not have to pay the corresponding compensation) or (ii) reduce the duration, the field of activities and/or the geographical scope of said

commitment (in which case the amount of the non-competition compensation will be reduced accordingly).

The accumulation of the severance pay and non-competition obligation cannot exceed two years of remuneration, fixed and variable. Moreover, the payment of a non-competition compensation is excluded if the beneficiary has the possibility to exercise their retirement rights. In any case, no indemnity can be paid after the age of 65 years. These arrangements were approved by the Shareholders' Meeting of 3 June 2021.

Key management as related parties as at 31 December 2022 are the members of the Board of Directors including the Chief Executive Officer and the members of the Executive committee.

Solocal does not have any related parties other than its key management and Directors.

NOTE 16. Disputes, contingent assets and liabilities**16.1 Disputes – significant changes for the period**

In the ordinary course of business, the Group entities may be involved in a number of legal, arbitration and administrative proceedings. Provisions are only constituted for expenses that may result from such proceedings where they are considered likely and their 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.

With the exception of the proceedings described below, the Group does not consider itself party to any legal or arbitration proceedings whose likely outcome could have a materially negative impact on its results, activities or consolidated financial position.

Job Safeguarding Plan 2014

As at 31 December 2022, the residual provision amounted to €0.2 million versus €1.4 million as at 31 December 2021.

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

There were no new significant commitments during fiscal 2022.

Significant off-balance-sheet commitments are as follows:

Contractual obligations (in thousand of euros)	As at 31/12/2022				As at 31/12/2021 Total
	Payments due per period				
	Total	Less than 1 year	In 1 to 5 years	In more than 5 years	
Operating leases	585	585	0	0	755
Other services	8,221	6,922	1,299	0	11,106
Commitments for purchases of goods and services	8,221	6,922	1,299	0	11,106
TOTAL	8,806	7,507	1,299	0	11,861

The "Other services" item includes all firm orders placed as at 31 December 2022 on goods and services deliverable from 1 January 2023.

Leases

Leases with a duration of over one year are restated in line with IFRS 16.

Other commitments given

The bond loan is indirectly guaranteed by a pledge of the securities of Solocal SA held by Solocal Group.

Solocal is committed to continuing its business relations with Mappy over three years as from 2020.

Other commitments received

The other significant off-balance-sheet commitments received are as follows:

Contractual obligations (in thousand of euros)	As at 31/12/2022				As at 31/12/2021 Total
	Payments due per period				
	Total	Less than 1 year	In 1 to 5 years	In more than 5 years	
Operation leases – lessor	0	0	0	0	923
Other services	132,017	108,918	23,099	0	156,173
TOTAL	132,017	108,918	23,099	0	175,224

Other services cover the portion of the order book still to be recognised as revenue and not yet invoiced.

NOTE 17. Events after the 31 December 22 year-end

The annual consolidated financial statements at 31 December 2022 were approved by the Board of Directors during its meeting on 26 April 2023. There are no material

events to report between the balance sheet date and the Board of Directors meeting date.

NOTE 18. **Scope of consolidation**

Entities	Country	As at 31/12/2022		As at 31/12/2021	
		Interest	Voting rights	Interest	Voting rights
Solocal Group (consolidante)	France	100%	100%	100%	100%
Solocal SA	France	100%	100%	100%	100%
SOMS	France	100%	100%	100%	100%
Leadformance	France	100%	100%	100%	100%
Effilab	France	100%	100%	100%	100%
PagesJaunes Outremer	France	100%	100%	100%	100%
GIE	France	100%	100%	100%	100%
PagesJaunes Finance & Co	Luxemburg	0%	0%	100%	100%
Yelster Digital	Austria	100%	100%	100%	100%
Orbit Interactive	Morocco	100%	100%	100%	100%
Solocal Interactive	Rodrigues	100%	100%	100%	100%

NOTE 19. **Auditors' fees**

(amounts in thousand of euros)	Beas/Deloitte et Associés				Auditex/Ernst & Young			
	Amount		In % of fees		Amount		In % of fees	
	2022	2021	2022	2021	2022	2021	2022	2021
Certification of individual and consolidated accounts and limited review	440	456	99%	98%	410	412	100%	99%
– Including Solocal Group	156	176	35%	38%	156	168	38%	40%
– Including fully consolidated subsidiaries	284	280	64%	60%	254	244	62%	59%
Other services excluding certification of accounts	4	7	1%	2%	-	3	0%	1%
Including Solocal Group	4	7	1%	2%	-	3	0%	1%
Including fully consolidated subsidiaries	-	-	0%	0%	-	-	0%	0%
TOTAL	444	463	100%	100%	410	415	100%	100%

Services other than the certification of accounts represent, for Deloitte as well as Auditex/Ernst & Young, an attestation and a report provided for in the legislative and regulatory instruments.

5.2.7 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 picture 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 period, of their impact on the accounts 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, 26 April 2023

Hervé Milcent

Chief Executive Officer

5.2.8 STATUTORY AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

To the General Shareholders' Meeting of Solocal Group,

Opinion

In compliance with the engagement entrusted to us by your General Shareholders' Meeting, we have audited the accompanying consolidated financial statements of Solocal Group for the year ended 31 December 2022.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the

financial position of the Group as of 31 December 2022 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The opinion expressed above is consistent with our report to the Audit Committee.

Basis for opinion

Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the section of our report headed "Responsibilities of the Statutory Auditors for the audit of the consolidated financial statements".

Independence

We conducted our audit in compliance with the independence rules provided for in the French Commercial Code (Code de commerce) and in the French Code of Ethics (Code de déontologie) for statutory auditors for the period from 1 January 2022 to the issue date of our report, and, in particular, we did not provide any services prohibited by Article 5(1) of Regulation (EU) 537/2014.

Material uncertainty related to going concern

Without qualifying the audit opinion expressed above, we draw your attention to the material uncertainty related to events or conditions that may cast doubt on the Company's

ability to continue as a going concern described in Note 1.5 "Going concern" to the consolidated financial statements.

Justification of assessments – Key audit matters

In accordance with Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to the justification of our assessments, in addition to the matter described in the section headed "Material uncertainty related to going concern", we bring to your attention the key audit matters relating to the risks of material misstatement which, in our professional judgement, were of most significance for the audit of the consolidated financial statements for the period, together with our responses to those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon. We do not provide a separate opinion on specific elements of the consolidated financial statements.

Revenue recognition

Identified risk	<p>The Group's activities are characterised by numerous, regularly changing commercial offers and a significant amount of data processing. These offers are grouped into two broad service categories:</p> <ul style="list-style-type: none"> ● websites that are developed and made available to customers for contractual periods of twelve or twenty-four months; ● products related to digital services, such as presence or digital advertising services, offered for renewable periods of twelve or twenty-four months, and digital advertising offers corresponding to one-off services or campaigns. <p>The revenue recognition principles for these products, as set out in Note 5.1 "Revenue" to the consolidated financial statements, vary according to the nature of the products or services sold.</p> <p>Depending on the category, one or two performance obligations are identified:</p> <ul style="list-style-type: none"> ● for all offers in the "Digital services (non-website)" category, the application of IFRS 15 – "Revenue from Contracts with Customers" leads to revenue recognition on a straight-line basis over the lifetime of the contracts as the transfer of control of the services is continuous; ● two separate performance obligations are observed for the "Websites" category: <ul style="list-style-type: none"> – design of the intellectual content over the design period (between 30 and 120 days depending on the product). Revenue from this obligation is recognised over the duration of the design period starting from the date of sale, i.e. from the start of the creation of the site (recognition on a percentage of completion basis), – provision and updating of the site during the contractual hosting period of between twelve and twenty-four months. Revenue from this obligation is recognised over the duration of the contractual hosting period starting from the date of delivery of the site to the customer. <p>In view of the volume of transactions processed and the significance of automated processing in revenue recognition, we considered revenue recognition to be a key audit matter.</p>
Treatment of the key audit matter during the audit	<p>We reviewed the revenue recognition process, from order entry to invoicing, receipt of payments and the posting of adjusting entries at the end of the period.</p> <p>The members of our team included specialists with specific data analysis expertise.</p> <p>Our work included the following:</p> <ul style="list-style-type: none"> ● analysing the consistency between the contractual duration of the main offers and the timing of revenue recognition as set up in the IT systems and the revenue recognition rules under IFRS 15; ● reconciling data from the order entry modules with source documents for a sample of transactions; ● reconciling data from the order entry modules with data from the invoicing modules in order to assess the completeness of the revenue recorded; ● recalculating the revenue for the period from the invoicing module according to the recognition rules set up in the systems.

Specific verifications

In accordance with professional standards applicable in France, we have also performed the specific verifications required by laws and regulations of the information relating to the Group given in the Board of Directors' management report.

We have no matters to report as to the fair presentation of this information or its consistency with the consolidated financial statements.

We attest that the consolidated statement on non-financial performance provided for in Article L. 225-102-1 of the French Commercial Code is included in the information relating to the Group provided in the management report, it being specified that, in accordance with Article L. 823-10 of said

Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained in that statement. This information should be reported on by an independent third party.

Other verifications or information required by laws and regulations

Format for the presentation of consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standards applicable in France relating to the procedures performed by the statutory auditor regarding the annual and consolidated financial statements prepared in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the annual financial report referred to in Article L. 451-1-2, I of the French Monetary and Financial Code (Code monétaire et financier), prepared under the responsibility of the Chairman of the Board of Directors and the Chief Executive Officer, complies with the single electronic format defined in Commission Delegated Regulation (EU) No. 2019/815 of 17 December 2018. As these are consolidated financial statements, our work includes verifying that the mark-up of these financial statements complies with the format defined by the above-mentioned regulation.

Based on our work, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the single European electronic reporting format.

Due to the technical limitations inherent in the block-tagging of consolidated financial statements in accordance with the European single electronic format, the content of certain tags in the notes to the financial statements may not be rendered identically to the accompanying consolidated financial statements.

In addition, it is not our responsibility to verify that the consolidated financial statements actually included by your Company in the annual financial report filed with the AMF correspond to those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as Statutory Auditors of Solocal Group by the General Shareholders' Meeting of 19 October 2016 in the case of Auditex, a member of the Ernst & Young Global Limited network, and by the General Shareholders' Meeting of 2 June 2022 in the case of Deloitte & Associés.

Following a partial contribution of assets by B.E.A.S, a Deloitte network entity, the Solocal Group mandate continued within Deloitte & Associés until its expiry at the General Shareholders' Meeting of 2 June 2022.

As of 31 December 2022, Auditex was in the seventh consecutive year of its engagement and Deloitte & Associés was in its second year.

Deloitte & Associés, B.E.A.S and Ernst & Young Audit previously served as Statutory Auditors for Solocal Group from 2003 to 2015, 2016 to 2020 and 2004 to 2015 respectively, including twelve years, five years and twelve years respectively since the Company's shares were admitted to trading on a regulated market.

Responsibilities of Management and those charged with Governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of consolidated financial statements that comply with International Financial Reporting Standards as adopted in the European Union and for such internal control as it determines is necessary for the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern and for using

the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and, where applicable, internal audit, with respect to the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Responsibilities of the Statutory Auditors for the audit of the consolidated financial statements

Audit objective and approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions taken by users on the basis of these financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code, our statutory audit does not include assurance on the viability of your Company or the quality of the management of your Company's affairs.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgement throughout the audit, and furthermore:

- identifies and assesses the risks of material misstatement in the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures in response to those risks, and obtains audit evidence that the auditor considers to be sufficient and appropriate to provide a basis for his/her opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, falsification, intentional omissions, misrepresentation or the overriding of internal control;
- obtains an understanding of the internal control relevant to the audit in order to design audit procedures that are

appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;

- evaluates the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Management and the related disclosures in the consolidated financial statements;
- assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may cast doubt on the Company's ability to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, attention must be drawn in the audit report to the relevant disclosures in the consolidated financial statements, or, if such disclosures are not provided or are inadequate, a qualified opinion or adverse opinion must be issued;
- evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the management, supervision and execution of the audit of the consolidated financial statements as well as the opinion expressed on these statements.

Report to the Audit Committee

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit programme implemented, as well as the results of our audit. We also report significant deficiencies, if any, in internal control that we have identified with respect to the accounting and financial reporting procedures.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgement, were of most significance in the audit of the consolidated financial statements for the period and which are therefore

the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France as set out in particular in Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the French Code of Ethics for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks to our independence and the safeguards applied.

Paris-La Défense, 28 April 2023

DELOITTE & ASSOCIÉS

Stéphane Rimbeuf

AUDITEX

Member of the Ernst & Young Global Limited network
 Mohamed Mabrouk

5.3 Company financial statements as at 31 December 2022

5.3.1 BALANCE SHEET

Balance sheet at 31 December						
(in thousands of euros)	Notes	Gross	Depreciations, amortisation and provisions	2022 Net	2021 Net	Change
Assets						
Intangible fixed assets	5.1	424	(424)	0	-	-
Tangible fixed assets	5.1	17,399	(11,363)	6,036	7,721	(1,685)
Participating interests and other investments	5.2	3,005,592	(2,891,173)	114,419	671,900	(557,481)
Receivables from participating interests	5.2	-	-	0	-	-
Other financial fixed assets		5,609	-	5,609	5,599	11
TOTAL FIXED ASSETS		3,029,025	(2,902,960)	126,065	685,220	(559,155)
Advances and payments on account		718		718	404	313
Trade debtors	5.3	336		336	269	67
Tax and social security receivables	5.3	5,950		5,950	8,641	(2,691)
Amounts owed by subsidiaries (tax consolidation)	5.10	401		401	2,378	(1,977)
Subsidiaries' current accounts	5.4	197,274	(11,332)	185,942	193,428	(7,486)
Sundry receivables		19		19	0	19
Short-term investments and treasury shares	5.4	380	(97)	283	377	(94)
Cash and cash equivalents	5.4	30,153		30,153	32,267	(2,114)
Prepaid expenses	5.3	4,409		4,409	4,607	(198)
PREPAYMENTS TOTAL CURRENT ASSETS		239,640	(11,429)	228,211	242,372	(14,160)
Bond redemption premium		860		860	1,248	(388)
TOTAL ASSETS		3,269,525	(2,914,388)	355,137	928,840	(573,703)

Balance sheet at 31 December

<i>(in thousands of euros)</i>	Notes	Gross	Depreciations, amortisation and provisions	2022 Net	2021 Net	Change
Liabilities						
Capital				131,907	131,694	212
Issue premium				1,026,285	1,024,270	2,016
Statutory reserve				5,824	5,824	-
Other reserves				37,852	38,043	(191)
Retained profit or loss				(613,655)	(603,770)	(9,885)
Profit or loss for the period				(558,089)	(9,885)	(548,204)
Tax-related provisions				1,215	1,215	-
SHAREHOLDERS' EQUITY	5.5			31,341	587,393	(556,052)
Provisions for risks and charges				105	280	(175)
PROVISION FOR RISKS AND CHARGES	5.7			105	280	(175)
Financial liabilities	5.8			296,218	310,491	(14,273)
Bank loans				34,000	44,000	(10,000)
Borrowings and other financial liabilities				196,274	198,186	(1,913)
Subsidiaries' current accounts				65,944	68,304	(2,360)
Operating liabilities				26,048	29,597	(3,550)
Trade creditors and related accounts				24,481	28,744	(4,264)
Tax and social security payable	5.9			1,567	853	714
Other debts				1,425	1,079	346
Amounts owed to subsidiaries (tax consolidation)	5.10			1,316	972	351
Sundry payables				109	107	2
TOTAL DEBT				323,691	341,167	(17,477)
TOTAL LIABILITIES				355,137	928,840	(573,703)

5.3.2 INCOME STATEMENT

(in thousands of euros)	Notes	income statement		
		2022	2021	Change
Revenue	5.11	16,383	15,910	473
Reversals of provisions and transfers of expenses		-	54	(54)
Other income		0	1	(1)
Operating income		16,383	15,965	419
Purchases and provision of services		190	1,461	(1,271)
Purchases of materials and supplies not stocked		56	58	(2)
External services		16,414	15,356	1,058
Other external services		4,950	4,886	64
Taxes, duties and similar payments		1,541	1,554	(13)
Salaries		774	764	10
Social charges		352	397	(45)
Other expenses		565	523	42
Depreciation and amortisation and transfers to provisions for current assets		1,711	1,709	2
Transfers to provisions for risks and charges		70	35	35
Operating expenses	5.12	26,624	26,743	(119)
OPERATING INCOME		(10,241)	(10,779)	538
Income from participating interests – dividend		21,714	14,047	7,668
Financial income from short-term investments and loans		2,400	195	2,204
Other financial income		-	-	-
Reversals of provisions		-	-	-
Realised exchange gains		-	0	(0)
Financial income		24,114	14,242	9,872
Interest and similar expenses		18,430	17,549	882
Other financial expenses		170	114	56
Transfers to provisions		561,395	8,847	552,548
Realised exchange losses		(90)	90	(179)
Financial expenses		579,906	26,600	553,306
FINANCIAL INCOME	5.13	(555,792)	(12,357)	(543,434)
INCOME BEFORE EXCEPTIONAL ITEMS AND TAXES		(566,032)	(23,136)	(542,896)
Exceptional income from operations		-	-	-
Exceptional income from capital transactions		-	-	-
Reversal of provisions and transfers of expenses		842	1,691	(849)
Exceptional income		842	1,691	(849)
Exceptional expenses from operations		189	901	(712)
Exceptional expenses from capital transactions		-	57	(57)
Depreciation and amortisation and transfers to provisions		-	207	(207)
Exceptional expenses		189	1,164	(975)
OTHER ITEMS	5.14	653	527	126
Legal employee profit-sharing		-	-	-
Profits tax (+ income/- expense)	5.10	7,290	12,724	(5,434)
NET INCOME		(558,089)	(9,885)	(548,204)

5.3.3 APPENDIX

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NOTE 1. Description of the business

Solocal Group is a holding company. As such, it owns subsidiaries that specialise in offering digital services and solutions to its customers in order to raise their visibility by creating and updating the best professional and personalised local content for users.

The financial statements detailed below cover a period of 12 months from 1 January 2022 to 31 December 2022.

NOTE 2. Highlights

The key highlights of 2022 were as follows:

- **partial repayment of the RCF on 30 September 2022 amounting to €10 million.** Solocal Group allocated €10 million in cash as partial amortisation of the loan agreement codenamed Super Senior Facility Agreement (referred to as the "RCF");
- the outstanding nominal value at the end of 2022 is €34 million.

In a context of early 2023, which is marked by inflationary pressures and difficulties in retaining VSE/SME customers in an uncertain environment, the Group expects **revenue in the coming quarters to be in line with the revenue of the first**

quarter of 2023 (€93.3 million), below 2022. In 2023, the Group will continue cost control efforts to maintain an EBITDA margin between 20% and 25%. Beyond market conditions, the Group will be impacted by the full-year effect of the sales force increase implemented in 2022, the impact of the communication campaign broadcast in 2023 and an expected slightly unfavorable product mix. Finally, the Group will focus on productivity of the sales force and improving customer satisfaction in order to limit the churn. Company recorded an impairment of the securities of additional stake of €557 million.

NOTE 3. Going concern

In view of Solocal's cash forecast for the next 12 months, the 2022 consolidated and annual financial statements were prepared on a going concern basis. As at 31 December 2022, the Group's cash position amounted to €70.8 million. Solocal calls attention to the maturity of its debt and the risks associated with the refinancing thereof. In effect, there are two main maturity dates for the debt: €34 million is due at the end of September 2023 on the RCF debt and €195 million is due in March 2025 on the bond debt. Solocal's cost structure is mainly fixed (gross margin rate: around 90%). Group's financial performance and ability to generate cash are highly dependent on commercial performance (acquisition and retention of existing customers) and

customers' economic environment. Solocal therefore considers that the refinancing risk factor described in section 2.5 "Financial risks" of Solocal's, has increased. This situation creates a material uncertainty regarding the going concern status. If the Group was unable to meet or, if necessary, renegotiate these repayments, it might no longer be able to realise its assets and settle its liabilities in the normal course of business. In this context, the Group is working on different options and deploying an offensive strategy to win new customers while developing its existing customer base and by introducing specific measures to reduce the level of churn.

NOTE 4. Accounting methods and principles

Solocal Group's annual financial statements were prepared under the authority of the Chairman and CEO, and approved by the Board of Directors on 26 April 2023.

Solocal Group's annual financial statements were prepared pursuant to the legal and regulatory provisions applicable in France, and in compliance with ANC Regulation 2014-03, which has been updated by all regulations that subsequently amended it, on the understanding that the presentation of the balance sheet and income statement has been tailored to reflect the Company's holding activities.

The accounting conventions have been applied in compliance with the principle of prudence in accordance with the basic assumptions of continuing operation, permanence of accounting methods from one year to the next and independence of financial years, in accordance with the general rules for the preparation and presentation of financial statements.

The method primarily used for valuing items recorded in the accounts is the historical cost method.

NOTE 5. Additional information relating to the balance sheet and income statement

5.1 Intangible and tangible assets

Intangible fixed assets comprise computer software, which is amortised on a pro rata basis over three years.

Tangible assets comprise office equipment and furniture, depreciated over 10 years, computer equipment over 3 years, and assets under construction.

The change in intangible and tangible assets is analysed as follows:

Gross	31 December 2021	Acquisition	Decrease	31 December 2022
Software	424	-	-	424
Fixtures	13,097	-	-	13,097
Computer equipment	158	-	-	158
Furniture	4,087	-	-	4,087
Current fixed assets	30	26	-	57
GROSS TOTAL	17,797	26	-	17,824
Amortisation	31 December 2021	Allowances	Reversals	31 December 2022
Software	424	-	-	424
Fixtures	7,210	1,303	-	8,513
Computer equipment	151	2	-	152
Furniture	2,291	407	-	2,697
TOTAL AMORTISATION	10,076	1,711	-	11,787
Net	31 December 2021			31 December 2022
Software			-	-
Fixtures			5,887	4,584
Computer equipment			8	6
Furniture			1,797	1,390
Current fixed assets			30	57
TOTAL NET			7,721	6,036

5.2 Investments in and loans to participating interests

Equity interests are stated at the historical cost of acquisition by Solocal Group, which includes any expenses directly attributable to the transaction.

A provision for impairment is recognised if this value exceeds the value in use as assessed by the Management of Solocal Group on the basis of various criteria such as the market value, the prospects for development and profitability and shareholders' equity, taking into account the specific nature of each participating interest.

Where the value in use is determined on the basis of discounted cash flows adjusted for net debt, the latter are determined as follows:

- the cash flows are those of the 2023 budget and forecast deriving from such budget for 2024;
- beyond this horizon, flows are considered stable;

- the terminal flow is determined on the basis of the 2027 flow extrapolated by applying a perpetual growth rate;
- commercial performance (acquisition and retention of customers) and the economic environment in which its customers evolve is key to the Group's ability to generate cash;
- the cash flow is discounted at a rate appropriate to the nature of the Group's activities.

In terms of sensitivity, an increase of 100 basis points in the discount rate, a decrease of 100 basis points in the perpetual growth rate or a decrease of 1% in the final year margin of the business plans would not lead to the recognition of an impairment.

The change in investments in and loans to participating interests is analysed as follows:

(in thousands of euros)	Year ended 31 December				
	2022			2021	
	% interest	Value Gross	Provision	Net book value	Net book value
Participating interests					
Solocal SA	100%	2,937,063	(2,715,789)	221,274	650,605
Solocal Marketing Services	100%	7,275	-	7,275	7,275
Yelster digital	100%	14,997	(14,100)	897	897
Solocal Outre-mer	100%	76	-	76	76
Cristallerie 5	100%	20	-	20	20
Effilab	100%	20,532	(12,434)	8,099	12,700
Leadformance	100%	25,301	(25,301)	(0)	(0)
Orbit Interactive	100%	76	-	76	76
GIE Solocal	15.75%	2	-	2	2
Alliance Gravity	11%	250	-	250	250
TOTAL		3,005,592	(2,767,624)	237,968	671,900
TOTAL		-	-	-	-
TOTAL PARTICIPATING INTERESTS AND OTHER INVESTMENTS		3,005,592	(2,767,624)	237,968	671,900

In 2021, Leadformance shares were fully depreciated for an amount of €2.4 million.

In 2022, the following impairments of participating shares have been recorded:

- the shares of Solocal SA have been impaired by €552.9 million, bringing their net book value to €97.7 million;

- the shares of Effilab have been impaired by €4.6 million, bringing their net book value to €8.1 million.

5.3 Trade receivables, impairment of receivables and sundry receivables

<i>(in thousands of euros)</i>	Year ended 31 December	
	2022	2021
Gross trade debtors	336	269
Impairment	-	-
NET TRADE DEBTORS	336	269

These receivables include those associated with services invoiced by Solocal Group to its subsidiaries, as well as re-invoicing of premises.

All trade debtors and sundry receivables are due within less than one year.

Tax receivables and social at €5.9 million in 2022, compared to €8.6 million in 2021. These receivables include VAT on invoices (€4.4 million) and income tax (€1.6 million).

In 2022, prepaid expenses amounted to €4.4 million. They mainly consist of rents for the first quarter of 2023 (counterparty accounted in trade payables).

5.4 Cash and cash equivalents, short-term investments, current accounts and financial liabilities

The cash and cash equivalents as at 31 December 2022 comprise immediately available liquidities and short-term investments maturing within three months of their acquisition date.

A provision is recognised in respect of treasury shares on the basis of the average price over the final month of the financial year.

<i>(in thousands of euros)</i>	Year ended 31 December	
	2022	2021
Net current asset accounts	185,942	193,428
Own shares	380	377
Actions propres – provision	(97)	-
Cash and cash equivalents	30,153	32,267
Bond redemption premium	860	1,248
Cash and cash equivalents, short-term investments and current accounts	217,239	227,319
Revolving credit line drawn (RCF)	34,000	44,000
SUB-TOTAL OF BORROWINGS AND FINANCIAL LIABILITIES WITH CREDIT INSTITUTIONS	34,000	44,000
Borrowings from and financial liabilities to Group companies	48	48
MCB convertible bond	-	2,037
Non-convertible bonds	195,433	187,881
Accrued interest not yet due on non-convertible bonds	792	8,221
SUB-TOTAL OF BORROWINGS AND FINANCIAL LIABILITIES	196,274	198,186
Current liability accounts	65,944	68,304
GROSS FINANCIAL DEBT	296,218	310,491
<i>Due in less than one year</i>	<i>100,784</i>	<i>81,573</i>
<i>Due in more than one year</i>	<i>195,433</i>	<i>228,918</i>
NET CASH (DEBT)	(78,979)	(83,171)
Financial liabilities	296,218	310,491
Bank loans	34,000	44,000
Borrowings and other financial liabilities	196,274	198,186
Subsidiaries' current accounts	65,944	68,304
Bank account overdrafts	-	-
Subsidiaries' current accounts	(185,942)	(193,428)
Short-term investments and treasury shares	(283)	(377)
Cash and cash equivalents	(30,153)	(32,267)
Bond redemption premium	(860)	(1,248)
NET CASH ON BALANCE SHEET	(78,979)	(83,171)

Non-convertible bonds (“The Bond”)

Following the realisation of the financial restructuring in 2020, the par value of the Group’s residual gross debt was reduced to €168.4 million, redeveloped in the form of issuing bonds for 334,125,321 euros of a face value of €0.5041647472146 each for which the settlement-delivery took place on 5 October 2020, reserved for creditors under the Credit Agreement, and of which the main details are as follows (starting on 1 October 2020).

At the end of 2022, the par value amounts to €176.7 million following the capitalisation of interest.

Interest:

- Euribor with Euribor 3-month rate floored at 1% +7% spread payable in arrears on a quarterly basis on 15 March, 15 June, 15 September and 15 December, all in cash;
- late payment interest: 1% increase in interest rate applicable.

Financial commitments:

- the Consolidated Net Leverage Ratio (Consolidated Leverage/Consolidated EBITDA) must be less than 3.5:1;
- the interest hedging ratio (Consolidated EBITDA/Consolidated Net Interest Expense), must be greater than 3.0:1;
- and if the Consolidated Net Leverage Ratio exceeds, on 31 December of the preceding year, 1.5:1, investment expense (excluding growth operations) (Capital Expenditure) concerning Solocal Group and its Subsidiaries are limited to 10% of consolidated revenue of Solocal Group and its Subsidiaries.

Maturity date: 15 March 2025.

Listing: listing on the official listing of the Luxembourg Stock Exchange and admission for trading on the Euro MTF market.

Early repayment or repurchasing:

Solocal Group can at any time and in several times, reimburse all or a portion of the Bonds at a reimbursement price equal to 100% of the principal amount plus, during a period of 2.5 years, an early repayment penalty referred to as non-call corresponding to the interest due ranging from 6 August 2020 to 6 February 2023).

Moreover, the Bonds must be the object of a mandatory early reimbursement (subject to certain exceptions) entirely or in part, in the case of the occurrence of certain events, such as a Change of Control, Assets Sale or Net Debt Proceeds or Net Receivables Proceeds. Compulsory early

repayments are equally foreseen via funds from a percentage of excess cash flows, in relation to the Consolidated Net Leverage Ratio of the Company.

The Terms & Conditions of the Notes moreover contain certain prohibitions, which prohibit Solocal Group and its Subsidiaries, apart from certain exceptions, in particular to:

- take on additional financial debt;
- give pledges;
- proceed with payment of dividends or carry out distributions to shareholders; by derogation the payment of dividends or distributions to shareholders are permitted if the Consolidated Net Leverage Ratio does not exceed 1.0:1.

The bond loan is indirectly guaranteed by a pledge of the securities of Solocal SA held by Solocal Group.

Mini Bond:

Following the adoption of the Amended Safeguard Plan and of the approval of a conciliation protocol by the Tribunal de commerce of Nanterre, Solocal Group on 14 August 2020 issued a bond loan for a total amount in principle of 17,777,777 euros, carried out with a discount of 10% for a subscription amount of about €16 million.

At the end of 2022, the nominal value amounts to €18.7 million following the capitalisation of interest.

The bonds, with a nominal value of one (1) euro, have essentially the same characteristics as Bond. The main terms include in particular:

Interest:

- Euribor with Euribor 3-month rate floored at 1% +7% spread payable entirely in cash, on a quarterly basis on 15 March, 15 June, 15 September and 15 December.
- **Maturity:** 15 March 2025.
- **Listing:** listing on Euronext.

The amounts owed in terms of these bonds are guaranteed by a fifth-rank securities account pledge concerning the securities issued by Solocal SA held by Solocal Group.

A revolving credit facility of €15 million was signed in February 2020 with two banking partners. The Company worked on increasing this credit facility, which increased by 25 million on 12 July 2020, then 10 million on 6 December 2020 reaching 50 million. This revolving credit facility was fully drawn down and repaid in the amount of €16 million.

The outstanding amount due is €34 million.

This RCF remains identical in amount, however its particulars are modified:

- **Interest:** Euribor floor 0% + margin.
- **Facility fee:** 3.5% annual payable on 15 September 2021, 30 September 2022, 30 September 2023.
- **Margin:** 5%.
- **Maturity:** 29 September 2023.

- **Amortization:**

- September 2023: Reimbursement of the residual debt in cash or shares for a variable number of equity instruments for Solocal. If Solocal were to reimburse all or part of the residual balance of the RCF in shares, each creditor can choose to extend the maturity by one year in order to be reimbursed in cash in September 2024. In this case, Solocal would amortize RCF for an amount between €5 million and €10 million in cash and/or shares.

Statement of due dates of receivables

All the net receivables associated with the current accounts (€185.9 million) are due in more than one year.

(in thousands of euros)	Year ending 31 December 2022		
	Gross amount	Up to 1 year	More than 1 year
Bond redemption premium	860	860	-
SUBTOTAL FINANCIAL RECEIVABLES	860	860	-
Current accounts	185,942	-	185,942
Receivables	336	336	-
Tax and social receivables	5,950	5,950	-
Receivables from subsidiaries	401	401	-
Others receivables	19	19	-
TOTAL	193,508	7,566	185,942

5.5 Issued capital and change in shareholders' equity

Share capital

The social capital of Solocal Group is comprised of 131,906,654 shares with a par value of 1 euro each, giving a total amount of 131,906,654 euros.

Date	Description	Number of shares	Unit value	Capital (in euros)
31 décembre 2022	Capital social en fin de l'exercice	131,906,654	1.00	131,906,654
31 décembre 2021	Capital social en fin de l'exercice	131,694,468	1.00	131,694,468
31 décembre 2020	Capital social en fin de l'exercice	129,505,837	1.00	129,505,837

Change in the shareholders' equity

The change in the shareholders' equity of Solocal Group in the 2022 financial year is as follows:

(in thousands of euros)	Number of shares	Share capital	Issue premium	Statutory reserve	Other reserves	Retained profit or loss	Income	Tax-related provisions	Shareholders' equity
As at 31 December 2021	131,694,468	131,694	1,024,270	5,824	38,043	(603,770)	(9,885)	1,215	587,393
Capital increase	190,800	191	-	-	(191)	-	-	-	-
MCB conversion	21,386	21	2,016	-	-	-	-	-	2,037
Offer for employees only	-	-	-	-	-	-	-	-	-
Free shares	-	-	-	-	-	-	-	-	-
Appropriation of income	-	-	-	-	-	(9,885)	9,885	-	-
2021 result	-	-	-	-	-	-	(558,089)	-	(558,089)
Allowance for tax-related provisions	-	-	-	-	-	-	-	-	-
AS AT 31 DECEMBER 2022	131,906,654	131,907	1,026,285	5,824	37,852	(613,655)	(558,089)	1,215	31,341

During the financial year, Solocal Group's issued capital rose from €131.7 million in 2021 to €131.9 million (for 131,906,654 shares) in 2022.

This capital increase is linked to the conversions of MCBs for €21,386, and the incorporation of reserves for €190,800 by issuing 190,800 new shares with a unit nominal value of one euro.

5.6 Stock options and free shares

Stock options

No stock option plans have been granted by Solocal Group or by any of its subsidiaries over the last two years.

Free shares

2019 plan

In 2019, the shareholders of Solocal Group, in a mixed General Meeting on 11 April 2019, authorised the Board of Directors to grant free shares to all employees in the French entities of the Solocal Group within the meaning of Articles L. 225-197-1 and following of the Commercial Code. This authorisation limits the maximum number of free shares that can be granted to 400,000. Under this plan for all, the attribution of free shares is restricted to employees who have been with the Company for at least one year. No so-called lock-up period will be imposed on beneficiaries.

Furthermore, in the mixed General Meeting on 11 April 2019, the shareholders of Solocal Group also authorised the Board of Directors to grant performance shares to certain executives and employees of the Company and the companies linked to it within the meaning of Articles L. 225-197-1 and following of the Commercial Code. This authorisation limits the maximum number of

performance shares that can be granted free of charge to 5,500,000 Company shares, of which a maximum of 1,500,000 shares for the Chief Executive Officer.

Under this plan, 5,345,000 performance shares were granted to 96 beneficiaries, including 1,500,000 performance shares to the Chief Executive Officer. Under this plan, these performance shares will only be definitively acquired after a so-called vesting period of three years. No so-called lock-up period will be imposed on beneficiaries.

The definitive attribution of the shares will be subject to a condition of presence in the Company and a performance condition which will be based on the extent to which an objective is achieved concerning the Free Cash Flow aggregate and the Company's share price.

The Chief Executive Officer and the members of the Executive Committee will be obliged to keep at least 30% of the shares definitively granted to them, and this until they cease being a Member of the Comex or Chief Executive Officer of the Company.

2021 plan

In 2021, the shareholders of Solocal Group, in a Combined General Meeting on 27 November 2020, authorised the Board of Directors to implement a performance shares plan within the meaning of Articles L. 225-197-1 and following of the Commercial Code, in favour of certain executives and employees of the Company and those companies linked to it.

This authorisation limits the maximum number of performance shares that can be granted free of charge under this plan to 1,295,087 Company shares, of which a maximum of 431,695 shares for the Company's corporate officers.

Under this plan, 1,066,000 performance shares were granted to 64 beneficiaries on 2 June 2021, including 275,000 performance shares to the Chief Executive Officer. Under this plan, these performance shares will only be definitively acquired after a so-called vesting period of three years. No so-called lock-up period will be imposed on beneficiaries.

The definitive attribution of the shares will be subject to a condition of presence in the Company and a performance condition which will be based on the extent to which an objective is achieved concerning the Free Cash Flow aggregate and the Company's share price.

2022 plan

The shareholders of Solocal Group, meeting at the Combined General Shareholders' Meeting of 3 June 2021, authorised the Board of Directors to set up, in favour of certain senior executives and employees of the Company and affiliated companies, a performance share plan as defined in Articles L. 225-197-1 et seq. of the French Commercial Code.

Under this authorisation, the maximum number of performance shares that may be granted free of charge is 987,708 Company shares.

On 26 April 2022, 797,500 performance shares were granted to 30 beneficiaries under this plan, including 370,000 under the "non-CEO" LTI Plan, 230,000 under the "Executive Committee" LTI Plan and 197,500 under the "CEO" LTI Plan.

On 25 October 2022, the Board of Directors approved an allotment of 90,000 shares to two beneficiaries.

For all of these plans, the performance condition is assessed over a reference period of three years and based on two criteria:

- an off-market criterion: the level of achievement of the free cash flow target during the Reference Period;
- a market criterion: the change in Solocal's share price during the Reference Period.

5.7 Provisions for risks and charges

In 2022, no provision for end-of-career and long-service awards was recorded in the accounts since the Company's headcount only comprises a corporate officer.

The other provisions for risks are based on the best possible estimate of the risk incurred by Solocal Group.

At 31 December 2022, these provisions amounted to €0.1 million.

5.8 Debt maturity schedule

<i>(in thousands of euros)</i>	Year ending 31 December 2022		
	Gross amount	Up to 1 year	More than 1 year
Bank loans	34,000	34,000	-
Debt relating to future receivables ceded CICE	-	-	-
ICNE CICE	792	792	-
Borrowings and financial debts from Group companies	48	48	-
MCB convertible bond	-	-	-
Non-convertible bonds	195,433	-	195,433
SUB-TOTAL OF BORROWINGS AND FINANCIAL LIABILITIES	230,274	34,840	195,433
Current accounts	65,944	65,944	-
Trade creditors and related accounts	24,481	16,096	8,384
Tax and social security payable	1,567	1,567	-
Amounts owed to subsidiaries (tax consolidation)	1,316	1,316	-
Sundry payables	109	109	-
TOTAL	323,691	119,873	203,818

Trade payables due in more than one year mainly comprise the impact of smoothing of rent-free periods obtained for the Citylights premises at Boulogne-Billancourt, as well as the settlement fees paid in respect of City3.

5.9 Income receivable and charges payable

Income receivable (in thousands of euros)	Year ended 31 December	
	2022	2021
Trade receivables – Invoices to be issued	336	239
Tax and social security receivables – Corporate tax	1,573	3,791
Tax and social security receivables – VAT	3,453	3,951
Sundry receivables – Financial income receivable	-	-
TOTAL	5,362	7,981

Charges payable (in thousands of euros)	Year ended 31 December	
	2022	2021
Financial liabilities – Accrued interest not yet due	2,570	9,999
Trade creditors and related accounts	19,106	23,121
Tax and social security payable – VAT, tax, salaries and social charges	1,567	853
Sundry payables	-	-
TOTAL	23,243	33,972

5.10 Corporate income tax

Tax consolidation

By means of an option dated 3 December 2004, Solocal Group placed itself under the tax regime for groups of companies provided for in Articles 223A et seq. of the General Tax Code for a tacitly renewable five-year period effective from 1 January 2005. Through this option, Solocal Group assumed sole liability for corporate tax on the profits of the whole Group formed by itself and the companies in which it directly or indirectly holds at least 95% of the capital and which have agreed to be members of the Group.

For accounting purposes, Solocal Group recognises:

- under "Tax consolidation current accounts for assets", with matching entry in the income tax account, the tax amount payable by the beneficiary companies that belong to the tax consolidation group;

- under "Tax consolidation current accounts for liabilities", with matching entry in the income tax account, the tax amount payable by the tax consolidation group.

In addition to Solocal Group, which is the controlling company, the tax group comprised six companies as at 31 December 2022. The tax-consolidated subsidiaries are Solocal SA, Solocal Marketing Services, Solocal Outre-mer, Leadformance, Cristallerie 5 and Effilab.

Under the tax consolidation agreement between Solocal Group and its subsidiaries belonging to the tax group, the tax savings are recognised by Solocal Group, the controlling company, as income for the year.

The net corporate income tax receivable in respect of the companies for the 2022 financial year, after charging tax credits, amounted to €1.6 million.

As of December 2022, losses carried back amounted to €1.4 million.

Balance sheet positions

<i>(in thousands of euros)</i>	Year ended 31 December	
	2022	2021
Tax consolidation current accounts – assets	401	2,378
Statement – Corporate tax receivable	1,573	3,791
Tax consolidation current accounts – liabilities	(1,323)	(972)
NET BALANCE SHEET POSITION – ASSET (LIABILITY)	650	5,196
Group corporate tax payable after tax credit	1,573	3,791
GROUP NET CORPORATE TAX DEBT (CREDIT)	1,573	3,791

Tax consolidation current accounts with subsidiaries showed a net debt of €0.9 million at 31 December 2022. This balance reflected the share of 2022 corporate income tax payable

by each of the subsidiaries under the tax consolidation agreements and losses carried back.

Deferred taxation

Relief from future tax liability

(in thousands of euros)

	Gross
Depreciation/amortisation for tax purposes	1,215
Deferrable losses	(1,358)
TOTAL	(143)

5.11 Breakdown of revenues

Revenues amounted to €16.4 million in 2022, compared to €15.9 million in 2021. They were made up as follows:

<i>(in thousands of euros)</i>	Year ended 31 December	
	2022	2021
Assistance to subsidiaries	1,202	1,151
Rebilling of real estate services	15,181	14,760
REVENUES	16,383	15,910

Revenues mainly included real estate services charged to subsidiaries.

5.12 Operating expenses

Personnel costs stood at €1.1 million in 2022 compared to €1.2 million in 2021, with an average headcount of one person in 2022 and one in 2021.

Other operating expenses decreased from €25.6 million in 2021 compared to €25.5 million in 2022.

They consist mainly of depreciation allowances and expenses related to external services.

Solocal Group's operating income for 2022 showed a loss of €10.2 million, reflecting the same trend from 2021 that had equally recorded a loss of €10.8 million.

5.13 Financial performance

<i>(in thousands of euros)</i>	2022	2021
Dividends	21,714	14,047
Other financial income	2,400	195
Reversals of provisions	-	-
FINANCIAL INCOME	24,114	14,242
Interest on borrowings and sundry financial liabilities	18,430	17,549
Other financial expenses	170	114
Transfers to financial provisions	561,395	8,847
Gross value of assigned claims	-	-
Pertes de change	(90)	90
FINANCIAL EXPENSES	579,906	26,600
FINANCIAL INCOME	(555,792)	(12,357)

Financial income stood at €24.1 million in 2022 compared to €14.2 million in 2021. It mainly comprised dividends received from Solocal Marketing Services SA in the amount of €21.7 million.

Financial expenses mainly included €18.4 million in interest, and impairment of securities for €557.5 million.

5.14 Extraordinary income

<i>(in thousands of euros)</i>	Year ended 31 December	
	2022	2021
Income from disposal	-	-
Reversal of provision and impairments	245	515
Other income	597	1,176
EXCEPTIONAL INCOME	842	1,691
Net book value of assigned assets	-	57
Depreciation/amortisation for tax purposes	-	4
Allowances for exceptional provisions	-	203
Other expenses	189	901
EXCEPTIONAL EXPENSES	189	1,164
OTHER ITEMS	653	527

Extraordinary profits stood at €0.6 million in 2022 compared to €0.5 million in 2021.

Extraordinary income amounted to €0.8 million, related to the subletting of offices, as well as a reversal of provision related to these same offices for €0.2 million.

Extraordinary expenses amounted to €0.2 million in 2022, composed of the classification of the property charges for Citylight 3 as extraordinary income

NOTE 6. Others

6.1 Off-balance-sheet commitments**Pledge of securities**

Bond loans are directly guaranteed by a pledge of Solocal SA securities held by Solocal Group.

The Company has also undertaken to pledge to the lending banks a financial instrument account relating to the securities of any subsidiary which becomes a material subsidiary according to the criteria laid down in the bond indenture, as collateral in respect of all sums owed by the Company (including principal, interest, commission, charges and ancillary costs).

Solocal Group undertakes not to request reimbursement of the current account of its subsidiaries in the next 12 months

Leases

Solocal Group subscribed to commercial lease contracts with two separate investors, for premises located in the towers of a real estate complex known as Citylights, located in Boulogne-Billancourt.

The lease contracts were irrevocably signed for a firm period of 10 years, as Solocal Group has waived its 3-year termination right until the end of the firm period of the lease contracts. The leases came into force on 9 May 2016 and shall expire on 8 May 2026.

6.3 Workforce

Average full-time equivalents	2022	2021
Managerial staff	1.0	1.0
Employees	-	-
TOTAL	1.0	1.0

6.4 Events subsequent to the closing date

None.

On 31 December 2019, Solocal Group signed an agreement with the lessor of Citylights to terminate the lease for the unoccupied premises. As a result, the premises leased by Solocal Group on behalf of its entities have a surface area of 30,489 m², for a total commitment for these two contracts amounting to €39.2 million (excluding expenses and rent indexing) as at 31 December 2022. Almost all of this space is re-invoiced to the Group's subsidiaries as real estate services.

Security deposits for an amount of €3.6 million were paid subsequent to moving into the premises at Boulogne-Billancourt.

Since 2021, the Company sublet part of the premises to OPCO.

6.2 Directors' fees and remuneration of corporate officers

Directors' fees amounted to €0.5 million for 2022 and €0.5 million for 2021.

The gross remuneration paid to the corporate officer amounted to €1 million in 2022 and €1 million in 2021.

6.5 Table of subsidiaries and participating interests

Subsidiaries and participating interests (in thousands of euros)	Capital	Shareholders' equity excl. capital & before appropriation of income	Share of capital held in %	Carrying value of securities held		Loans & advances granted by the Company, not yet reimbursed (excl. current accounts)	Amount of Guarantees or sureties given by the Company	Revenues of Last financial year ended	Net Income of last financial year ended	Dividends collected by the Company during the financial year	Observations
				Gross	Net						
Detailed information on subsidiaries and participating interests											
1/Subsidiary: >50% held by the Company											
Solocal SA											
204 RPT du Pont de Sèvres 92100 Boulogne-Billancourt SIREN: 444,212,955	881,108	(425,522)	100%	2,937,063	97,726	-	-	334,143	(474,572)	-	
SoMS SA											
25 quai Gallieni 92150 Suresnes SIREN: 422,041,426	7,275	1,034	100%	7,275	7,275	-	-	79,434	19,243	21,714	
Solocal Outre-mer SA											
204 RPT du Pont de Sèvres 92100 Boulogne-Billancourt SIREN: 420,423,477	75	(246)	100%	76	76	-	-	1,901	332	-	
Yelster digital GmbH											
Linke Wienzeile 8, Top 9 1060 Vienna – Austria RCS Vienna: FN 298562 m	44	11,265	100%	14,997	897			3,674	(222)	-	
Orbit Interactive											
Nearchore Park – 1100 boulevard El Qods 11000 Casablanca Sidi Maarouf RC Casablanca: 268969	78	(500)	100%	76	76	-	-	0	(75)	-	
Leadformance SAS											
19 rue du Lac St-André 73375 Le Bourget-du-Lac SIREN: 440,743,763	8,250	(14,773)	100%	25,301	0		-	1,176	(3,018)	-	
Effilab											
204 RPT du Pont de Sèvres 92100 Boulogne-Billancourt SIREN: 531,205,565	2	(51)	100%	20,532	8,099			9,029	878	-	
Cristallerie 5											
204 RPT du Pont de Sèvres 92100 Boulogne-Billancourt SIREN: 809,343,734	20	(15)	100%	20	20			0	0		
Solocal Interactive Ltd											
62, ICT Avenue 1 st Floor The Core Cybercity Ebene – Mauritius Business Registration Number C20170476	1	178	100%	0	0			2,859	41		
2/Participating interests (between 10 and 50%)											
GIE Solocal											
204 RPT du Pont de Sèvres 92100 Boulogne-Billancourt SIREN: 809,343,734	10	0	16%	2	2			0	(16)		
Alliance Gravity Data Media SAS											
10 boulevard de Grenelle 75015 PARIS SIREN: 830,408,803	0	0	11%	250	250			0	0		

5.3.4 BOARD OF DIRECTORS' REPORT TO THE SOLOCAL GROUP ANNUAL GENERAL SHAREHOLDERS' MEETING

Annual financial statements for the financial year ended 31 December 2022

Ladies and gentlemen,

We have called this General Shareholders' Meeting in accordance with the provisions of the law and the Company's Articles of Association to report to you on the Company's activity during the financial year beginning on 1 January 2022 and ending on 31 December 2022 and to submit the annual and consolidated financial statements for that year to you for approval.

I. Highlights of the financial year

Partial repayment of the RCF on 30 September 2022 in the amount of €10 million

Solocal Group allocated €10 million in cash as partial amortisation of the loan agreement codenamed Super Senior Facility Agreement signed on 29 March 2019, and amended on 12 July 2019, 6 October 2020 and 17 December 2020 (referred to as the "RCF").

Impairment of equity interests

Within Solocal Group's equity portfolio, 2022 saw a reduction in the value of the securities of its Solocal SA and Effilab entities.

II. Solocal business activity, key financial figures and presentation of annual financial statements

Solocal Group SA is a holding company. As such, it holds subsidiaries, whose mission is to "reveal local know-how everywhere and boost local revenues of businesses". The Group offers its customers digital services and solutions to increase their visibility and develop their local contacts and creates and updates the best professional local content customised for users.

Operating income

Solocal Group posted revenues of €16.4 million in 2022, compared with €15.9 million in 2021. Most of these revenues come from real estate services billed to subsidiaries.

Operating expenses

Personnel expenses stood at €1.1 million in 2022 compared with €1.2 million in 2021, for an average workforce of one person in both 2022 and 2021.

Other operating expenses decreased from €25.6 million in 2021 to €25.5 million in 2022. They consisted mainly of depreciation allowances and expenses related to external services.

Solocal Group posted an operating loss of €10.2 million in 2022, having posted an operating loss of €10.8 million in 2021.

Financial income

Financial income totalled €24.1 million in 2022, compared with €14.2 million in 2021. It mainly comprised dividends received from Solocal Marketing Services SA in the amount of €21.7 million.

The net financial expense was €555.8 million in 2022, compared with a net financial expense of €12.4 million in 2021. The sharp deterioration in financial income is due to the provision for impairment of Solocal SA securities in the amount of €552.9 million. This impairment follows the revision of cash flow forecasts as mentioned in the notes to the financial statements.

Exceptional income/expenses

Exceptional items produced net income of €0.7 million in 2022 compared with net income of €0.5 million in 2021.

Exceptional income stood at €0.8 million and was related to the subletting of offices, as well as a reversal of provisions for these same offices in the amount of €0.2 million.

Exceptional expenses stood at €0.2 million in 2022 and consisted mainly of property charges for Citylights 3.

Net financial debt

Net financial debt, as defined in our documentation, stands at €171 million as at 31 December 2022 (excluding the impact of IFRS 16), a slight improvement compared with 31 December 2021 (€175 million). It consists of bond issues maturing in 2025 (bonds of €177 million and €19 million respectively), the fully drawn revolving credit facility maturing in September 2023 (€34 million), the Atout loan (€11 million), accrued or capitalising interest (€1 million) and cash (€70.8 million).

The impact of the application of IFRS 16 on net financial debt is an increase of €60 million as at 31 December 2022. This is due to the reclassification of rental commitments as lease liabilities on the statement of financial position.

Net leverage as defined in the documentation for Solocal's 2025 bonds is 1.7x as at 31 December 2022 (to which IFRS 16 does not apply). The ratio of EBITDA to interest expenses, i.e. the Interest Service Coverage Ratio (ISCR) is 4.3x.

The Group complies with the financial covenants stipulated in the bond documentation, with respectively 51% and 44% of headroom.

Corporate income tax

On 3 December 2004, Solocal opted to comply with the rules that apply to tax groups pursuant to Articles 223 A et seq. of the French Tax Code, for a renewable period of five years. In doing so, Solocal made itself solely liable for the corporate income tax on all of the earnings of the tax consolidation group formed by itself and the companies in which it directly or indirectly holds at least 95% of the share capital and which agreed to join this group.

As at 31 December 2022, the subsidiaries included in the tax consolidation group are Solocal SA, Solocal Marketing Services, Solocal Outre-mer, Cristallerie 5, Leadformance and Effilab.

Solocal Group thus recorded tax income of €7.3 million in 2022, mainly from the tax consolidation gain. In 2021, this tax income was €12.7 million.

Net income

Solocal posted a net loss of €434.6 million in 2022, compared with a net loss of €9.9 million in 2021.

It is specified that the losses recorded in the corporate financial statements for the financial year ended 31 December 2022 show an amount of equity less than half of the Company's share capital. However, the provisions of Article L. 225-248 of the French Commercial Code which require that the Extraordinary General Meeting be convened by the Board of Directors within four months following the approval of the accounts in order to decide if there is reason for early dissolution of the Company are not applicable to the Company, which benefits from an accelerated safeguard plan as decreed by the Commercial Court of Nanterre on 9 May 2014, and subsequently modified on two taken over by the same court (respectively on 22 December 2016 and 6 August 2020), and therefore falls within the scope of the exception provided for in the last paragraph of the text of the aforementioned Commercial Code.

In accordance with Article R. 225-102 of the French Commercial Code, a table of our Company's earnings over the last five completed financial years is appended to this report.

Going concern

In view of Solocal's cash forecast for the next 12 months, the 2022 consolidated and annual financial statements were prepared on a going concern basis. As at 31 December 2022, the Group's cash position amounted to €70.8 million. Solocal calls attention to the maturity of its debt and the risks associated with the refinancing thereof. In effect, there are two main maturity dates for the debt: €34 million is due at the end of September 2023 on the RCF debt and €195 million is due in March 2025 on the bond debt. Solocal's cost structure is mainly fixed (gross margin rate: around 90%). Group's financial performance and ability to generate cash are highly dependent on commercial performance (acquisition and retention of existing customers) and customers' economic environment. Solocal therefore considers that the refinancing risk factor described in section 2.5 "Financial risks" of Solocal's, has increased. This situation creates a material uncertainty regarding the going concern status. If the Group was unable to meet or, if necessary, renegotiate these repayments, it might no longer be able to realise its assets and settle its liabilities in the normal course of business. In this context, the Group is working on different options and deploying an offensive strategy to win new customers while developing its existing customer base and by introducing specific measures to reduce the level of churn.

III. Share capital – Breakdown

The table below shows the breakdown of Solocal Group's share capital at 31 December 2022:

	Number of shares	% of share capital	Available voting rights	% of the voting rights
GoldenTree AM	30,616,900	23.2%	30,616,900	23.2%
DNCA Finance ⁽¹⁾	9,186,000	7.0%	9,186,000	7.0%
Melqart AM ⁽²⁾	9,118,600	6.9%	9,118,600	6.9%
Credit Suisse AM	7,684,500	5.8%	7,684,500	5.8%
Public	74,552,004	56.5%	74,831,090	56.8%
Solocal Group employees ⁽³⁾	307,591	0.2%	307,591	0.2%
Treasury shares held ⁽⁴⁾	440,940	0.3%	-	-
TOTAL	131,906,654	100.00%	131,744,800	100.00%

(1) In accordance with the Company's Articles of Association, it is specified that as a result of the securities transactions carried out on 23 February 2023, DNCA Finance crossed below the threshold of 6% of the share capital and voting rights of Solocal Group. DNCA Finance currently holds 7,676,544 shares in Solocal Group under its managed funds.

(2) In accordance with the Company's Articles of Association, it is specified that as a result of the securities transactions carried out on 17 April 2023, Melqart crossed below the threshold of 5% of the share.

(3) As part of the Solocal Group Savings Plan (PEG).

(4) 440,940 treasury shares are held under the liquidity agreement.

No subsidiary of Solocal Group owns any interests in Solocal Group.

IV. Corporate governance report

In accordance with Article L. 225-37 of the French Commercial Code, the corporate governance report is appended to this report.

V. Compensation and benefits in kind granted to Solocal Group corporate officers by Solocal Group

For executive corporate officers

Information on the terms and conditions for applying the variable portion of the Chief Executive Officer's compensation is described in the corporate governance report.

Summary table of the compensation of each executive corporate officer

	2022 financial year		2021 financial year	
	Amounts awarded	Amount paid	Amounts awarded	Amount paid
Philippe Mellier, Chairman of the Board of Directors				
Compensation for his duties as Director, Chairman of the Board of Directors and member of Committees (formerly Directors' fees)	159,000	159,000	75,000 ⁽¹⁾	75,000 ⁽¹⁾
Benefits in kind			-	-
TOTAL	159,000	159,000	75,000	75,000
Hervé Milcent, Chief Executive Officer				
Fixed compensation	450,000	450,000	332,386 ⁽²⁾	332,386 ⁽²⁾
Annual variable compensation	0 ⁽⁴⁾	0 ⁽⁴⁾	203,721 ⁽³⁾	203,721 ⁽³⁾
Exceptional compensation	-	-	-	-
Severance payment	-	-	-	-
Compensation for his duties as Director (formerly Directors' fees)	-	-	-	-
Benefits in kind ⁽⁵⁾	27,415	27,415	30,340	30,340
TOTAL	477,415	477,415	566,447	566,447
TOTAL	636,415	636,415	641,447	641,447

(1) Period from 30 June to 31 December 2021 (Philippe Mellier having been appointed Chairman of the Board of Directors on 30 June 2021).

(2) Period from 6 April to 31 December 2021 (Hervé Milcent having been appointed Chief Executive Officer on 6 April 2021).

(3) Amount approved by the Board of Directors at its meeting of 22 February 2022 on a pro rata basis and on the basis of 62.1% of the Chief Executive Officer's variable compensation. The amount of Hervé Milcent's variable compensation was approved by the General Shareholders' Meeting of 2 June 2022.

(4) Amount approved by the Board of Directors at its meeting of 22 February 2023 on the basis of 0% of the Chief Executive Officer's variable compensation. The amount of Hervé Milcent's variable compensation is subject to the prior approval of the General Shareholders' Meeting of 29 June 2023.

(5) Excluding civil liability insurance, the premium for which is non-individualised.

For non-executive officers

Table of compensation payable for directorships and other compensation received
by non-executive officers

Non-executive officers	Amounts due in 2022*	Amounts due in 2021*
David Amar		
Compensation for his duties as Director	41,200	40,100
Other compensation	-	-
Delphine Grison		
Compensation for her duties as Director	48,766	53,700
Other compensation	-	-
Anne-France Laclide⁽¹⁾		
Compensation for her duties as Director	55,700	55,700
Other compensation	-	-
Marie Christine Levet		
Compensation for her duties as Director	43,600	42,500
Other compensation	-	-
Catherine Robaglia⁽²⁾		
Compensation for her duties as Director	-	-
Other compensation	96,870	97,619
David Eckert⁽⁴⁾		
Compensation for his duties as Director	43,600	42,500
Other compensation	-	-
Paul Russo⁽⁵⁾		
Compensation for his duties as Director	44,100	43,500
Other compensation	-	-
Sophie Sursock		
Compensation for her duties as Director	43,833	43,500
Other compensation	-	-
Bruno Guillemet⁽⁶⁾		
Compensation for his duties as Director	32,792	-
Other compensation	15,708	-

* The amounts shown do not take into account the withholding tax of 30% for foreign tax residents and 21% for French tax residents.

(1) Anne-France Laclide was co-opted at the Board of Directors' meeting of 19 June 2019 and her co-optation was ratified at the General Shareholders' Meeting of 24 July 2020. Anne-France Laclide has resigned with effect from 31 May 2023.

(2) Catherine Robaglia was elected as Director representing employees on 15 October 2020. Compensation payable by a company within the Solocal Group scope of consolidation in accordance with Article L. 233-16 of the French Commercial Code.

(3) David Eckert was co-opted at the Board of Directors' meeting of 2 October 2020 and his co-optation was ratified at the General Shareholders' Meeting of 27 November 2020. David Eckert resigned from his duties as a Director and as a member of the Strategy & Innovation Committee on 31 March 2023.

(4) Paul Russo was co-opted at the Board of Directors' meeting of 2 October 2020 and his co-optation was ratified at the General Shareholders' Meeting of 27 November 2020. Paul Russo resigned from his duties as a Director and as a member of the Audit Committee on 31 March 2023.

(5) Bruno Guillemet was appointed at the General Shareholders' Meeting of 2 June 2022.

The Company has not put in place any specific supplementary retirement plans for its corporate officers.

The Combined General Shareholders' Meeting of 2 June 2022 set the annual amount of directorship compensation allocated to Board members at €547,600 for the current and subsequent financial years and until further decision by a General Shareholders' Meeting.

The rules for allocating this amount between the Directors are adopted, revised and implemented by decision of the Board of Directors based on the recommendations made by the Remuneration and Appointments Committee.

In accordance with the rules adopted by the Board of Directors based on the recommendations made by the Governance Committee, the rules for the allocation of the €547,600 budget are as follows:

- €150,000 for the Chairman;
- equal allocation for the Directors, i.e. €37,700 per annum for each Director, based on the assumption of attendance at all meetings of the Board of Directors and the Committees of which they are members;
- an €18,000 annual lump-sum payment for the Chairman of the Audit Committee;
- a €7,000 annual lump-sum payment for the members of the Audit Committee;

- an €18,000 annual lump-sum payment for the Chairman of the Governance Committee;
- a €7,000 annual lump-sum payment for the members of the Governance Committee;
- an €18,000 annual lump-sum payment for the Chairman of the Strategy and Innovation Committee or any other Committee that the Board may create;
- a €7,000 annual lump-sum payment for the members of the Strategy and Innovation Committee or any other Committee.

With, however, three exceptions:

- prorated allocation for Directors who resigned during the year;
- a reduction in the amount paid for Directors with an attendance rate of less than 85% in a half-year period given the assumption of attendance at all meetings of the Board of Directors and the Committees of which they are members;
- no compensation for internal Directors (Director representing employees, Chief Executive Officer).

As in previous years, the payment of directorship compensation for 2022 was made in two instalments: the first to cover meetings of the Board of Directors and Committees up to 30 June 2022 and the second for meetings held between 1 July 2022 and 31 December 2022.

VI. Solocal Group share subscription or purchase options and performance share allotments

Allotments of share subscription or purchase options

Various share subscription or purchase option plans were set up between 2005 and 2010. These plans are described in the Company's Universal Registration Documents, which can be found on its website solocal.com. There are no ongoing share subscription or purchase option plans.

In accordance with Article L. 225-184 of the French Commercial Code, information on the granting and exercise of Company stock options in 2022 is provided below:

Share subscription or purchase options granted during the 2022 financial year to each executive corporate officer by the issuer or by any Group company

Name of the executive corporate officer	Plan no. and date	Type of option (purchase or subscription)	Valuation of options according to the method used for the consolidated financial statements	Number of options granted during the year	Strike price	Exercise period
Hervé Milcent	-	-	-	-	-	-
Philippe Mellier	-	-	-	-	-	-

Share subscription or purchase options exercised during the 2022 financial year by each executive corporate officer

Name of the executive corporate officer	Plan no. and date	Number of options exercised during the year	Strike price
Hervé Milcent	-	-	-
Philippe Mellier	-	-	-

Share subscription or purchase options granted to and exercised by the top ten non-corporate officer beneficiaries

Share subscription or purchase options granted to and exercised by the top ten non-corporate officer beneficiaries in 2022	Total number of options granted/shares subscribed for or purchased	Average weighted price
Options granted during the year by the issuer and by the companies included in the stock option plan, to the ten employees of the issuer or of the said companies who received the highest number of options (general information)	None	-
Options held in the issuer and in the aforementioned companies that were exercised during the year by the ten employees of the issuer or of the said companies who purchased or subscribed for the highest number of options (general information)	None	-

Allotments of performance shares

Various performance share plans were set up between 2006 and 2021. These plans, which have now ended, are described in the Company's Universal Registration Documents, which can be found on its website solocal.com.

2021 plan

The shareholders of Solocal Group, meeting at the Combined General Shareholders' Meeting of 27 November 2020, authorised the Board of Directors to set up, in favour of certain senior executives and employees of the Company and affiliated companies, a performance share plan as defined in Articles L. 225-197-1 et seq. of the French Commercial Code.

Under this authorisation, the maximum number of performance shares that may be granted free of charge is 1,295,087 Company shares, including a maximum of 431,695 shares for the Company's corporate officers.

On 21 January 2021, 811,000 performance shares were granted to 61 beneficiaries under this plan, including 731,000 under the "Classic" LTI Plan and 80,000 under the "Booster" LTI Plan. On 2 June 2021, the Board of Directors approved an additional allotment of 97,000 performance shares to 13 beneficiaries.

On the same date, the Board of Directors approved an allotment of 10,000 shares to two beneficiaries under the "Classic 2" LTI Plan.

For the "Classic", "Classic 2" and "Booster" LTI Plans, the performance condition is assessed over three years and based on two criteria:

- an off-market criterion: the level of achievement of the free cash flow targets during the Reference Period; and
- a market criterion: the change in Solocal's share price during the Reference Period.

The "Booster" Plan also carries an additional investment condition.

For the "Classic" and "Classic 2" Plans, the two criteria are applied as follows:

- first criterion: 80% of the final award at the end of the plan period will depend on the achievement of the annual free cash flow objectives during the three years of the plan period:
 - vesting of an initial tranche of shares (30% of the total number of shares) on condition that the Company generates €40 million in FCF in 2021,
 - vesting of a second tranche of shares (30% of the total number of shares) on condition that the Company generates €80 million in FCF in 2021,
 - vesting of a third tranche of shares (20% of the total number of shares) on condition that the Company generates €80 million in FCF in 2023;

- (ii) second criterion: 20% of the final award will depend on the Solocal Group share price at the end of the plan period, with a target of €4.41:
- if the share price is greater than or equal to €4.41 at the end of 2023 (based on the average share price over the preceding twenty trading days), all of the shares granted in respect of this criterion will vest,
 - if the share price is less than or equal to €3 at the end of 2023 (based on the average share price over the preceding twenty trading days), no shares granted in respect of this criterion will vest,
 - if the share price is greater than €3 but less than €4.41 at the end of 2023 (based on the average share price over the preceding twenty trading days), the number of performance shares vested in respect of this criterion will be determined on a linear basis between 0% and 20%.

The vesting period is one year for tranche 1, two years for tranche 2 and three years for tranches 3 and 4. The retention period is three years for tranche 1, two years for tranche 2 and one year for tranches 3 and 4.

For the "Booster" Plan, the two criteria are applied as follows:

- (i) first criterion: 50% of the final award at the end of the plan period will depend on the achievement of the annual free cash flow objectives during the three years of the plan period subject to an investment condition for beneficiaries:
- vesting of an initial tranche of shares (15% of the total number of shares) on condition that the Company generates €40 million in FCF in 2021 and that the investment condition is met,
 - vesting of a second tranche of shares (15% of the total number of shares) on condition that the Company generates €80 million in FCF in 2022 and that the investment condition is met,
 - vesting of a third tranche of shares (20% of the total number of shares) on condition that the Company generates €80 million in FCF in 2023 and that the investment condition is met;
- (ii) second criterion: 50% of the final award will depend on the Solocal Group share price at the end of the plan period, with a target of €4.41:
- if the share price is greater than or equal to €4.41 at the end of 2023 (based on the average share price over the preceding twenty trading days) and if the investment condition is met, all of the shares granted in respect of this criterion will vest,
 - if the share price is less than or equal to €3 at the end of 2023 (based on the average share price over the preceding twenty trading days) and if the investment condition is met, no shares granted in respect of this criterion will vest,
 - if the share price is greater than €3 but less than €4.41 at the end of 2023 (based on the average share price over the preceding twenty trading days) and if the investment condition is met, the number of performance shares vested in respect of this criterion will be determined on a linear basis between 0% and 50%.

Given the fulfilment of the performance conditions for tranche 1 of the "Classic" and "Classic 2" LTI Plans, 30% of the "Classic" Plan shares vested on 22 February 2022 and 30% of the "Classic 2" Plan shares vested on 2 June 2022 (i.e. 187,800 shares for the "Classic" Plan and 3,000 shares for the "Classic 2" Plan).

As the investment condition of the "Booster" Plan of 21 January 2021 was not met, the right for the beneficiaries of that plan to receive these shares free of charge was forfeited and this was noted by the Board of Directors at its meeting of 25 October 2022.

On 15 April 2021, the Board of Directors approved an allotment of 275,000 performance shares to the Chief Executive Officer, 130,000 under a "Classic" Plan and 145,000 under a "Booster" Plan.

For the LTI Plans that apply to the Chief Executive Officer, the performance condition is assessed over three years and based on two criteria:

- an off-market criterion: the level of achievement of the free cash flow targets during the Reference Period; and
- a market criterion: the change in Solocal's share price during the Reference Period.

In addition, the "Booster" Plan carries an investment condition.

For the "Classic" Plan, the two criteria are applied as follows:

- (i) first criterion: 80% of the final award at the end of the plan period will depend on the achievement of the annual free cash flow objectives during the three years of the plan period:
- vesting of an initial tranche of shares (30% of the total number of shares) on condition that the Company generates €40 million in FCF in 2021,
 - vesting of a second tranche of shares (30% of the total number of shares) on condition that the Company generates €80 million in FCF in 2022,
 - vesting of a third tranche of shares (20% of the total number of shares) on condition that the Company generates €80 million in FCF in 2023;
- (ii) second criterion: 20% of the final award will depend on the Solocal Group share price at the end of the plan period, with a target of €4.41:
- if the share price is greater than or equal to €4.41 at the end of 2023 (based on the average share price over the preceding twenty trading days), a maximum of 24,000 performance shares will vest in respect of this criterion, it being specified that if Solocal's share price is greater than €3 but less than €4.41, the number of performance shares vested will be determined on a linear basis between 0 and 24,000 shares.
- A maximum of 10,000 additional shares will vest if Solocal's share price is equal to €5, it being specified that if Solocal's share price is greater than €4.41 but less than €5, the number of additional performance shares vested in respect of this criterion will be determined on a linear basis between 0 and 10,000 additional shares;

- if the share price is less than or equal to €3 at the end of 2023 (based on the average share price over the preceding twenty trading days), no shares granted in respect of this criterion will vest.

For the "Booster" Plan, the two criteria are applied as follows:

- (i) first criterion: 50% of the final award at the end of the plan period will depend on the achievement of the annual free cash flow objectives during the three years of the plan period subject to an investment condition for the Chief Executive Officer:
 - vesting of an initial tranche of shares (a maximum of 18,000 shares) on condition that the Company generates €40 million in FCF in 2021 and that the investment condition is met,
 - vesting of a second tranche of shares (a maximum of 18,000 shares) on condition that the Company generates €80 million in FCF in 2022 and that the investment condition is met,
 - vesting of a third tranche of shares (a maximum of 24,000 shares) on condition that the Company generates €80 million in FCF in 2023 and that the investment condition is met;
- (ii) second criterion: 50% of the final award will depend on the Solocal Group share price at the end of the plan period, with a target of €4.41:
 - if the share price is equal to €4.41 at the end of 2023 (based on the average share price over the preceding twenty trading days) and if the investment condition is met, all shares granted in respect of this criterion will vest (a maximum of 60,000 shares),
 - if the share price is greater than €3 but less than €4.41 at the end of 2023 (based on the average share price over the preceding twenty trading days) and if the investment condition is met, the number of performance shares vested in respect of this criterion will be determined on a linear basis between 0 and 60,000 shares,
 - if the share price is equal to €5 at the end of 2023 (based on the average share price over the preceding twenty trading days) and if the investment condition is met, all shares granted in respect of this criterion will vest (a maximum of 25,000 shares),
 - if the share price is greater than or equal to €4.41 at the end of 2023 (based on the average share price over the preceding twenty trading days) and if the investment condition is met, all of the shares granted in respect of this criterion will vest (a maximum of 25,000 shares),
 - if the share price is less than or equal to €3 at the end of 2023 (based on the average share price over the preceding twenty trading days) and if the investment condition is met, no shares granted in respect of this criterion will vest.

2022 plan

The shareholders of Solocal Group, meeting at the Combined General Shareholders' Meeting of 3 June 2021, authorised the Board of Directors to set up, in favour of certain senior executives and employees of the Company and affiliated companies, a performance share plan as defined in Articles L. 225-197-1 et seq. of the French Commercial Code.

Under this authorisation, the maximum number of performance shares that may be granted free of charge is 987,708 Company shares.

On 26 April 2022, 797,500 performance shares were granted to 30 beneficiaries under this plan, including 370,000 under the "non-CEO" LTI Plan, 230,000 under the "Executive Committee" LTI Plan and 197,500 under the "CEO" LTI Plan.

On 25 October 2022, the Board of Directors approved an allotment of 90,000 shares to two beneficiaries.

For all of these plans, the performance condition is assessed over a reference period of three years and based on two criteria:

- an off-market criterion: the level of achievement of the free cash flow target during the Reference Period;
- a market criterion: the change in Solocal's share price during the Reference Period.

The two criteria are applied as follows:

- (i) first criterion: 60% of the final award at the end of the plan period will depend on the achievement of the free cash flow objective for the plan reference period:
 - no shares will vest if the Company generates less than €160 million in free cash flow in total over the three financial years,
 - 75% of this 60% subtotal will vest if the Company generates €160 million in free cash flow in total over the three financial years,
 - 100% of this 60% subtotal will vest if the Company generates €240 million in free cash flow in total over the three financial years;
- (ii) second criterion: 40% of the final award will depend on the change in the Solocal Group share price ("Solocal Index") compared with the change in the benchmark index at the end of the plan period. The Solocal Index Vesting Rate is calculated as follows:
 - 0% if the Solocal Index is strictly less than the Benchmark Index,
 - 75% if the Solocal Index is equal to the Benchmark Index,
 - 100% if the Solocal Index is greater than 105% of the Benchmark Index,
 - linear vesting would be agreed if the share price is between the index and 105% of the index.

The vesting period is three years and the retention period is one year.

Performance shares granted to each executive corporate officer during the 2022 financial year

List of names	Plan no. and date	Number of shares granted during the financial year	Valuation of shares according to the method used for the consolidated financial statements	Vesting date	End of lock-up period	Performance conditions
Hervé Milcent	26/04/2022	197,500	€12,585	26/04/2022	26/04/2025	Free cash flow and change in share price
Philippe Mellier	-	-	-	-	-	-

Performance shares having vested during the 2022 financial year for each executive corporate officer

List of names	Plan date	Number of shares having vested during the financial year	Vesting conditions
Hervé Milcent	-	-	-
Philippe Mellier	-	-	-

Solocal Plan

Number of performance shares granted during the 2022 financial year to the top ten non-corporate officer Group beneficiaries 410,000

VII. List of transactions involving Solocal Group securities carried out by corporate officers

The table below shows all transactions involving Solocal Group securities declared to the French Financial Markets Authority (AMF) and carried out during the 2022 financial year by the corporate officers⁽¹⁾ and related persons⁽²⁾, in accordance with Article 223-26 of the AMF General Regulation.

Person concerned	Financial instrument	Transaction type	Transaction date	Number of transactions	Number of securities	Average unit price	Transaction value
Bruno Guillemet Director	Shares	Acquisition	10/06/2022	1	50,000	€1.0550	€52,750
Hervé Milcent Chief Executive Officer	Shares	Acquisition	23/05/2022	1	110,000	€1.0070	€110,770
Philippe Mellier Chairman of the Board of Directors	Shares	Acquisition	12/05/2022	4	100,000	€0.9050	€90,500

(1) Entities defined in accordance with Article L. 621-18-2 of the French Monetary and Financial Code.

(2) Related entities as defined in Article R. 621-43-1 of the French Monetary and Financial Code.

VIII. Transactions carried out by Solocal Group in relation to its own securities during the financial year

Summary of transactions carried out as part of the programme approved by the General Shareholders' Meeting

Number of shares comprising the share capital of Solocal Group as at 31/12/2021	131,694,468
Treasury shares held directly or indirectly as at 01/01/2022	309,885
Number of shares purchased in 2022	1,892,173
Average weighted price of shares purchased in 2022	€0.5854
Number of shares sold in 2022	1,761,118
Average weighted price of shares sold in 2022	€0.6398
Treasury shares held directly or indirectly as at 31/12/2022	440,940
Book value (valued at cost) as at 31/12/2022	€283,041
Market value of the portfolio as at 31/12/2022	€268,973.40
Performance shares transferred	887,500
Performance shares cancelled	370,700

At 31 December 2022, the 440,940 shares held by the Company were all held in relation to the liquidity objective.

IX. Significant post-closing events

See chapter 5.1.6 "Events after the 31 December 2022 year-end" on pages 167 and 168.

X. Employment report

At 31 December 2022, Solocal Group had no employees. All Solocal Group employees were transferred in 2017 to an economic interest group called "GIE Solocal" whose purpose is, in particular, to pool the human and material resources of certain general services and support functions between the members of the EIG in order to divide the corresponding costs. At 31 December 2022, the EIG had six members including Solocal Group and five Group subsidiaries. GIE Solocal had six employees at the end of December 2022.

All of Solocal Group's employment information is set out in the 2022 Statement on Non-Financial Performance appended to this report.

XI. Employee profit-sharing

In accordance with Article L. 225-102 of the French Commercial Code, we report that of the 131,906,654 shares comprising the share capital as at 31 December 2022, 307,591 shares are held by employees of the Group.

XII. Research and development

At the forefront of its industry, Solocal Group is involved in high-performance research and innovation activities through its teams and numerous partnerships. These teams are made up of the best specialists in their respective areas of expertise in order to foster innovation and excellence.

XIII. Environmental impacts of the Company's business – Sustainable development commitments

All information on this subject is included in the Company's social and environmental responsibility information appended to this report.

Against the effects of climate change, the company is implementing a low-carbon strategy in all the components of its activity and they are presented in the statement on non-financial performance.

XIV. Diversity and anti-discrimination policies

All information on this subject is included in the Company's social and environmental responsibility information appended to this report.

XV. Internal control and risk management procedures

1. Internal control and risk management framework – objectives and scope

1.1. Internal control and risk management framework

Solocal has developed and implemented general guidelines for internal control that are largely based on the guidance published in 1992 by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and on the framework and recommendations published by the AMF. The following description of its internal control and risk management procedures is based on this framework. It also draws on the discussions that took place as part of the work of the IFACI, the French Internal Control and Audit Institute.

1.2. Definition and objectives of the internal control function

Internal control at Solocal is a set of processes and measures that are defined by senior management, implemented by employees and which serve to meet the following objectives:

- compliance with laws and regulations;
- observance of the Board of Directors' instructions and guidelines;
- prevention and control of operational risks, financial risks and the risk of error and fraud;
- proper operation of internal processes, especially those pertaining to the safeguarding of assets;
- reliability of financial information;
- while also contributing to successful operation of its businesses, operational effectiveness and the efficient use of resources.

These principles are underpinned by:

- the identification and analysis of risk factors that could compromise the achievement of the Company's objectives;
- an organisation and procedures designed to ensure the implementation of senior management's strategies;
- the periodic review of control activities and a continuous effort to improve.

It should be noted that the rules and principles implemented cannot provide absolute assurance that all risks will be eliminated or controlled.

1.3. Internal control scope

The policies described below apply to all subsidiaries.

The internal control measures employed within each entity (i.e. division or subsidiary) involve implementing the Company's procedures and specifying and implementing procedures that are specific to each business line, in accordance with the entity's organisation, culture, risk factors and operational characteristics.

2. Control environment

2.1. Code of Conduct and ethics applicable to all employees

Solocal bases its development on a set of **corporate values** (courage, team spirit, proximity and engagement), **ethical principles** (trust, integrity, transparency and respect) and standards of responsible behaviour in business, taken mainly from its **Code of Conduct**, that govern interactions with its employees as well as its stakeholders, i.e. customers, shareholders, suppliers, partners, users, competitors, etc.

The Code of Conduct provides a set of personal and collective rules that are essential to the responsible and sustainable development of the business. The corporate values and principles should inform every action within the Group, in order to build trust and collective engagement. They are aligned with a broader framework of international, European and/or French legislation, principles and rules, including:

- the standards set out in the Universal Declaration of Human Rights and the International Labour Organization (particularly with regard to the prohibition of child and forced labour);
- OECD directives (particularly to combat corruption);
- Sapin II (French Law No. 2016-1691 of 9 December 2016 on transparency, the fight against corruption and the modernisation of the economy).

These values and principles guide the manner in which all members of staff are expected to perform their roles, both externally, i.e. with all Company stakeholders (customers, suppliers, partners, etc.) and internally. They provide a framework regardless of the activities and responsibilities involved. It is therefore up to everyone, and especially the senior managers of the Company and its subsidiaries, to follow, promote and implement these values and principles.

Solocal also participates in the **United Nations Global Compact** in support of the achievement of the UN's Sustainable Development Goals (SDGs), particularly on the protection of human rights, working conditions, the fight against corruption and the protection of the environment. The commitments and indicators tracked by the Company are disclosed each year in our Communication on Progress and made publicly available on the Global Compact website.

The Code of Conduct is available on the Solocal corporate website at <https://www.solocal.com> and on the Company's intranet. It covers, among other things, Solocal's values; the Company's ethical actions and principles; the manner in which individuals are expected to behave towards customers and suppliers and with regard to the protection of the Company's assets, the protection of whistleblowers, conflicts of interests, representation of interests and ethical stock trading.

A **Securities Trading Code of Conduct** supplements the Company's Code of Conduct on specific issues relating to stock market ethics. Its main purpose is to increase awareness among employees and Directors of Solocal companies of the rules and principles that govern the trading of securities, of the need for strict compliance with these rules, and of the various preventive measures that have been implemented to enable all employees to make an investment in the Company's listed securities within a secure framework.

In this context, and to reduce risk, Solocal has a non-disclosure letter signed by all employees whose work involves sensitive information, particularly when they work with people outside the Company who may not already be bound by a confidentiality obligation under their own Code of Conduct. The Code also reminds employees that the Legal department and the Finance department must be informed immediately if any inside information about the Group is revealed (e.g. at a conference or an internal or external meeting).

2.2. Senior management's responsibilities and commitments

A risk management policy has been put in place within the Company, under the supervision of senior management. yearly reviews are carried out with the various subsidiaries and divisions of the Company. The risk updates and information on the follow-up of associated actions are consolidated and then presented to the Executive Committee (senior management) and the Audit Committee (Board of Directors).

A risk correspondent has been appointed in each of the Company's subsidiaries and departments. These correspondents, of whom there are around 50 within the Company, report to the Compliance (Ethics, Risk and Insurance) & CSR department of the General Secretariat.

2.3. Human resources policy and skills management

Solocal's performance is directly linked to the skills of its employees and the adaptation of its resources. The Human Resources department works in close partnership with the operational teams. It develops, proposes and implements a human resources management policy designed to help implement the Company's strategy. To better meet the needs of employees and managers, the HR department is

organised around four divisions: HR Operations, HR Development, Compensation & Benefits (personnel management) and Employee Relations.

The role of the HR Operations division is to provide HR support to the managers of the divisions and departments within its remit and to manage the employees in these areas. It provides expert knowledge of the division's structure, composition and mission, as well as the Company's business units.

The HR Development division is focused on developing HR policies and improving processes. It deploys the Company's HR policy and resources to the HR Operations division and to regional and local HR managers in particular, providing them with the tools and advice they need for the optimal performance of their tasks.

These actions are described in detail in the 2022 Statement of Non-Financial Performance.

2.4. Information systems

The Company's various information systems are composed of:

- operational business software, particularly sales, creation and storage tools for digital content and dedicated website tools;
- business management software: e.g. accounting and financial applications;
- communication software such as messaging and collaborative tools (intranet).

The IS division (which manages the information systems) and the Technical department are largely responsible for supervising the Company's information systems and in particular for ensuring that they will enable the Company to achieve its long-term objectives. They work closely with the Compliance (Ethics, Risk and Insurance) & CSR department, which manages IT risks with reference to reliability and business continuity objectives, legal and regulatory compliance and operational targets. Actions directly linked to risk and security control are reviewed each year by the Compliance (Ethics, Risk and Insurance) & CSR department in partnership with the Information Systems Security Manager (ISSM) and the relevant operations teams.

3. Risk monitoring and management

3.1. Organisational framework

Like any company, Solocal is exposed to a set of risks in the performance of its activities. Risk management is a priority for the Company, and is conducted both at subsidiary level and at the level of the parent entity, which provides an overall picture of the risk landscape.

The **aims of risk management** are to:

- develop a comprehensive, systematic, integrated and flexible method for identifying, assessing, analysing and managing risks and for promoting risk control;

- develop risk management best practices;
- reduce risks that threaten the Company and mitigate their consequences.

The risk management policy applies to all Solocal entities. Solocal has established a risk governance system within the Compliance (Ethics, Risk, Insurance) & CSR department, which reports to the General Secretariat, and a network of around 50 risk correspondents.

In 2022, Solocal formalised the crisis management process approved by the Executive Committee and shared it with all operational staff within the Company. It allows the Company to respond quickly to any significant incident that could impact the continuity of its services and its business more generally, prioritising potential impacts on customers.

3.2. Risk identification and analysis process

Certain Company procedures contribute to the identification of risks. They include the following in particular:

- a risk assessment and classification method that has been in place and in use since 2005. This method is based on risk mapping, which ranks the main risks to which the Company believes it may be exposed in terms of their seriousness and likelihood of occurrence and assesses the level of coverage;
- annual risk reviews;
- a network of risk correspondents who oversee the operational implementation of the risk policy, led by a dedicated governance unit;
- a risk management system involving the description of risks and the follow-up of associated coverage actions. This system also includes a dashboard with action plan monitoring to minimise risks.

4. Control activities

Since July 2022 and the departure or transfer of its members, the Audit and Internal Control department, reporting directly to the Chief Financial Officer and on a functional basis to the Audit Committee, is no longer in place and actions are under way to outsource some of the tasks previously handled by the Internal Audit team.

Solocal has three lines of control: operational management, risk management and internal control, as well as an internal audit unit. The objective of the three lines of control is to combine regulatory measures (instructions and directives), organisational measures (organisational charts and processes) and technical measures (mostly IT and communication) based on certain basic principles.

The Statutory Auditors perform control activities as part of their statutory responsibilities. As part of their review of the

internal control system and the certification of the annual and consolidated financial statements, the Statutory Auditors report significant deficiencies in internal control with respect to the accounting and financial reporting procedures and thereby also help to strengthen the Group's control systems.

4.1. Internal audit

Until July 2022, the Audit and Internal Control department ensured that the internal control system was mature by evaluating its effectiveness and efficiency, while encouraging its continuous improvement. The Internal Audit team looked at the results of a risk assessment to evaluate how well suited and effective the internal control system was in controlling those risks. In particular, it measured the quality of the Company's control environment, the performance of internal governance bodies, the reliability and integrity of financial and operational information, operational effectiveness and efficiency, asset protection, and legal, regulatory and contractual compliance. The Internal Audit Charter, approved by the Chief Executive Officer and the Audit Committee, provided a frame of reference for all Solocal entities to follow with respect to internal audit matters.

Group Internal Audit was responsible for performing the audits identified at the start of the year in the internal audit plan, which was based on the Group risk assessment. The audit plan was presented to the Executive Committee and approved each year by the Audit Committee.

Internal Audit was able to perform three types of audit:

- audits on the compliance and effectiveness of processes and activities;
- audits on the maturity of internal control;
- compliance or performance audits on specific issues selected by the Audit Committee.

4.2. Internal control

The internal control system is composed of the various policies and procedures implemented by an entity's department to provide assurance that its business activities are being managed effectively. The first level of control is the one exercised by the functional and operational departments using standard procedures and processes.

The internal control system involves the whole Company, from Board level to every single member of staff.

The Internal Control Charter sets out guidelines that govern Solocal's internal control system and form the basis for setting up the internal control systems for all Group entities.

4.3. Contribution of the Statutory Auditors

The work of the Statutory Auditors includes a limited interim Group level review and, towards the end of the year, a pre-closing review followed by a full audit of the financial statements at 31 December. The Statutory Auditors also perform limited reviews on the internal control systems of Solocal's main subsidiaries, in accordance with an audit plan submitted to the Internal Audit unit and the Audit Committee. The main recommendations are presented to the Finance department and to the Audit Committee.

Generally speaking, efforts to continuously improve processes and standards serve to enhance operational control, effectiveness and efficiency.

5. Internal control procedures relating to the preparation and processing of accounting and financial information

Solocal's Finance department is responsible for preparing the accounting and financial information.

To increase the reliability of published accounting and financial information, a set of bodies, rules, procedures, controls and a skills management policy have been implemented along with an ongoing process to improve procedures.

Specific internal control procedures for accounting and financial information have therefore been introduced into:

- the Company's accounting and management organisation;
- a unified accounting and management reporting process;
- Company-wide accounting methods and guidelines;
- the planning of year-end accounting procedures within the Company;
- financial communication.

5.1. Accounting and management control

The Accounting and Consolidation department, the Management Control department and the Investor Relations, Treasury and Financing department perform essential tasks to ensure that Solocal's financial information is consistent. These departments report to the Group's Chief Financial Officer.

Their tasks thus include:

- preparing Solocal's company and consolidated financial statements within the time limits imposed by financial market requirements and legal and contractual obligations;
- managing the budgeting and forecasting process and preparing the monthly management report as quickly as possible, while ensuring that data is consistent;
- preparing the documents necessary to communicate financial results and to enable Solocal's management to prepare its management report;

- designing and implementing Solocal's accounting and management methods, procedures and guidelines;
- identifying and overseeing any changes to Solocal's accounting and management information systems that may be necessary.

5.2. Unified accounting and management reporting

The Company's business management cycle has four basic components:

- the three-year strategic plan;
- the budget process;
- monthly reporting;
- business and financial performance reviews.

A) THE BUSINESS PLAN

Each year, Solocal updates the business plan for the next three years. The business plan takes into account the Company's strategic priorities and any changes in market trends, business segments or the competitive environment.

B) THE BUDGET PROCESS

The budget process covers Solocal and its subsidiaries. It involves the following steps:

- in autumn, the budget for the current year is updated and monthly and annual budgets for the following year are prepared for each product;
- in spring, the initial budget forecast for the year is updated and this updated budget is used to prepare the strategic plan;
- in summer, the budget for the second half of the year is updated on the basis of the results of the previous six months.

To improve the management and monitoring of performance, an ongoing reforecasting process has been implemented.

C) MONTHLY REVIEW OF KEY METRICS

The monthly review of key metrics is a major component of the financial information and control system. It is the main tool that Solocal's management uses to monitor trends and performance and make decisions going forward. This reporting comprises several documents that are prepared by the Management Control and Accounting and Consolidation departments, and communicated to Solocal's management.

The monthly review of key metrics includes quantified data, commentary on trends, and performance indicators.

The Management Control and Accounting and Consolidation departments use a unified consolidation tool to ensure that budgeted figures, actual figures and reforecasts are reported in a consistent and uniform manner.

D) FINANCIAL PERFORMANCE REVIEWS

Monthly financial performance reviews are conducted with all members of the Executive Committee and are a key component of Solocal's management and control system. Their main objective is to ensure that the actions undertaken are aligned with the Company's priorities and long-term goals. They are also used to check that costs are kept within budget throughout the year.

5.3. Common accounting standards and methods within the Company

The Company prepares its provisional and actual consolidated financial statements in accordance with the "unification principle". This involves:

- uniform accounting methods, standards and consolidation rules;
- standardised presentation formats;
- the use of consolidation software that is shared across the Company.

Solocal uses a single accounting framework that standardises the reporting of all consolidated items, including off-balance sheet commitments. All consolidated entities have adopted this framework. Solocal prepares its consolidated financial statements in accordance with IFRS (European regulation 1606/2002 of 19 July 2002).

The consolidated accounting documents are prepared in accordance with local accounting principles and are restated to comply with Company standards and with IFRS as adopted by the European Union and the IASB. Guidance notes from the Finance department specifying the process and the closing schedule for each closing date are distributed within the Company.

5.4. Planning of year-end accounting procedures within the Company

In order to meet short reporting deadlines and enable the Board of Directors to publish consolidated financial statements as early as February, the Company has established a detailed planning programme for its year-end accounting work. This programme includes:

- budget monitoring processes;
- the preparation of pre-closing accounts;
- documented closing processes;
- advance processing of estimates and complex accounting transactions.

The progress that Solocal has made in preparing year-end accounts can largely be attributed to greater coordination between Company divisions and functions, more accurate

forecasts, better control over financial processes, and better preparation and speedier execution of account-closure processes.

5.5. Financial communication

The preparation and control of financial information are organised in a manner that is consistent with the Company's management organisation and systems. This ensures the integrity, accuracy, quality and consistency of this information and its compliance with applicable legal and regulatory requirements and professional standards.

In order to ensure the quality and reliability of financial information, the Chief Executive Officer and the Chief Financial Officer are involved in the preparation of all financial information to be disclosed to the public and systematically examine and approve it prior to review by the Board of Directors. This review covers, among other things, press releases containing financial information and periodic presentations to investors.

The Investor Relations department, within the Finance department, in collaboration with Management Control and the Legal department, is responsible for drawing up the following periodic and ongoing information documents and distributing them to regulatory authorities, the French Financial Market Authority (AMF) and other intended recipients:

- periodic financial press releases (quarterly, half-yearly and annual results) and ad hoc press releases (e.g. to announce transformation and restructuring projects, external growth transactions, divestments, acquisitions or disposals, changes in governance, and strategic partnerships);
- presentations at meetings with financial analysts and investors;
- the Universal Registration Document;
- presentation for the General Shareholders' Meeting.

Solocal is committed to providing intelligible, relevant, stable and reliable information. The Company ensures compliance with stock market regulations and corporate governance principles.

6. Information and communication

All of the Company's press releases and major regulatory documents are posted on the Solocal intranet, which all employees can access.

Collaborative tools and other applications available on the intranet also ensure efficient distribution of information to everyone throughout the Company.

XVI. Main risks and uncertainties

- Foreign exchange risk
See Note 10 to the consolidated financial statements.
- Liquidity risk
See Note 10 to the consolidated financial statements.
- Interest rate risk
See Note 10 to the consolidated financial statements.
- Counterparty (credit) risk
See Note 10 to the consolidated financial statements.
- Equity risk
See Note 10 to the consolidated financial statements.

XVII. Non tax-deductible expenditures

In accordance with Article 223 quater of the French Tax Code, we hereby inform you that the expenses and costs referred to in paragraph 4 of Article 39 of said Code for the 2022 financial year totalled €14,997.

XVIII. Supplier payment times

	Article D. 441 I. 1: Overdue invoices received but not paid at the end of the period						Article D. 441 I. 2: Overdue invoices issued but not paid at the end of the period					
	0 days (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (1 day or more)	0 days (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (1 day or more)
(A) NUMBER OF DAYS OVERDUE												
Number of invoices concerned						37						0
Total value of invoices concerned (including VAT)	5,373,479	215	0	0	1,071	1,287	0	0	0	0	0	0
Percentage of the total amount of purchases for the year (including VAT)	17.89%	0%	0%	0%	0%	0%						
Percentage of revenue for the year (including VAT)							0%	0%	0%	0%	0%	0%
(B) INVOICES EXCLUDED FROM (A) RELATING TO DISPUTED OR UNRECOGNISED PAYABLES AND RECEIVABLES												
Number of invoices excluded												
Total value of invoices excluded												
(C) REFERENCE PAYMENT PERIODS USED												
	Statutory periods						Statutory periods					

This table only includes invoices that had been received but not paid at the end of the period. It does not take account of sundry accounting entries such as accruals for invoices not received.

XIX. Business development outlook

In a context of early 2023, which is marked by inflationary pressures and difficulties in retaining VSE/SME customers in an uncertain environment, the Group expects **revenue in the coming quarters to be in line with the revenue of the first quarter of 2023 (€93.3 million), below 2022**. In 2023, the Group will continue cost control efforts to maintain an EBITDA margin between 20% and 25%. Beyond market conditions, the Group will be impacted by the full-year effect of the sales force increase implemented in 2022, the impact of the communication campaign broadcast in 2023 and an expected slightly unfavorable product mix. Finally, the Group will focus on productivity of the sales force and improving customer satisfaction in order to limit the churn.

XX. Loans of less than two years granted by Solocal

In accordance with Article L. 511-6 3) bis of the French Monetary and Financial Code, we inform you that Solocal Group has not, as an ancillary activity to its main activity, granted loans with a maturity of less than two years to micro-enterprises, SMEs or intermediate-sized companies with which it has economic ties justifying such loans.

XXI. Branches

Solocal Group had no branches as at 1 January 2023.

XXII. Business performance of the main subsidiaries

Solocal Group generated revenue of €400 million in 2022, which break 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 €96 million in 2022 and is sold on a subscription basis with auto-renewal;

- the Booster offer enables businesses to augment their digital visibility beyond their natural online presence with a view to expanding market share locally. This offer includes, among other things, the Priority Ranking service, which was launched in the third quarter of 2019 and generated revenue of €240 million in 2022;
- Solocal's Website range takes care of the creation and ranking of customers' websites. It is adapted to various budgets and sold on a subscription basis with auto-renewal. The Website range generated revenue of €63 million in 2022.

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

The financial statements published by the Group at 31 December 2022 break down as follows:

(in millions of euros)	As at 31 December 2022	As at 31 December 2021*	As at 31 December 2021 (published)	Change 2022/2021
Revenues	400.0	428.0	428.0	-6.6%
Net external expenses	(113.1)	(122.4)	(121.2)	-7.6%
Personnel expenses	(171.9)	(185.0)	(184.3)	-7.1%
Restructuring costs and non-recurring items	(0.3)	9.3	8.2	-103.0%
EBITDA	114.7	129.9	130.8	-11.7%
As % of revenues	28.7%	30.4%	30.6%	-5.5%
Depreciation and amortisation	(56.2)	(59.5)	(59.5)	-5.6%
Operating income	58.5	70.4	71.3	-16.9%
As % of revenues	14.6%	16.5%	16.7%	-11.0%
Financial income	0.5	0.2	0.2	125.9%
Financial expenses	(29.0)	(28.7)	(28.7)	0.9%
Net financial expenses	(28.5)	(28.5)	(28.5)	-0.1%
Income before tax	30.1	41.9	42.8	-28.3%
Corporate income tax	(33.3)	(19.1)	(19.3)	-74.8%
Net income for the period	(3.3)	22.9	23.5	-114.2%

* 2021 net income has been restated by €0.6 million to reflect the impact of the IFRS IC decision on the accounting treatment of SaaS contracts.

Boulogne-Billancourt, 26 April 2023

The Board of Directors

Financial performance over the past five financial years
(pursuant to Articles R. 225-81, 3° and R. 225-83, 6° of the French Commercial Code)

Nature of the information (excluding capital, amounts in thousands of euros)	Financial year 2018	Financial year 2019	Financial year 2020	Financial year 2021	Financial year 2022
1 – Financial position at year-end					
a) Share capital	58,363,037	61,954,147	129,505,837	131,694,468	131,906,654
b) Number of existing ordinary shares	583,630,365	619,541,466	129,505,837	131,694,468	131,906,654
2 – Total income from operations					
a) Revenues excl. tax ⁽¹⁾	20,312	18,419	19,027	15,910	16,383
b) Earnings before tax, profit-sharing, depreciation, amortisation and provisions	(5,167)	(47,565)	(191,661)	(12,325)	(2,448)
c) Corporate income tax	(5,665)	(11,547)	(11,659)	(12,724)	7,283
d) Employee profit-sharing due for the financial year	-	-	-	-	-
e) Earnings after tax, depreciation, amortisation and provisions	(14,381)	(52,353)	(566,473)	(9,885)	(558,089)
f) Profits distributed in n+1 ⁽²⁾	-	-	-	-	-
3 – Earnings per share (in euros)					
a) Earnings after tax & profit-sharing but before depreciation, amortisation and provisions	(0.02)	0.05	0	0	0
b) Earnings after tax, profit-sharing, depreciation, amortisation and provisions	0	0	0	0	0
c) Dividend paid per share in n+1 ⁽²⁾	0	0	0	0	0
4 – Personnel					
a) Average number of salaried employees during the financial year	1	1	1	1	1
b) Total payroll	977	936	715	748	771

(1) The amounts recorded as Revenue excluding tax include all operating income.

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

Table of subsidiaries and equity investments

Subsidiaries and participating interests (in thousands of euros)	Capital	Shareholders' equity excl. capital & before appropriation of income	Share of capital held in %	Carrying value of securities held		Loans & advances granted by the Company, not yet reimbursed (excl. current accounts)	Amount of Guarantees or sureties given by the Company	Revenues of Last financial year ended	Net Income of last financial year ended	Dividends collected by the Company during the financial year	Observations
				Gross	Net						
DETAILED INFORMATION ON SUBSIDIARIES AND PARTICIPATING INTERESTS											
1/SUBSIDIARY: >50% HELD BY THE COMPANY											
Solocal SA											
204 RPT du Pont de Sèvres 92100 Boulogne-Billancourt SIREN: 444,212,955	881,108	(425,522)	100%	2,937,063	221,274	-	-	334,143	(474,572)	-	
SoMS SA											
25 quai Gallieni 92150 Suresnes SIREN: 422,041,426	7,275	1,034	100%	7,275	7,275	-	-	79,434	19,243	21,714	
Solocal Outre-mer SA											
204 RPT du Pont de Sèvres 92100 Boulogne-Billancourt SIREN: 420,423,477	75	(246)	100%	76	76	-	-	1,901	332	-	
Yelster digital GmbH											
Linke Wienzeile 8, Top 9 1060 Vienna – Austria RCS Vienna: FN 298562 m	44	11,265	100%	14,997	897	-	-	3,674	(222)	-	
Orbit Interactive											
Nearchore Park – 1100 boulevard El Qods 11000 Casablanca Sidi Maarouf RC Casablanca: 268969	78	(500)	100%	76	76	-	-	0	(75)	-	
Leadformance SAS											
19 rue du Lac St-André 73375 Le Bourget-du-Lac SIREN: 440,743,763	8,250	(14,773)	100%	25,301	0	-	-	1,176	(3,018)	-	
Effilab											
204 RPT du Pont de Sèvres 92100 Boulogne-Billancourt SIREN: 531,205,565	2	(51)	100%	20,532	8,099	-	-	9,029	878	-	
Cristallerie 5											
204 RPT du Pont de Sèvres 92100 Boulogne-Billancourt SIREN: 809,343,734	20	(15)	100%	20	20	-	-	0	0	-	
Solocal Interactive Ltd											
62, ICT Avenue 1 st Floor The Core Cybercity Ebene – Mauritius Business Registration Number C20170476	1	178	100%	0	0	-	-	2,859	41	-	
2/Participating interests (between 10 and 50%)											
GIE Solocal											
204 RPT du Pont de Sèvres 92100 Boulogne-Billancourt SIREN: 809,343,734	10	0	16%	2	2	-	-	0	(16)	-	
Alliance Gravity Data Media SAS											
10 boulevard de Grenelle 75015 PARIS SIREN: 830,408,803	0	0	11%	250	250	-	-	0	0	-	

5.3.5 STATUTORY AUDITORS' REPORT ON THE FINANCIAL STATEMENTS

Year ended 31 December 2022

To the General Shareholders' Meeting of Solocal Group

Opinion

In compliance with the engagement entrusted to us by your General Shareholders' Meeting, we have audited the accompanying financial statements of Solocal Group for the year ended 31 December 2022.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position

of the Group as of 31 December 2022 and of the results of its operations for the year then ended.

The opinion expressed above is consistent with our report to the Audit Committee.

Basis for opinion

Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the section of our report headed "Responsibilities of the Statutory Auditors for the audit of the financial statements".

Independence

We conducted our audit in compliance with the independence rules provided for in the French Commercial Code (*Code de commerce*) and in the French Code of Ethics (*Code de déontologie*) for statutory auditors for the period from 1 January 2022 to the issue date of our report, and, in particular, we did not provide any services prohibited by Article 5(1) of Regulation (EU) 537/2014.

Material uncertainty related to going concern

Without qualifying the audit opinion expressed above, we draw your attention to the material uncertainty related to events or conditions that may cast doubt on the Company's

ability to continue as a going concern described in Note 3 "Going concern" to the financial statements.

Justification of assessments – Key audit matters

In accordance with Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to the justification of our assessments, in addition to the matter described in the section headed "Material uncertainty related to going concern", we are required to bring to your attention the key audit matters relating to the risks of material misstatement which, in our professional judgement, were of most

significance for the audit of the financial statements for the period, together with our responses to those risks.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon. We do not provide a separate opinion on specific elements of the financial statements.

Measurement of the value in use of equity interests

Identified risk

As of 31 December 2022, equity interests with a net book value of €114 million were recorded in the balance sheet, representing 32% of total assets.

As stated in Note 5.2 to the financial statements, a provision for impairment is recognised if the historical cost of acquisition of these securities exceeds their value in use, as assessed by the Management of your Company on the basis of various criteria, such as market value, the prospects for growth and profitability, and shareholders' equity, taking into account the specific nature of each participating interest. Where the value in use is determined on the basis of discounted cash flows adjusted for net debt, cash flows are determined as follows:

- the cash flows are from the 2023 budget and the forecasts derived from that budget for 2024;
- beyond that time frame, cash flows are considered to be stable;
- the terminal cash flow is determined on the basis of the 2027 cash flow extrapolated by applying a perpetual growth rate;

cash flow is discounted at a rate appropriate to the nature of the Group's activities. As stated in Note 5.2 to the financial statements, a €552.9 million provision for impairment of Solocal SA securities was recognised during the period.

Given the value of the equity interests in the balance sheet, the complexity of the models used and their sensitivity to variations in the data and assumptions on which the estimates are based, notably the discounted cash flows, we considered the correct measurement of the value in use of the equity interests to be a key audit matter.

Treatment of the key audit matter during the audit

We reviewed the process used by the Company to measure the value in use of the equity interests and the controls in place.

Where the measurements were based on historical information, our work consisted in verifying that the shareholders' equity figures used agreed with the financial statements of the entities audited or subject to analytical procedures and that any adjustments made to those figures were based on supporting documentation.

Where measurements were based on forecast information, our work consisted in particular of:

- obtaining cash flow and operating forecasts from Management and assessing their consistency with the forecast data from the most recent plan approved by the Board of Directors;
- comparing the data used to determine the cash flows used in impairment tests on equity interests with the source data for each entity;
- examining the consistency with the economic environment of the assumptions used by Management, particularly as regards the discount rate, in conjunction with the valuation specialists within our audit team;
- comparing the forecasts used for previous periods with the corresponding actual figures in order to assess the achievement of past objectives;
- verifying the mathematical accuracy of the calculations of value in use used by the Company.

Specific verifications

In accordance with professional standards applicable in France, we have also performed the specific verifications required by laws and regulations.

Information given in the management report and other documents on the financial position and the financial statements provided to the shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the

information given in the Board of Directors' management report and the other documents about the financial position and the financial statements provided to the shareholders.

We attest that the information on payment terms referred to in Article D. 441-6 of the French Commercial Code is fairly presented and consistent with the financial statements.

Corporate governance report

We attest that the information required by Articles L. 225-37-4, L. 22-10-10 and L. 22-10-9 of the French Commercial Code is set out in the Board of Directors' corporate governance report.

We have verified that the information provided pursuant to Article L. 22-10-9 of the French Commercial Code on the remuneration and benefits paid or awarded to the corporate officers and any other commitments made in their favour is consistent with the financial statements, or with the underlying information used to prepare those financial statements and, where appropriate, with the information obtained by your Company from the entities it controls that are included in the scope of consolidation. Based on these procedures, we attest that this information is accurate and fairly presented.

Other verifications or information required by laws and regulations

Format for the presentation of financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standards applicable in France relating to the procedures performed by the statutory auditor regarding the annual and consolidated financial statements prepared in the European single electronic format, that the presentation of the financial statements intended to be included in the annual financial report referred to in Article L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the responsibility of the Chairman of the Board of Directors and the Chief Executive Officer, complies with the single electronic format defined in Commission Delegated Regulation (EU) 2019/815 of 17 December 2018.

Based on our work, we conclude that the presentation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the single European electronic reporting format.

It is not our responsibility to verify that the financial statements actually included by your Company in the

We have verified that the information provided pursuant to Article L. 22-10-11 of the French Commercial Code on matters that your Company considered liable to have an impact on a public tender or exchange offer conforms to the documents disclosed to us from which it is derived. Based on these procedures, we have no matters to report on this information.

Other information

In accordance with French law, we have verified that the various items of information on the identity of shareholders or holders of voting rights have been disclosed to you in the management report.

annual financial report filed with the AMF correspond to those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as Statutory Auditors of Solocal Group by the General Shareholders' Meeting of 19 October 2016 in the case of Auditex, a member of the Ernst & Young Global Limited network, and by the General Shareholders' Meeting of 2 June 2022 in the case of Deloitte & Associés.

Following a partial contribution of assets by B.E.A.S, a Deloitte network entity, the Solocal Group mandate continued within Deloitte & Associés until its expiry at the General Shareholders' Meeting of 2 June 2022.

As of 31 December 2022, Auditex was in the seventh consecutive year of its engagement and Deloitte & Associés was in its second year.

Deloitte & Associés, B.E.A.S and Ernst & Young Audit previously served as Statutory Auditors for Solocal Group from 2003 to 2015, 2016 to 2020 and 2004 to 2015 respectively, including twelve years, five years and twelve years respectively since the Company's shares were admitted to trading on a regulated market.

Responsibilities of Management and those charged with Governance for the financial statements

Management is responsible for the preparation and fair presentation of financial statements that comply with French accounting principles and for such internal control as it determines is necessary for the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern and for using the going concern

basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and, where applicable, internal audit, with respect to the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

Responsibilities of the Statutory Auditors for the audit of the financial statements

Audit objective and approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions taken by users on the basis of these financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code, our statutory audit does not include assurance on the viability of your Company or the quality of the management of your Company's affairs.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgement throughout the audit, and furthermore:

- identifies and assesses the risks of material misstatement in the financial statements, whether due to fraud or error, designs and performs audit procedures in response to those risks, and obtains audit evidence that the auditor considers to be sufficient and appropriate to provide a basis for his/her opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, falsification, intentional omissions, misrepresentation or the overriding of internal control;
- obtains an understanding of the internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluates the appropriateness of the accounting policies used and the reasonableness of the accounting estimates by made Management and the related disclosures in the financial statements;

- assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, attention must be drawn in the audit report to the relevant disclosures in the financial statements, or, if such disclosures are not provided or are inadequate, a qualified opinion or adverse opinion must be issued;
- evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit Committee

We submit to the Audit Committee a report which presents in particular the scope of the audit and the audit programme followed, as well as the results of our work. We also report significant deficiencies, if any, in internal control that we have identified with respect to the accounting and financial reporting procedures.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgement, were of most significance in the audit of the financial statements for the period and which are therefore the key audit matters we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) 537/2014, confirming our independence within the meaning of the rules applicable in France as set out in particular in Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the French Code of Ethics for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks to our independence and the safeguards applied.

Paris-La Défense, 28 April 2023

The Statutory Auditors

Auditex
Mohamed Mabrouk

Deloitte & Associés
Stéphane Rimbeuf



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INFORMATION ON THE COMPANY AND ITS CAPITAL

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6.1 General information on the Company

6.1.1 CORPORATE NAME AND TRADING NAME

The name of the Company is "Solocal Group".

The Group has undergone a profound transformation in order to adapt to technological and societal changes. The name "Solocal Group" expresses our current strength: local and digital services.

6.1.2 REGISTRATION LOCATION AND NUMBER

Trade and Companies Register number: RCS Nanterre 552 028 425

LEI number: 9695005U38XISFI84325

APE code: 7010 Z.

6.1.3 DATE OF INCORPORATION AND TERM (ARTICLE 5 OF THE ARTICLES OF ASSOCIATION)

The Company was incorporated on 12 January 1897 and registered on 21 February 1955. Based on Article 5 of its Articles of Association, the Company is incorporated for a

term of 99 years, which began on 31 December 1954 and will run until 31 December 2053, unless it is dissolved earlier or extended as provided for in the Articles of Association.

6.1.4 REGISTERED OFFICE, LEGAL FORM AND LEGISLATION

Head Office of the Company and a large part of the subsidiaries of the Group: 204, Rond-Point du Pont-de-Sèvres, 92100 Boulogne-Billancourt.

Telephone: +33 (0)1 46 23 30 00.

Company's country of origin: France.

Solocal Group is a public limited company with a Board of Directors subject to the provisions of Articles L. 210-1 et seq. of the French Commercial Code.

6.2 Memorandum and Articles of Association

6.2.1 CORPORATE PURPOSE

In accordance with Article 3 of the Articles of Association, the Company's corporate purpose, in France and abroad, is to:

- acquire and hold shares, interests or other securities in French or foreign legal entities, to define the policies to be implemented by subsidiary companies and to provide any and all services to companies in which it holds shares;
- acquire by any means, without exception or reservation, to hold by any means and in any capacity, to manage and, if appropriate, to transfer by any means, without exception or reservation, all or part of any majority or minority interests that may be directly or indirectly related to the Company's corporate purpose and to any similar or ancillary purpose.

In addition, the Company's purpose, in France and abroad, directly or indirectly, is to:

- publish, on its own behalf or on behalf of third parties, all directories using any current or future publication processes and means, to provide information services by any current or future processes and means and to carry on the business of advertising in all its forms, by any method and for any purpose;
- advise, research, design, produce, update and maintain all services related to any type of information distribution system on an open or closed network, whether connected via computer or telephone, wire-based, satellite, cable or other methods, as well as any other activity related to such services, and especially to internet or intranet sites;

- collect, acquire, enhance, manage, process, market, or host data and files of any kind;
- perform all activities related, directly or indirectly, to such services or which represent a prerequisite or accessory, the condition or extension of such services or which are likely to encourage or develop them; and
- in general, to undertake any industrial, commercial, financial, civil, movable property or real estate transactions that may be directly or indirectly related to any of the aforementioned purposes or to any similar or related corporate purposes.

Provisions in the Articles of Incorporation, Articles of Association and the Internal Regulations concerning the administrative and management bodies

The Company is administered by a Board of Directors composed of 3 to 18 members (subject to legal exceptions in the event of a merger). There are currently eight Directors on the Board.

Directors are elected by the shareholders at Ordinary General Shareholders' Meetings. Each Director must hold at least one Company share. Pursuant to the Company's Articles of Association, each Director is elected for a four-year term. There is no limit to the number of times a Director may be re-elected.

The Board of Directors includes a Director who represents the Company's employees as well as the employees of its direct or indirect subsidiaries (within the meaning of Article L. 225-27 of the French Commercial Code) whose registered office is located on French territory.

This Director is elected in two rounds by majority vote. All staff members who meet the conditions set by law are eligible to vote and stand for election. Each candidacy must include, in addition to the candidate's name, the name of a substitute who may replace him or her in the event of absence for any reason.

The Director representing employees is elected for a four-year term. The first Director representing employees shall assume his or her position on the Board at the first meeting of the Board of Directors, held after publication of the complete results of the first elections. The next Director representing employees shall assume his or her position on expiry of the term of the outgoing Director representing employees.

If a Director representing employees ceases to be a member of staff, his or her responsibilities as a Director are terminated.

The Board of Directors elects a Chairman from among its members. The Chairman is elected for his or her entire term as a Director, and may be re-elected.

Board of Directors' meetings are convened by the Chairman. Meetings may be convened by any means, including verbally in an emergency, and as often as the Chairman deems necessary. They may be held at the registered office or any other location indicated in the Notice of Meeting.

When the Board of Directors has not met for more than two months, at least one-third of the Board members may ask the Chairman at any time to call a Board meeting based on a specific agenda. The Chief Executive Officer may also ask the Chairman at any time to call a meeting of the Board of Directors based on a given agenda.

The Board of Directors' deliberations are valid only if at least half of its members are present.

Subject to legal and regulatory provisions, meetings of the Board of Directors may be held by means of videoconference or any other means of telecommunication. Any Director participating in a Board meeting by means of videoconference or other means of telecommunication is deemed to be in attendance for the purposes of quorum and majority. The Board of Directors sets out the overall strategic direction for the Company's business activities and ensures it is implemented. Subject to any powers expressly granted to Shareholders' Meetings and within the limits of the corporate purpose, the Board deals with all matters relating to the proper functioning of the Company and governs the Company's business through its deliberations.

The Board of Directors may carry out any controls and checks it deems appropriate.

The Chairman or the Company's Chief Executive Officer is required to provide each Director with all documents and information they need to fulfil their duties.

Decisions of the Board of Directors are taken by a majority vote of the members who are present or represented. In the event of a tied vote, the Chairman of the meeting shall cast the deciding vote. Notwithstanding the foregoing, the General Shareholders' Meeting of 3 June 2021 amended Article 16 of the Company's Articles of Association by adding a list of decisions requiring the Board of Directors' prior approval, with at least three quarters (3/4) of the members present or represented voting in favour, at least one third (1/3) of whom must be independent members other than the Chairman of the Board of Directors. The amended Articles of Association are available on the Company's website at www.solocal.com under Investor Relations. This enhanced decision-making process within the Board of Directors is justified by the special circumstances associated with the turnaround of the Group that began on 2 July 2020 under the restructuring agreement of the same date requiring an enhanced majority for certain significant decisions within the remit of the Board of Directors and by the corresponding modification of the governance of the Company.

Internal regulations

Internal regulations based on those recommended in the AFEP-MEDEF Corporate Governance Code were adopted by the Board of Directors at its meeting of 23 September 2004 and amended on 2 October 2020. These internal regulations set out the guiding principles governing the operation of the Board and the rights and duties of the Directors.

The main provisions of the Board of Directors' internal regulations are summarised in this section.

Preparation and organisation of the work of the Board of Directors

Strategic direction

Pursuant to Article 17 of the Articles of Association, the Board of Directors determines the overall strategic orientation of the Company's activities and ensures it is implemented.

This means that the Board makes all decisions related to the Company's major strategic, economic, social, financial and technological objectives and ensures that these decisions are implemented.

The medium-term objectives for the Group's activities are defined, each year, in a strategic plan, which is prepared and presented by the Chief Executive Officer to the Board of Directors for approval. This draft includes projected trends for the Group's key operational and financial indicators in particular. The Chief Executive Officer presents a draft annual budget based on these objectives.

The Chief Executive Officer is responsible for implementing the objectives set out in the strategic plan.

The Chief Executive Officer informs the Board of Directors of any problems or, more generally, any matter which may affect the achievement of any of the objectives of the strategic plan.

Committees of the Board of Directors

In order to prepare its work, the Board of Directors has set up three Committees within the Company, namely an Audit Committee, a Governance Committee and a Strategy & Innovation Committee (since June 2022). The operating conditions and remits of each Committee are stipulated in the Charters of these Committees, which are approved by the Board of Directors.

Duties and responsibilities of the Directors

Directors' duty of confidentiality

Directors are bound by an absolute obligation of confidentiality with regard to the content of discussions and deliberations by the Board and its Committees and any information presented to them.

Directors' duty of independence

In carrying out the mandate entrusted to them, Directors must make all decisions independently of any interest other than that of the Company.

All Directors are required to inform the Chairman of any situation affecting them that could create a conflict of interest with the Company or any Group company. Where appropriate, the Chairman may seek the opinion of the Governance Committee.

At the end of this process, it is the responsibility of the Director in question to act accordingly, under the terms of the applicable legislation.

Duties of Directors with regard to securities of the Company

Each Director must hold at least one Company share.

Any Company shares held by Directors at the time they join the Board must be registered in their own names, as must any shares they acquire during their term of office.

Directors are prohibited from:

- executing any transaction on the securities of the listed companies of the Group as long as they hold privileged information;
- making short sales on these securities directly or indirectly.

The first prohibition applies in particular during the period of preparing and presenting the Group's annual and semi-annual results and quarterly information.

It also applies during special periods when projects or transactions that warrant such a prohibition are being prepared.

The Ethics Charter, which specifies the rules relating to inside information, applies to the Directors.

Directors' duty of care

In accepting the office entrusted to them, Directors agree to fully assume all their responsibilities and, in particular, to:

- devote whatever time is required to study matters dealt with by the Board and, if applicable, any Committees of which they are members;
- request all additional information they consider necessary;
- ensure that these regulations are applied;
- freely form their opinion before any decision, considering only the Company's interest;
- actively participate in all Board meetings, unless they are unable to do so;
- make all proposals to improve the working conditions of the Board and its Committees.

The Board constantly seeks to improve the information communicated to shareholders. Each Director must play a part in achieving this goal, particularly through his or her contribution to the work of the Board's Committees.

Directors agree to tender their resignation to the Board when they believe, in good faith, that they are no longer able to fully assume their responsibilities.

Ethics Charter

At its meeting of 23 September 2004, the Board of Directors adopted a Professional Ethics Charter.

This Charter sets out the Group's values and presents its principles for dealing with customers, shareholders, employees, suppliers, and competitors, and with respect to the environment and the countries in which it operates.

In addition, it stipulates a number of principles of personal conduct that each Group employee, Director and executive must respect, and which encourage honest and ethical conduct on their part, as well as accurate, complete and timely communication of published information.

The Professional Ethics Charter refers to the principles and rules applicable to stock market ethics and the requirement to comply with them scrupulously. It imposes certain preventive measures including closed periods when "permanent insiders", such as members of the Board of Directors and other executives, are not permitted to trade in the Company's shares.

The Professional Ethics Charter applies to each member of the Board of Directors and to all of the Group's senior executives and employees.

Chairman of the Board of Directors and Management

The Chairman of the Board of Directors is an individual elected by the Board from among its members. Furthermore, the Board of Directors may decide whether to separate or combine the positions of Chairman of the Board and Chief Executive Officer. If the decision is taken to separate these roles, the Board of Directors appoints the Chief Executive Officer.

The Board of Directors elects a Vice-Chairman from among its independent members. The Vice-Chairman is elected for his or her entire term as a Director, and may be re-elected.

The Vice-Chairman:

- shall exercise the powers of the Chairman in the event of the incapability, absence or unavailability of the Chairman, under the same conditions as the Chairman;
- shall be available for and may meet and listen to the Company's shareholders;
- shall be available and listen to the Directors of the Company to discuss the proper functioning of the Board of Directors.

David Amar was elected Vice-Chairman by the Board of Directors at its meeting of 14 February 2018.

On 5 November 2014, the Board of Directors opted to separate the functions of Chairman of the Board of Directors and Chief Executive Officer in line with corporate governance best practice. During the change in governance in 2017, the Board of Directors decided to keep the two roles separate. The choice of governance model is largely due to the Company's wish to make a clear distinction between responsibility for strategic guidance and oversight, which lies with the Board of Directors, and the Chief Executive Officer's operational and executive powers. This governance model also enables the Group to benefit from the complementary skills and experience of the Chief Executive Officer and the Chairman of the Board of Directors.

The Chief Executive Officer, subject to the powers expressly granted by law to Shareholders' Meetings and the Board of Directors, and within the limits of the corporate purpose, is vested with the widest powers to act, in all circumstances, in the name of the Company, with the following stipulations:

- (i) the Chief Executive Officer must present a draft strategic plan to the Board of Directors each year defining the Group's medium-term business objectives, including projected trends for the Group's key operational and financial indicators, in addition to a draft annual budget;
- (ii) the following decisions are subject to prior approval by the Board of Directors:
 - approval of the annual budget and any significant changes thereto,
 - approval of the annual and three-year business plans,
 - any acquisition or disposal of a business by Solocal or any of its subsidiaries that is not included in the annual budget, the total amount of which, including all liabilities and other off-balance sheet commitments, exceeds €10 million per year,
 - any investments or divestments not included in the annual budget and involving fixed assets of an amount, including all liabilities and other off-balance sheet commitments, greater than €10 million,
 - amendments to the employment contract, hiring/appointment or dismissal/removal of the Chief Financial Officer of the Company; any amendment to the employment contract, hiring/appointment or dismissal/removal of the Group's Human Resources Director and the Secretary to the Board of Directors shall not require prior authorisation by the Board of Directors, but shall require the prior agreement of the Remuneration and Appointments Committee,
 - any increase in the total indebtedness of Solocal Group or any of its subsidiaries that exceeds the amount authorised under the financing or loan agreements previously authorised by Solocal Group's Board of Directors,

- the execution of any agreement in order to create a joint-venture with a third party, not included in the annual budget and generating a commitment for Solocal or any of its subsidiaries for a total amount greater than €10 million over the duration of the joint-venture,
- any decision to have the securities of Solocal or any of its subsidiaries listed on a regulated exchange and any operation with a view to the listing of additional securities of Solocal or any of its subsidiaries subsequent to the original listing on a regulated exchange,
- any decision to delist or buy back shares (except share purchases under liquidity agreements previously authorised by the Board of Directors),
- the acquisition or subscription, by Solocal or any of its subsidiaries, of shares, other equity securities or any securities giving access to the capital of any company (x) of a value, including all liabilities and other off-balance sheet commitments, greater than €10 million if the liability of Solocal or its subsidiaries is limited and the transaction is not already included in the annual budget, or (y) irrespective of the amount invested if Solocal or any of its subsidiaries is acting as an unlimited liability partner in such a company,
- any diversification of the business activities of Solocal or any of its subsidiaries that is unrelated to previous business activities, or any diversification that is related to previous business activities but is not included in the annual budget and involves a financial commitment that exceeds €10 million,
- any sale, transfer or termination of a major business activity of Solocal or any of its subsidiaries that is not included in the annual budget or the three-year business plan,
- the implementation of any incentive plan (as defined under French labour law or any similar legislation in another country, with the exception of a mandatory or standard voluntary profit-sharing plan) within Solocal or its subsidiaries, or any measure that encourages employees to directly or indirectly acquire shares in Solocal or its subsidiaries,
- any authorisation or instruction given to a Solocal subsidiary, to examine or undertake any of the transactions referred to in this appendix,
- the execution of any agreement not included in the annual budget involving payments or the supply of goods or services by Solocal or its subsidiaries for a total amount greater than €10 million per year,
- any decision relating to plans for the merger or demerger of any Solocal subsidiary, the spin-off of the assets of a Solocal subsidiary, or a long-term agreement to manage a Solocal subsidiary, that is not included in the annual budget or the three-year business plan, excluding internal reorganisation that has no material impact on Solocal's position,
- any transfer or sale in order to provide collateral, any decision to grant a security interest or pledge, by Solocal or any of its subsidiaries, in order to meet debts or honour guarantees given to third parties, not included in the annual budget and for a total amount greater than €10 million per year,
- any loans granted by Solocal or any of its subsidiaries which in total exceed €5 million and are not included in the annual budget.

Deputy Chief Executive Officer

At the recommendation of the Chief Executive Officer, the Board of Directors may appoint one or more individuals charged with assisting the Chairman, with the title of Deputy Chief Executive Officer. The maximum number of Deputy Chief Executive Officers is five. In agreement with the Chief Executive Officer, the Board of Directors shall determine the scope and duration of powers given to Deputy Chief Executive Officers.

Non-Voting Director

In accordance with Article 12 of the Company's Articles of Association which allows the Board of Directors to appoint one or more Non-Voting Directors, who participate in Board meetings but are not entitled to vote at those meetings, the Board of Directors decided, at its meeting of 23 July 2020, to appoint Jacques-Henri David as a Non-Voting Director in order to provide the Board with the benefit of his past experience of the Company and his insight into individual shareholders. Mr David resigned from his post on 30 June 2022.

The Board of Directors had also decided at its meeting of 11 October 2021 to appoint Bruno Guillemet as a Non-Voting Director in order to bring his expertise in Human Resources to the Board. Bruno Guillemet's appointment as a Director was approved by the Company's General Shareholders' Meeting of 2 June 2022. Mr Guillemet therefore resigned from his duties as a Non-Voting Director.

Rights, preferences and restrictions attaching to each class of the existing shares

Fully paid-up shares may be in registered or bearer form, at the shareholder's discretion. They must be registered until they are fully paid up. They are registered in the Company's records or with an authorised intermediary under the terms and conditions set out in law.

In order to be able to identify bearer shares, under current legal and regulatory conditions and subject to applicable legal or regulatory penalties, the Company may, among other things, request from any organisation or intermediary, including the central custodian of financial instruments, information required by law or regulations enabling the identification of holders of Company shares giving immediate or future voting rights at Shareholders' Meetings and, in particular, the number of shares held by each of them and, if applicable, any restrictions that may apply to those shares.

Any intermediary registered on behalf of an owner who is not resident within France is required, under the terms set out in Article L. 228-1 of the French Commercial Code, to reveal the identity of the owners of such shares within 10 days, on request by the Company or its legal representative at any time.

Where the Company has reason to believe that holders of registered or bearer shares who are known to the Company are holding those shares on behalf of third-party shareholders, it is entitled to request those holders to reveal the identities of the owners of said shares under the terms set out above.

Where a person to whom a request is made in accordance with the above provisions does not provide the requested information within the legal and regulatory time limits, or provides incomplete or incorrect information relating either to his or her capacity or to the identity of the shares' owners, the shares or securities providing immediate or future entitlement to share capital for which that person is the registered account holder shall have no voting rights at any Shareholders' Meetings until such time as all matters relating to identity are settled, and payment of any corresponding dividends shall be deferred until that date.

In addition, if a person registered as a holder of shares knowingly disregards the above provisions, the Court in whose jurisdiction the Company's registered office is located may, at the request of the Company or one or more shareholders, holding at least 5% of the capital, order the full or partial withdrawal, for a total period not exceeding five years, of any voting rights attached to the shares in question and, possibly for the same period, the right to any corresponding dividends.

Where any legal entity owns shares in the Company and has a holding of more than one-fortieth of the capital or voting rights, the Company may ask that entity to disclose the identities of any persons who directly or indirectly hold more than one-third of the entity's share capital or voting rights exercised at the entity's General Shareholders' Meetings.

Actions required to modify shareholders' rights

At the registration date of this Universal Registration Document, the Articles of Association contain no provisions stricter than those set out in the law relating to changes to shareholders' rights.

6.2.2 GENERAL SHAREHOLDERS' MEETINGS (ARTICLE 11 AND ARTICLES 25 TO 31 OF THE ARTICLES OF ASSOCIATION)

Access, participation and voting at General Shareholders' Meetings

General Shareholders' Meetings are made up of all shareholders whose shares are fully paid up and whose entitlement to participate in General Shareholders' Meetings has been evidenced by the registration of the shares in the name of the shareholder or of the intermediary registered on the shareholder's behalf, on the second working day prior to the meeting at 12 midnight (Paris time), in either the registered share accounts held by the Company (or its representative), or the bearer share accounts held by the authorised intermediary.

The registration of shares in the bearer share accounts held by the financial intermediary is evidenced by a shareholder certificate issued by the financial intermediary, electronically if applicable, under the conditions provided for in Article R. 225-61 of the French Commercial Code. The certificate is

appended to (i) the remote voting form or (ii) the proxy voting form or (iii) the application for the admission card issued in the shareholder's name or on behalf of the shareholder represented by the registered intermediary.

Access to the General Shareholders' Meeting is open to its members with proof of their status and identity. The Board of Directors may, if it considers it appropriate, arrange for shareholders to be sent personal admission cards bearing their names and require these cards to be shown at the General Shareholders' Meeting.

The shareholder may, under the conditions provided for in applicable laws and regulations, attend the General Shareholders' Meeting in person, or vote remotely (any remote voting form to be received by the Company (or its representative) no later than 3 p.m. (Paris time) on the day before the General Shareholders' Meeting), or appoint a proxy. Intermediaries registered on behalf of shareholders may participate in the General Shareholders' Meeting under

the conditions provided for in applicable laws and regulations. It is specified that for any proxy given by a shareholder without indication of the proxyholder, the Chairman of the General Shareholders' Meeting will cast a vote in favour of the adoption of the draft resolutions submitted or approved by the Board of Directors and a vote against the adoption of all other draft resolutions.

In accordance with Article R. 22-10-28 of the French Commercial Code, it is specified that any shareholder who has already voted remotely, sent in a proxy form or applied for an admission card to the General Shareholders' Meeting or a shareholder certificate, may not then choose any other mode of participation.

Proxy and remote voting forms and certificates of non-transferability of shares may be submitted in electronic form duly signed under the conditions provided for in applicable laws and regulations.

If the Board of Directors so decides at the time of convening the meeting, forms may be completed and signed electronically directly on a site set up by the Company. This site must use a process including a username and password, in accordance with the terms set out in the first sentence of paragraph 2 of Article 1367 of the French Civil Code, or any other process which meets the conditions set out in the first sentence of paragraph 2 of Article 1367 of the French Civil Code.

The proxy form or ballot submitted in this way prior to the meeting by such electronic means, and any receipts which are provided for them, shall be considered to be fully enforceable, irrevocable written records, subject to the points set out below. By derogation, in the event of a sale of shares occurring prior to 12 midnight (Paris time) on the second working day preceding the meeting, the Company shall invalidate or alter accordingly, as the case may be, the proxy form or ballot submitted prior to the meeting, using the electronic means set up by the Board of Directors.

Owners of Company shares, who are not residents of France, may be registered in the accounts and represented at the meeting by any intermediary who is registered on their behalf and holds a general securities management mandate, provided such intermediaries have previously declared themselves as intermediaries holding shares on behalf of others at the time shares are registered in the accounts held with the Company or account-holding financial intermediary, in accordance with applicable laws and regulations.

The Company is entitled to ask any intermediary who is registered on behalf of shareholders not residing in France and who holds a general mandate to provide a list of the shareholders they represent and whose rights are to be exercised at the meeting.

General Shareholders' Meetings may be held by videoconference or by any other means of telecommunication, including the internet, which enables shareholders to be identified under the conditions set out in applicable laws and regulations.

Ordinary General Shareholders' Meetings

Ordinary General Shareholders' Meetings are called to make all decisions that do not amend the Articles of Association. They are held at least once a year within six months of the end of the financial year, to approve the financial statements for the previous financial year, unless this period is extended by Court order.

Ordinary General Shareholders' Meetings cannot validly deliberate, on the first Notice of Meeting, unless shareholders present, represented or voting remotely, hold at least one-fifth of shares with voting rights. Upon a second Notice of Meeting, no quorum is required. Decisions are made by majority vote of the shareholders who are present, represented or have voted remotely.

For the purposes of calculating quorum and majority, shareholders are deemed to be present if they take part in an Ordinary General Shareholders' Meeting by videoconference or any other means of telecommunication enabling them to be identified, the nature and terms of use of which are defined by applicable laws and regulations.

Extraordinary General Shareholders' Meetings

Only Extraordinary General Shareholders' Meetings are authorised to amend any provisions of the Articles of Association. However, they may not increase shareholders' commitments except through transactions resulting from a properly executed share consolidation.

Subject to legal stipulations applicable to share capital increases by the incorporation of reserves, profits or issue premiums, Extraordinary General Shareholders' Meetings cannot validly deliberate unless shareholders present, represented or voting remotely hold, on the first Notice of Meeting, at least one-quarter or, on the second Notice of Meeting, one-fifth of the shares with voting rights. If the latter quorum cannot be reached, the second meeting may be reconvened up to two months after the original date, at which point a one-fifth quorum is again required.

Subject to the same conditions, decisions are made by a two-thirds majority vote of shareholders who are present, represented or have voted remotely.

For the purposes of calculating quorum and majority, shareholders are deemed to be present if they take part in an Extraordinary General Shareholders' Meeting by videoconference or any other means of telecommunication enabling them to be identified, the nature and terms of use of which are defined by applicable laws and regulations.

Forms and deadlines for Notices of Meeting (Article 27 of the Articles of Association)

The Board of Directors calls General Shareholders' Meetings under the conditions provided for by law.

Failing this, they may also be convened by the Statutory Auditors or by any person authorised for this purpose.

Shareholders' Meetings are held at the registered office or at any other place stated in the Notice of Meeting.

Except as otherwise provided for by law, notices are issued at least 15 full days before the scheduled date of a General Shareholders' Meeting and this period is reduced to ten full days for General Shareholders' Meetings held after a second Notice of Meeting and for reconvened meetings.

The meetings shall take place at the date, time and place stated in the Notice of Meeting.

Notices of Meeting must include the agenda for the meeting, which shall be drawn up by the convenor of that meeting.

Officers of General Shareholders' Meetings (Article 29 of the Articles of Association)

General Shareholders' Meetings are chaired by the Chairman of the Board of Directors or, in his or her absence, by a Director appointed by the Board for this purpose. Failing this, the General Shareholders' Meeting elects its own Chairman.

The duties of scrutineers are performed by the two members of the General Shareholders' Meeting with the greatest number of votes and who are willing to perform these duties.

The officers of a General Shareholders' Meeting appoint a secretary, who is not required to be a shareholder.

Agenda

The Agenda of General Shareholders' Meetings is drawn up by the convenor of the meeting.

One or more shareholders representing the percentage of capital required by applicable regulatory provisions and acting in accordance with legal conditions and time limits may request that draft resolutions be added to the agenda.

Requests for draft resolutions to be added to the agenda must be sent by registered letter with recorded delivery after the Notice of Meeting has been published in the French bulletin of mandatory legal announcements (BALO) and up

to 25 days prior to the meeting (however, if the notice is published more than 45 days prior to the meeting, draft resolutions must be sent within 20 days of publication of the notice). The persons making the request must demonstrate at the date of their request that they possess or represent the required proportion of share capital by having the corresponding shares shown either in the registered share accounts held by the Company (or its representative), or the bearer share accounts held by the authorised intermediary. They must submit a registration certificate along with their request. Consideration of the item or resolution is subject to the submission by the applicants of a new certificate evidencing the registration of the shares in the same accounts as of 12 midnight (Paris time) on the second working day prior to the meeting. Requests for items to be added to the agenda must include the reasons for the request.

Only matters on the agenda may be discussed at General Shareholders' Meetings. Nevertheless, the General Shareholders' Meeting may, under any circumstances, dismiss and replace one or more members of the Board of Directors.

The agenda may not be amended where a second Notice of Meeting has been issued, or in the event of a meeting being reconvened.

Conditions for exercising voting rights

At all General Shareholders' Meetings, each shareholder has as many votes as the number of shares he or she owns or represents, with no limitations other than those which may arise from legal provisions or the Articles of Association, subject to a Court order in certain cases. The provisions of the Articles of Association stipulating the existence of a double voting right, as adopted by the General Shareholders' Meeting of 7 June 2011, became effective on 1 May 2013. A double voting right is attributed to all fully paid-up registered shares of the Company that have been registered in the name of the same holder for at least two years.

Shares are indivisible with regard to the Company. Joint owners of shares must arrange for one of them to act as their representative with the Company, and such person shall be considered to be the sole owner and representative. In the event of failure to agree, the sole representative may be appointed by the Court at the request of the first joint owner to so request. Unless the Company is properly notified of any agreement to the contrary, beneficial owners have the right to vote at Ordinary General Shareholders' Meetings and bare owners have the right to vote at Extraordinary General Shareholders' Meetings.

6.2.3 SALE AND TRANSFER OF THE SHARES (ARTICLE 9 OF THE ARTICLES OF ASSOCIATION)

Shares are freely negotiable, subject to applicable legal and regulatory provisions. They are registered in an account and transferred under the terms and conditions set out in the applicable legal and regulatory provisions.

6.2.4 SHAREHOLDING DISCLOSURE THRESHOLDS (ARTICLE 9 OF THE ARTICLES OF ASSOCIATION)

In addition to the legal requirement to inform the Company when certain percentages of capital or voting rights have been exceeded or are not met, any person acting alone or in concert who comes to hold or ceases to hold, directly or indirectly, a fraction of the capital, voting rights or securities giving future rights to the Company's share capital that is equal to or greater than 1% or a multiple of this fraction, will be required, no later than before the close of trading on the fourth trading day after the day this threshold was exceeded or not met, to notify the Company, by registered letter with acknowledgement of receipt, of the total number of shares, voting rights or securities giving equity rights which it holds, directly or indirectly, alone or in concert.

This notification must be renewed under the aforementioned conditions whenever a new 1% threshold is reached or crossed, upwards or downwards, for any reason whatsoever, including above the 5% threshold.

In the event of non-compliance with the aforementioned requirements, and if one or more shareholders holding at least 1% of the share capital so requests from the General Shareholders' Meeting, the shareholders in question shall, without prejudice to potential suspensions of voting rights decided by a court, under the conditions and limits specified by law, be deprived of the voting rights for the shares exceeding the thresholds subject to declaration.

6.2.5 CHANGE IN CAPITAL CLAUSE

As at the registration date of this Universal Registration Document, the Articles of Association contain no provisions stricter than those set out in the law relating to changes in capital.

6.3 Share capital

Rights and obligations attached to shares (Article 10 of the Articles of Association)

Each share entitles the holder to a share in the profits, ownership of Company assets and in the liquidation dividend, in a proportion equal to the share of capital it represents. In addition, each share entitles its holder to vote and be represented at General Shareholders' Meetings, in accordance with the law and the Articles of Association. Ownership of shares automatically implies full adherence to the Company's Articles of Association and to decisions taken at the General Shareholders' Meeting.

Shareholders are liable for losses only in the amount of their contribution to capital.

The heirs, creditors, assignees or representatives of a shareholder may not request that the Company's assets, securities or shares be placed under seal, divided or put up for public auction, nor may they interfere in the Company's management. In order to exercise their rights, they must refer to corporate inventories and decisions taken at General Shareholders' Meetings.

Where exercising a particular right requires ownership of several shares, shareholders who do not own the required number of shares must form a group and, where appropriate, purchase or sell shares as necessary.

The provisions of the Articles of Association stipulating the existence of a double voting right, as adopted by the General Shareholders' Meeting of 7 June 2011, became effective on 1 May 2013. A double voting right is attributed to all fully paid-up registered shares of the Company that have been registered in the name of the same holder for at least two years.

In the event that the capital is increased by incorporation of reserves, profits or issue premiums, this double voting right will apply to new shares, upon issue, granted to a shareholder on the basis of existing shares for which he or she already holds this right. Any share converted to a bearer share or for which ownership is transferred will lose the double voting right, subject to exceptions provided for by law. These provisions entered into effect on 1 May 2013.

6.3.1 SHARE CAPITAL

As of the date of this document, the share capital amounts to €131,906,654 divided into 131,906,654 fully paid-up shares, each with a par value of €1, all of the same class.

Authorised but unissued capital (current delegations of authority granted to the Company's Board of Directors)

The Combined General Shareholders' Meetings of the Company held on 3 June 2021 and 2 June 2022 delegated authority to the Board of Directors for the following purposes, under the conditions set out below:

Securities concerned	Term of the authorisation and expiration	Maximum amount of debt securities	Maximum nominal amount of capital increase
1. Free allotment of Company shares to employees or corporate officers of Solocal Group, with a waiver by the shareholders of their preferential subscription rights (fifteenth resolution of the General Shareholders' Meeting of 3 June 2021)	24 months 3 June 2023	-	1.5% of the share capital of which a maximum of 0.3% in favour of the corporate officers
2. Purchase or transfer of shares within the limit of 10% of the share capital (nineteenth resolution of the General Shareholders' Meeting of 2 June 2022)	18 months 2 December 2023	-	Repurchase programme ceiling: €92,201,095
3. Delegation of authority to the Board of Directors to increase the share capital, with retention of shareholders' preferential subscription rights, by issuance of shares and/or equity securities granting access to other equity securities and/or granting entitlement to the allotment of debt securities and/or securities granting access to equity securities to be issued (twentieth resolution of the General Shareholders' Meeting of 2 June 2022)	26 months 2 August 2024	€300,000,000	Ceiling: €39,514,756 Overall ceiling for issues 3, 4 and 5: €52,686,341

Securities concerned	Term of the authorisation and expiration	Maximum amount of debt securities	Maximum nominal amount of capital increase
4. Delegation of authority to the Board of Directors to increase the share capital, with cancellation of shareholders' preferential subscription rights, by issuance of shares and/or equity securities granting access to other equity securities and/or granting entitlement to the allotment of debt securities and/or securities granting access to equity securities to be issued, within the framework of public offerings (twenty-first resolution of the General Shareholders' Meeting of 2 June 2022)	26 months 2 August 2024	€300,000,000	Ceiling: €13,171,585 Overall ceiling of issues 4 and 5: €13,171,585
5. Delegation of authority to the Board of Directors to increase the share capital, with cancellation of shareholders' preferential subscription rights, by issuance of shares and/or equity securities granting access to other equity securities and/or granting entitlement to the allotment of debt securities and/or securities granting access to equity securities to be issued, in favour of qualified investors or a small circle of investors (twenty-second resolution of the General Shareholders' Meeting of 2 June 2022)	26 months 2 August 2024	€300,000,000	Ceiling: €13,171,585
6. Authorisation given to the Board of Directors to increase the number of securities to be issued, in the event of a capital increase with or without cancellation of shareholders' preferential subscription rights (twenty-third resolution of the General Shareholders' Meeting of 2 June 2022)	26 months 2 August 2024	-	Regulatory ceiling
7. Delegation of authority to the Board of Directors to increase the Company's share capital by incorporation of reserves, profits or premiums (twenty-fourth resolution of the General Shareholders' Meeting of 2 June 2022)	26 months 2 August 2024	-	Ceiling: €13,171,585
8. Share capital increase, with cancellation of shareholders' preferential subscription rights, reserved for members of a group savings plan (twenty-fifth resolution of the General Shareholders' Meeting of 2 June 2022)	26 months 2 August 2024	-	Ceiling: €1,317,158

At its meetings of 26 April 2022 and 25 October 2022, the Board of Directors made use of the delegation of authority granted to it under the terms of the fifteenth resolution of the Company's Combined General Shareholders' Meeting of 3 June 2021, pursuant to which it carried out an allotment of 887,500 performance shares.

Other securities giving rights to capital

On 13 March 2017, the Company issued to the creditors, as part of its first financial restructuring plan, 9,067,200 mandatory convertible bonds (MCBs) for a nominal amount of €18.13 million, granting entitlement to the allotment of 9,067,200 shares upon the conversion of all the MCBs, i.e. 1.55%

of the Company's share capital. As of the date of this document, no MCBs remain outstanding, the MCBs having reached their maturity date, which was five years from their issue date, and the outstanding MCBs having been redeemed in full on 14 March 2022.

On 27 November 2019, the Company decided to authorise the setting up of an equity line financing arrangement and the associated issuance of up to 58,000,000 ordinary share warrants ("Warrants") to Kepler Cheuvreux. Kepler Cheuvreux has exercised, up to 31 January 2020, 41,915,190 Warrants resulting in the issuance of 4,191,519 shares.

The line is no longer usable as of 28 November 2021.

6.3.2 NON-EQUITY SHARES

As at the registration date of this Universal Registration Document, there were no non-equity shares.

6.3.3 ACQUISITION BY THE COMPANY OF ITS OWN SHARES

In accordance with Articles L. 22-10-62 et seq. of the French Commercial Code, the Combined General Shareholders' Meeting of 2 June 2022 authorised the Board of Directors to purchase Company shares, up to a maximum of 10% of the existing share capital as of the date when the authorisation takes effect, under the following conditions:

- the maximum purchase price should not exceed €7 per share, it being specified that in the event of any transactions involving the capital, notably by way of incorporation of reserves and the allotment of free shares, and/or division or grouping together of shares, this price will be adjusted accordingly;
- the maximum total amount of funds intended for the repurchase programme stands at € 92,201,095;

- this authorisation is valid for an 18-month period;
- shares may be acquired or transferred at any time, except during the period of a takeover bid, in compliance with legal or regulatory requirements, by any method, in particular, on the market, on multi-lateral trading facilities or over-the-counter, including block purchases or sales, and by the use of derivative financial instruments traded in regulated markets, multi-lateral trading facilities, or over-the-counter services.

At the General Shareholders' Meeting called to approve the 2022 financial statements, the shareholders will be asked to vote on the renewal of this share repurchase programme.

6.3.4 OTHER INFORMATION

Option plans and performance share grants

Information on option plans and performance share grants is described in section 6.4.3 of this document.

Convertible securities, exchangeable securities or equity warrants

As of the registration date of this Universal Registration Document, there were no convertible or exchangeable securities or equity warrants other than convertible option bonds redeemable for shares and share warrants issued in connection with the equity line (see section 6.3.1 of this document).

Information on the conditions governing any acquisition rights and/or obligations attached to capital subscribed but not paid up

Information relating to authorisations to issue shares given to the Board of Directors by the General Shareholders' Meeting is set out in section 6.3.1 of this document.

Information on the capital of any of the Group's members subject to an option or a conditional or unconditional agreement

As at the registration date of this Universal Registration Document, no member of the Group had any option or agreement of this type.

6.3.5 HISTORY OF SHARE CAPITAL AND VOTING RIGHTS

Information on the ownership of the Company's share capital is provided in section 6.4 of this document.

Statement of change in share capital

Date	Operation	Number of shares issued	Maximum nominal amount of capital increase	Issue premium per share	Total amount of the issue premium	Successive amounts of capital	Number of shares	Par value
Combined General Shareholders' Meeting of 27 May 2004	Stock split	274,050,000	-	-	-	€54,810,000	274,050,000	€0.20
Initial Public Offering July 2004	Capital increase reserved for employees of France Télécom	4,739,610	€947,922	€11.10	€52,609,671	€55,757,922	278,789,610	€0.20
15 January 2007	Recognition of the capital increase resulting from share subscription options exercised in 2006	1,477,170	€295,434	€17.60	€25,990,960.40	€56,053,356	280,266,780	€0.20
15 January 2008	Recognition of the capital increase resulting from share subscription options exercised in 2007	377,670	€75,534	€11.52	€4,350,758.40	€56,128,890	280,644,450	€0.20
25 February 2009	Recognition of the capital increase resulting from allotments of performance shares in 2008	340,304	€68,060.80	-	-	€56,196,950.80	280,984,754	€0.20
6 June 2014	Capital increase with preferential subscription rights and reserved capital increase	880,742,416	€440,371,208	€0.50	€264,222,724	€232,345,434	1,161,727,170	€0.20
29 April 2015	Capital increase reserved for current and former employees of Solocal Group	4,569,773	€913,954.60	€0.36	€921,266.37	€233,259,388.60	1,166,296,943	€0.20
26 October 2015	Reverse stock split by allotment of one (1) new ordinary share with a par value of €6 for thirty (30) existing ordinary shares, each with a par value of €0.20	-	-	-	-	€233,259,384	38,876,564	€6
2 February 2017	Capital reduction by way of a reduction in the par value of each share	-	-	-	-	€3,887,656.40	38,876,564	€0.10
13 March 2017	Free share allotments at a ratio of 3 free shares for 2 shares held at 10 March 2017	58,314,846	€5,831,484.60	-	-	€9,719,141	97,191,410	€0.10
13 March 2017	Capital increase with preferential subscription rights	398,484,781	€39,848,478.10	€0.90	€358,636,303	€49,567,619.10	495,676,191	€0.10
13 March 2017	Reserved capital increase	80,542,087	€8,054,208.70	€4.41	€355,190,603.67	€57,621,827.80	576,218,278	€0.10
7 April 2017	Recognition of the capital increase resulting from the redemption of MCBs	619,504	€61,950.40	€1.90	€1,177,057.60	€57,683,778.20	576,837,782	€0.10
4 May 2017	Recognition of the capital increase resulting from the redemption of MCBs	2,552,365	€255,236.50	€1.90	€4,849,493.50	€57,939,014.70	579,390,147	€0.10
9 June 2017	Recognition of the capital increase resulting from the redemption of MCBs	2,140,432	€214,043.20	€1.90	€4,066,820.80	€58,153,057.90	581,530,579	€0.10

Date	Operation	Number of shares issued	Maximum nominal amount of capital increase	Issue premium per share	Total amount of the issue premium	Successive amounts of capital	Number of shares	Par value
10 July 2017	Recognition of the capital increase resulting from the redemption of MCBs	441,771	€44,177.10	€1.90	€839,364.90	€58,197,235	581,972,350	€0.10
2 August 2017	Recognition of the capital increase resulting from the redemption of MCBs	68,127	€6,812.70	€1.90	€129,441.30	€58,204,047.70	582,040,477	€0.10
7 September 2017	Recognition of the capital increase resulting from the redemption of MCBs	4,307	€430.70	€1.90	€8,183.30	€58,204,478.40	582,044,784	€0.10
6 October 2017	Recognition of the capital increase resulting from the redemption of MCBs	160,014	€16,001.40	€1.90	€304,026.60	€58,220,479.80	582,204,798	€0.10
6 November 2017	Recognition of the capital increase resulting from the redemption of MCBs	75,528	€7,552.80	€1.90	€143,503.20	€58,228,032.60	582,280,326	€0.10
4 December 2017	Recognition of the capital increase resulting from the redemption of MCBs	164,474	€16,447.40	€1.90	€312,500.60	€58,244,480	582,444,800	€0.10
8 February 2018	Recognition of the capital increase resulting from the redemption of MCBs	239,640	€23,964	€1.90	€455,316	€58,268,444	582,684,440	€0.10
6 April 2018	Recognition of the capital increase resulting from the redemption of MCBs	634,564	€63,456.40	€1.90	€1,205,671.60	€58,331,900.40	583,319,004	€0.10
7 May 2018	Recognition of the capital increase resulting from the redemption of MCBs	22,873	€2,287.30	€1.90	€43,758.70	€58,334,187.70	583,341,877	€0.10
6 July 2018	Recognition of the capital increase resulting from the redemption of MCBs	31,687	€3,168.70	€1.90	60,205.30	€58,337,356.40	583,373,564	€0.10
28 January 2019	Recognition of the capital increase resulting from the redemption of MCBs	256,801	€25,680.10	€1.90	€487,921.90	€58,363,036.50	583,630,365	€0.10
7 March 2019	Recognition of the capital increase resulting from the redemption of MCBs	157	€15.70	€1.90	€298.30	€58,363,052.20	583,630,522	€0.10
9 May 2019	Recognition of the capital increase resulting from the redemption of MCBs	491,368	€49,136.80	€1.90	€933,599.20	€58,512,189	585,121,890	€0.10
2 October 2019	Recognition of the capital increase resulting from the redemption of MCBs	4,386	€438.60	€1.90	€8,333.40	€58,512,627.60	585,126,276	€0.10
At 31 December 2019	Capital increase resulting from the issuance of shares under the equity line	34,415,190	€3,441,519	€0.41233	€14,190,415.30	€61,954,146.60	619,541,466	€0.10
At 31 January 2020	Capital increase resulting from the issuance of shares under the equity line	7,500,000	€750,000	€0.4021	€3,015,750	€62,704,146.60	627,041,466	€0.10
7 August 2020	Capital reduction for reasons other than losses	-	-	-	-	€6,270,414.66	627,041,466	€0.01

Date	Operation	Number of shares issued	Maximum nominal amount of capital increase	Issue premium per share	Total amount of the issue premium	Successive amounts of capital	Number of shares	Par value
9 September 2020	Capital increase with cancellation of shareholders' preferential subscription rights in favour of GoldenTree and Financière de la Clarée	131,286,950	1,312,869.50	€0.07	€9,190,086.50	€7,583,284.16	758,328,416	€0.01
6 October 2020	Capital increase by issuance of free shares in favour of shareholders who have proof that their shares are registered in an account	625,912,878	€6,259,128.78	-	-	€13,842,412.94	1,384,241,294	€0.01
6 October 2020	Capital increase with shareholders' preferential subscription rights	11,198,586,929	€11,985,869.29	€0.02	€223,971,738.58	€125,828,282.23	12,582,828,223	€0.01
6 October 2020	Reserved capital increase with cancellation of shareholders' preferential subscription rights in favour of members of the ad hoc Bondholders' Committee or their affiliates, successors or assigns	367,231,638	€3,672,316.38	€0.0254	€9,327,683.60	€129,500,598.61	12,950,059,861	€0.01
16 October 2020	Recognition of the capital increase resulting from the redemption of MCBs	1,651	€16.51	€0.94	€1,549.50	€129,500,615.12	12,950,061,512	€0.01
5 November 2020	Free allotment of shares under the Universal Plan	522,270	€5,222.70	-	-	€129,505,837.82	12,950,583,782	€0.01
27 November 2020	Reverse split of Company shares at a parity of one hundred (100) ordinary shares, each with a par value of €0.01 in exchange for one (1) new share, each with a par value of one euro (€1)	-	-	-	-	€129,505,837*	129,505,837	€1
18 January 2021	Recognition of the capital increase resulting from the redemption of MCBs	2,863	€2,863	€94.25	€269,843	€129,508,700	129,508,700	€1
30 April 2021	Recognition of the capital increase resulting from the redemption of MCBs	42	€42	€95.95	€4,030	€129,508,742	129,508,742	€1
3 May 2021	Recognition of the capital increase reserved for employees	319,730	€319,730	€1.19	€380,479.70	€129,828,472	129,828,472	€1
4 May 2021	Recognition of the capital increase resulting from allotments of performance shares made in 2018	31,255	€31,255	-	-	€129,859,727	129,859,727	€1
29 June 2021	Recognition of the capital increase resulting from the redemption of MCBs	33	€33	€93.88	€3,099	€129,859,760	129,859,760	€1
30 September 2021	Recognition of the capital increase resulting from the partial repayment of the claims of certain RCF creditors	1,834,708	€1,834,708	€0.64	€1,165,290	€131,694,468	131,694,468	€1
22 February 2022	Recognition of the capital increase resulting from the redemption of MCBs	29	€29	€94.24	€2,733	€131,694,497	131,694,497	€1
10 March 2022	Recognition of the capital increase resulting from the redemption of MCBs	215	€215	€94.32	€20,279	€131,694,712	131,694,712	€1

Date	Operation	Number of shares issued	Maximum nominal amount of capital increase	Issue premium per share	Total amount of the issue premium	Successive amounts of capital	Number of shares	Par value
15 March 2022	Recognition of the capital increase resulting from the redemption of MCBs	238	€238	€94.56	€22,506	€131,694,950	131,694,950	€1
15 March 2022	Recognition of the capital increase resulting from the redemption in full of the outstanding amount of the MCBs following the maturity of the MCBs	20,904	€20,904	€94.24	€1,970,024	€131,715,854	131,715,854	€1
25 October 2022	Recognition of the capital increase resulting from allotments of performance shares made in 2021	187,800	€187,800	-	-	€131,903,654	131,903,654	€1
26 October 2022	Recognition of the capital increase resulting from allotments of performance shares made in 2021	3,000	€3,000	-	-	€131,906,654	131,906,654	€1

* The Company waived the reverse split of 82 existing treasury shares forming fractional shares.

Comments on material changes in the breakdown of the Company's share capital during the last three years

Recent changes in the breakdown of the Company's share capital are described in section 6.4.1 of this Universal Registration Document.

Pledges

See section 6.4.7 of this document.

Market for Company shares

Euronext (FP)	Low (in euros)	High (in euros)	Last price (in euros)	Volume traded	Capital
Jan-22	1.7910	1.9200	1.4360	19,242,869	30,020,386
Feb-22	1.2750	1.6498	1.3760	5,476,481	8,122,442
Mar-22	1.0200	1.4238	1.2120	7,287,890	8,999,872
Apr-22	1.0300	1.2220	1.0650	6,006,441	6,704,864
May-22	0.8830	1.0700	1.0120	6,853,020	6,673,584
Jun-22	0.9075	1.1180	0.9600	4,869,223	4,898,574
Jul-22	0.9505	1.1950	0.9905	5,587,271	5,783,728
Aug-22	0.9700	1.0520	1.0080	2,854,739	2,868,768
Sept-22	0.7635	1.0350	0.7760	2,567,032	2,366,724
Oct-22	0.6685	0.7765	0.6800	3,787,419	2,704,350
Nov-22	0.6540	0.7300	0.6695	3,961,050	2,736,930
Dec-22	0.6040	0.6790	0.6100	3,314,956	2,064,302

All markets (EU)	Low (in euros)	High (in euros)	Last price (in euros)	Volume traded	Capital
Jan-22	1.7700	1.9200	1.4400	28,362,779	44,349,889
Feb-22	1.2750	1.6498	1.3500	7,954,369	11,750,414
Mar-22	1.0200	1.4238	1.2400	10,749,580	13,307,986
Apr-22	1.0170	1.2400	1.0510	9,763,380	10,987,779
May-22	0.8570	1.0770	1.0150	9,943,057	9,629,198
Jun-22	0.8870	1.1180	0.9670	7,213,767	7,276,442
Jul-22	0.9235	1.1960	0.9780	8,531,473	8,843,483
Aug-22	0.9440	1.0520	1.0000	4,175,019	4,192,193
Sept-22	0.7625	1.0350	0.7625	3,647,480	3,363,512
Oct-22	0.6685	0.7775	0.6810	5,748,107	4,122,539
Nov-22	0.6495	0.7305	0.6660	6,066,878	4,183,574
Dec-22	0.6010	0.6790	0.6100	4,722,237	2,978,292

6.3.6 RELATIONS WITH SHAREHOLDERS

See "Shareholder structure" section of the integrated report.

6.4 Main shareholders

6.4.1 OWNERSHIP STRUCTURE HISTORY

Breakdown of the Company's share capital

At 31 December 2022, and on the basis of information known to the Company, Solocal's ownership structure was as follows:

	31 December 2022			
	Number of shares	% of share capital	Available voting rights	% of voting rights
GoldenTree Asset Management, L.P. (U.S.)	30,616,900	23.2%	30,616,900	23.2%
DNCA Finance S.A. ⁽¹⁾	9,186,100	7.0%	9,186,100	7.0%
Melqart Asset Management (UK) Ltd ⁽²⁾	9,118,600	6.9%	9,118,600	6.9%
Credit Suisse Asset Management	7,684,500	5.8%	7,684,500	5.8%
Public	74,552,004	56.5%	74,831,090	56.8%
Solocal Group employees ⁽³⁾	307,591	0.2%	307,591	0.2%
Treasury shares held ⁽⁴⁾	440,940	0.3%	-	-
TOTAL	131,906,654	100.0%	131,744,800	100.0%

(1) In accordance with the Company's Articles of Association, it is specified that as a result of the securities transactions carried out on 23 February 2023, DNCA Finance crossed below the threshold of 6% of the share capital and voting rights of Solocal Group. DNCA Finance currently holds 7,676,544 shares in Solocal Group under its managed funds.

(2) In accordance with the Company's Articles of Association, it is specified that as a result of the securities transactions carried out on 17 April 2023, Melqart crossed below the threshold of 5% of the share capital and voting rights of Solocal Group. Melqart currently holds 6,474,315 shares in Solocal Group under its managed funds.

(3) Under the Solocal Group Savings Plan.

(4) 440,940 treasury shares are held under a liquidity agreement implemented on 2 December 2012.

Previously, and on the basis of information known to the Company, Solocal's ownership structure was as follows:

Shareholder structure as at 31 December 2021

	31 December 2021			
	Number of shares	% of share capital	Voting rights	% of voting rights
GoldenTree Asset Management, L.P. (U.S.)	30,616,919	23.2%	30,616,919	23.3%
DNCA Finance S.A.	13,369,434	10.2%	13,369,434	10.2%
Melqart Asset Management (UK) Ltd	9,118,617	6.9%	9,118,617	6.9%
Credit Suisse Asset Management	7,684,520	5.8%	7,684,520	5.8%
Public	70,277,263	53.4%	70,331,711	53.5%
Solocal Group employees ⁽¹⁾	317,830	0.2%	317,830	0.2%
Treasury shares held ⁽²⁾	309,885	0.2%	-	-
TOTAL	131,694,468	100.0%	131,439,031	100.0%

(1) Under the Solocal Group Savings Plan.

(2) 309,885 treasury shares are held under a liquidity agreement implemented on 2 December 2012.

Shareholder structure as at 31 December 2020

	31 December 2020			
	Number of shares	% of share capital	Available voting rights	% of voting rights
GoldenTree Asset Management, L.P. (U.S.)	30,319,100	23.41%	30,319,100	23.41%
DNCA Finance S.A.	15,204,000	11.74%	15,204,000	11.74%
Melqart Asset Management (UK) Ltd	8,332,300	6.43%	8,332,300	6.43%
Credit Suisse Asset Management	8,205,847	6.34%	8,205,847	6.34%
Public	67,410,081	52.05%	67,434,076	52.06%
Solocal Group employees ⁽¹⁾	26,691	0.02%	26,691	0.02%
Treasury shares held ⁽²⁾	7,818	0.01%	-	-
TOTAL	129,505,837	100.00%	129,522,014	100.00%

(1) Under the Solocal Group Savings Plan.

(2) 7,818 treasury shares are held under a liquidity agreement implemented on 2 Dec.

Shareholding disclosure thresholds

- In a letter received on 31 October 2022, the limited partnership DNCA Finance (19 place Vendôme, 75001 Paris), acting on behalf of funds under its management, reported that on 26 October 2022, it had fallen below the thresholds of 10% of the share capital and voting rights of Solocal Group and that it held, on behalf of the said funds, 13,127,778 Solocal Group shares and the same proportion of voting rights, or 9.97% of the share capital and 9.96% of the voting rights in the Company. These thresholds were crossed as the result of an on-market sale of Solocal Group shares.
- In a letter received on 18 April 2023, Melqart Asset Management (UK) Limited (5 St James's Square, SW1Y 4JU, London) acting on behalf of the fund Melqart Opportunities Master Fund Limited, under its management, reported that on 17 April 2023, it had crossed below the thresholds of 5% of the share capital and voting rights of Solocal Group and that it held, on behalf of said fund, 6,474,315 Solocal Group shares and the same proportion of voting rights, or 4.91% of the share capital and 4.90% of the voting rights in the Company.

6.4.2 CONTROL OF THE ISSUER

No person or entity, directly or indirectly, jointly or in concert, exercises, to the knowledge of the Company, control over it.

6.4.3 SHAREHOLDING, SHARE SUBSCRIPTION OR PURCHASE OPTIONS, PERFORMANCE SHARE GRANTS

Shareholdings

On the date this Document was filed, and to the Company's knowledge, the members of the Board of Directors held the following number of Solocal Group shares:

Director	Number of shares
Philippe Mellier, Chairman of the Board of Directors	140,000
David Amar and related persons	958,585
Delphine Grison	5,929
Bruno Guillemet	50,000
Marie-Christine Levet	839
Catherine Robaglia	54
Anne-France Laclide	897
Sophie Surssock	1,678

Ordinary share warrants issued in connection with the equity line

At its meeting of 27 November 2019, the Company's Board of Directors made use of the delegation of authority granted to it under the terms of the fifteenth resolution of the Combined General Shareholders' Meeting of 9 March 2018 and decided to authorise the setting up of an equity financing line and the associated issuance by the Company of a maximum of 58,000,000 ordinary share warrants ("Warrants").

Kepler Cheuvreux has exercised, up to 31 January 2020, 41,915,190 Warrants giving rise to the issuance of 4,191,519 shares (See Statement of change in share capital, section 6.3.5).

The line is no longer usable as of 28 November 2021.

Allotments of share subscription or purchase options

Various share subscription or purchase option plans were set up between 2005 and 2010. These plans are described in the Company's Universal Registration Documents, which can be found on its website www.solocal.com. No share subscription or purchase option plans are currently vesting.

In accordance with Article L. 225-184 of the French Commercial Code, information on the granting and exercise of Company stock options in 2022 is provided below:

Share subscription or purchase options granted during the 2022 financial year to each executive corporate officer by the issuer or by any Group company

Name of executive corporate officer	Plan no. and date	Type of options (purchase or subscription)	Valuation of options according to the method used for the consolidated financial statements	Number of options granted during the year	Strike price	Exercise period
Hervé Milcent	-	-	-	-	-	-
Philippe Mellier	-	-	-	-	-	-

Share subscription or purchase options exercised during the 2022 financial year by each executive corporate officer

Name of the executive corporate officer	Plan no. and date	Number of options exercised during the year	Strike price
Hervé Milcent	-	-	-
Philippe Mellier	-	-	-

Share subscription or purchase options granted to and exercised by the top ten non-corporate officer beneficiaries

Share subscription or purchase options granted to and exercised by the top ten non-corporate officer beneficiaries in 2022	Total number of options granted/shares subscribed for or purchased	Average weighted price
Options granted during the year by the issuer and by the companies included in the stock option plan, to the ten employees of the issuer or of the said companies who received the highest number of options (general information)	None	-
Options held in the issuer and in the aforementioned companies that were exercised during the year by the ten employees of the issuer or of the said companies who purchased or subscribed for the highest number of options (general information)	None	-

History of share subscription or purchase option allotments

Various share subscription or purchase option plans were set up between 2005 and 2010. These plans are described in the Company's Universal Registration Documents, which can be found on its website www.solocal.com. No share subscription or purchase option plans are currently vesting.

No Director holds any share subscription or purchase options granted by the Company.

Performance share allotments

Various performance share plans were set up between 2006 and 2021. These plans, which have now ended, are described in the Company's Universal Registration Documents, which can be found on its website www.solocal.com

2021 plan

The shareholders of Solocal Group, meeting at the Combined General Shareholders' Meeting of 27 November 2020, authorised the Board of Directors to set up, in favour of certain senior executives and employees of the Company and affiliated companies, a performance share plan as defined in Articles L. 225-197-1 et seq. of the French Commercial Code.

Under this authorisation, the maximum number of performance shares that can be granted free of charge is 1,295,087 Company shares, including a maximum of 431,695 shares for the Company's corporate officers.

On 21 January 2021, 811,000 performance shares were granted to 61 beneficiaries under this plan, including 731,000 under the "Classic" LTI plan and 80,000 under the "Booster" LTI plan. On 2 June 2021, the Board of Directors approved an additional allotment of 97,000 performance shares to 13 beneficiaries.

On the same date, the Board of Directors approved an allotment of 10,000 shares to two beneficiaries under the "Classic 2" LTI plan.

For the "Classic", "Classic 2" and "Booster" LTI plans, the performance condition is assessed over three years and based on two criteria:

- an off-market criterion: the level of achievement of the free cash flow targets during the Reference Period; and
- a market criterion: the change in Solocal's share price during the Reference Period.

The "Booster" plan also carries an additional investment condition.

For the "Classic" and "Classic 2" plans, the two criteria are applied as follows:

- (i) first criterion: 80% of the final award at the end of the plan period will depend on the achievement of the annual free cash flow objectives during the three years of the plan period:
 - vesting of an initial tranche of shares (30% of the total number of shares) on condition that the Company generates €40 million in FCF in 2021,

- vesting of a second tranche of shares (30% of the total number of shares) on condition that the Company generates €80 million in FCF in 2022,
- vesting of a third tranche of shares (20% of the total number of shares) on condition that the Company generates €80 million in FCF in 2023;

- (ii) second criterion: 20% of the final award will depend on the Solocal Group share price at the end of the plan period, with a target of €4.41:
 - if the share price is greater than or equal to €4.41 at the end of 2023 (based on the average share price over the preceding twenty trading days), all of the shares granted in respect of this criterion will vest,
 - if the share price is less than or equal to €3 at the end of 2023 (based on the average share price over the preceding twenty trading days), no shares granted in respect of this criterion will vest,
 - if the share price is greater than €3 but less than €4.41 at the end of 2023 (based on the average share price over the preceding twenty trading days), the number of performance shares vested in respect of this criterion will be determined on a linear basis between 0% and 20%.

The vesting period is one year for tranche 1, two years for tranche 2 and three years for tranches 3 and 4. The retention period is three years for tranche 1, two years for tranche 2 and one year for tranches 3 and 4.

For the "Booster" plan, the two criteria are applied as follows:

- (i) first criterion: 50% of the final award at the end of the plan period will depend on the achievement of the annual free cash flow objectives during the three years of the plan period subject to an investment condition for beneficiaries:
 - vesting of an initial tranche of shares (15% of the total number of shares) on condition that the Company generates €40 million in FCF in 2021 and that the investment condition is met,
 - vesting of a second tranche of shares (15% of the total number of shares) on condition that the Company generates €80 million in FCF in 2022 and that the investment condition is met,
 - vesting of a third tranche of shares (20% of the total number of shares) on condition that the Company generates €80 million in FCF in 2023 and that the investment condition is met;
- (ii) second criterion: 50% of the final award will depend on the Solocal Group share price at the end of the plan period, with a target of €4.41:

- if the share price is greater than or equal to €4.41 at the end of 2023 (based on the average share price over the preceding twenty trading days) and if the investment condition is met, all of the shares granted in respect of this criterion will vest,
- if the share price is less than or equal to €3 at the end of 2023 (based on the average share price over the preceding twenty trading days) and if the investment condition is met, no shares granted in respect of this criterion will vest,
- if the share price is greater than €3 but less than €4.41 at the end of 2023 (based on the average share price over the preceding twenty trading days) and if the investment condition is met, the number of performance shares vested in respect of this criterion will be determined on a linear basis between 0% and 50%.

Given the fulfilment of the performance conditions for tranche 1 of the "Classic" and "Classic 2" LTI plans, 30% of the "Classic" plan shares were vested on 22 February 2022 and 30% of the "Classic 2" LTI plan shares were vested on 2 June 2022 (i.e. 187,800 shares for the "Classic" plan and 3,000 shares for the "Classic 2" plan).

As the investment condition of the "Booster" plan of 21 January 2021 was not met, the right for the beneficiaries of that plan to receive these shares free of charge was forfeited and this was noted by the Board of Directors at its meeting of 25 October 2022.

On 15 April 2021, the Board of Directors approved an allotment of 275,000 performance shares to the Chief Executive Officer, 130,000 under a "Classic" plan and 145,000 under a "Booster" plan.

For the LTI plans that apply to the Chief Executive Officer, the performance condition is assessed over three years and based on two criteria:

- an off-market criterion: the level of achievement of the free cash flow targets during the Reference Period; and
- a market criterion: the change in Solocal's share price during the Reference Period.

The "Booster" plan also carries an additional investment condition.

For the "Classic" plan, the two criteria are applied as follows:

- (i) first criterion: 80% of the final award at the end of the plan period will depend on the achievement of the annual free cash flow objectives during the three years of the plan period:
 - vesting of an initial tranche of shares (30% of the total number of shares) on condition that the Company generates €40 million in FCF in 2021,
 - vesting of a second tranche of shares (30% of the total number of shares) on condition that the Company generates €80 million in FCF in 2022,
 - vesting of a third tranche of shares (20% of the total number of shares) on condition that the Company generates €80 million in FCF in 2023;

- (ii) second criterion: 20% of the final award will depend on the Solocal Group share price at the end of the plan period, with a target of €4.41:
 - if the share price is greater than or equal to €4.41 at the end of 2023 (based on the average share price over the preceding twenty trading days), a maximum of 24,000 performance shares will vest in respect of this criterion, it being specified that if Solocal's share price is greater than €3 but less than €4.41, the number of performance shares vested will be determined on a linear basis between 0 and 24,000 shares,
 - a maximum of 10,000 additional shares will vest if Solocal's share price is equal to €5, it being specified that if Solocal's share price is greater than €4.41 but less than €5, the number of additional performance shares vested in respect of this criterion will be determined on a linear basis between 0 and 10,000 additional shares,
 - if the share price is less than or equal to €3 at the end of 2023 (based on the average share price over the preceding twenty trading days), no shares granted in respect of this criterion will vest.

For the "Booster" plan, the two criteria are applied as follows:

- (i) first criterion: 50% of the final award at the end of the plan period will depend on the achievement of the annual free cash flow objectives during the three years of the plan period subject to an investment condition for the Chief Executive Officer:
 - vesting of an initial tranche of shares (a maximum of 18,000 shares) on condition that the Company generates €40 million in FCF in 2021 and that the investment condition is met,
 - vesting of a second tranche of shares (a maximum of 18,000 shares) on condition that the Company generates €80 million in FCF in 2022 and that the investment condition is met,
 - vesting of a third tranche of shares (a maximum of 24,000 shares) on condition that the Company generates €80 million in FCF in 2023 and that the investment condition is met;
- (ii) second criterion: 50% of the final award will depend on the Solocal Group share price at the end of the plan period, with a target of €4.41:
 - if the share price is equal to €4.41 at the end of 2023 (based on the average share price over the preceding twenty trading days) and if the investment condition is met, all shares granted in respect of this criterion will vest (a maximum of 60,000 shares),
 - if the share price is greater than €3 but less than €4.41 at the end of 2023 (based on the average share price over the preceding twenty trading days) and if the investment condition is met, the number of performance shares vested in respect of this criterion will be determined on a linear basis between 0 and 60,000 shares,

- if the share price is equal to €5 at the end of 2023 (based on the average share price over the preceding twenty trading days) and if the investment condition is met, all shares granted in respect of this criterion will vest (a maximum of 25,000 shares),
- if the share price is greater than or equal to €4.41 at the end of 2023 (based on the average share price over the preceding twenty trading days) and if the investment condition is met, all of the shares granted in respect of this criterion will vest (a maximum of 25,000 shares),
- if the share price is less than or equal to €3 at the end of 2023 (based on the average share price over the preceding twenty trading days) and if the investment condition is met, no shares granted in respect of this criterion will vest.

2022 plan

The shareholders of Solocal Group, meeting at the Combined General Shareholders' Meeting of 3 June 2021, authorised the Board of Directors to set up, in favour of certain senior executives and employees of the Company and affiliated companies, a performance share plan as defined in Articles L. 225-197-1 et seq. of the French Commercial Code.

Under this authorisation, the number of performance shares that may be granted free of charge is capped at 987,708 Company shares.

On 26 April 2022, 797,500 performance shares were granted to 30 beneficiaries under this plan, including 370,000 under the "non-CEO" LTI plan, 230,000 under the "Executive Committee" LTI plan and 197,500 under the "CEO" LTI plan.

On 25 October 2022, the Board of Directors approved an allotment of 90,000 shares to two beneficiaries.

For all of these plans, the performance condition is assessed over a reference period of three years and based on two criteria:

- an off-market criterion: the level of achievement of the free cash flow target during the Reference Period; and
- a market criterion: the change in Solocal's share price during the Reference Period.

The two criteria are applied as follows:

- (i) first criterion: 60% of the final award at the end of the plan period will depend on the achievement of the free cash flow objective for the plan reference period:
 - no shares will vest if the Company generates less than €160 million in free cash flow in total over the three financial years,
 - 75% of this 60% subtotal will vest if the Company generates €160 million in free cash flow in total over the three financial years,
 - 100% of this 60% subtotal will vest if the Company generates €240 million in free cash flow in total over the three financial years;
- (ii) second criterion: 40% of the final award will depend on the change in the Solocal Group share price ("Solocal Index") compared with the change in the benchmark index at the end of the plan period. The Solocal Index Vesting Rate is calculated as follows:
 - 0% if the Solocal Index is strictly less than the Benchmark Index,
 - 75% if the Solocal Index is equal to the Benchmark Index,
 - 100% if the Solocal Index is greater than 105% of the Benchmark Index,
 - linear vesting would be agreed if the share price is between the index and 105% of the index.

The vesting period is three years and the retention period is one year.

Performance shares granted to each executive corporate officer during the 2022 financial year

Name of executive corporate officer	Plan no. and date	Number of shares granted during the financial year	Valuation of shares according to the method used for the consolidated financial statements	Vesting date	End of lock-up period	Performance conditions
Hervé Milcent	26 April 2022	197,500	12,585	26 April 2022	26 April 2025	Free cash flow and change in share price
Philippe Mellier	-	-	-	-	-	-

Performance shares having vested during the 2022 financial year for each executive corporate officer

Name of executive corporate officer	Plan date	Number of shares having vested during the financial year	Vesting terms
Hervé Milcent	-	-	-
Philippe Mellier	-	-	-

Solocal Plan

Number of performance shares granted during the 2022 financial year to the top ten non-corporate officer Group beneficiaries	410,000
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History of performance share allotments⁽¹⁾

Information on performance shares

Shareholder's Meeting	27 Nov. 2020	27 Nov. 2020	27 Nov. 2020	3 June 2021	3 June 2021
Board meeting	21 January 2021	15 April 2021	2 June 2021	26 April 2022	25 Oct. 2022
Total number of shares granted	684,000 ⁽²⁾	275,000 ⁽²⁾	10,000 ⁽²⁾	797,500	90,000
<i>of which number granted to corporate officers</i>					
<i>Catherine Robaglia</i>	-	-	-	-	-
<i>Hervé Milcent</i>	-	275,000	-	275,000	-
Share vesting date	21 January 2024	15 April 2024	2 June 2024	26 April 2025	25 October 2025
Retention period end date	21 January 2025	15 April 2025	2 June 2025	26 April 2026	25 October 2026
Performance conditions	Free cash flow and change in share price	Free cash flow and change in share price	Free cash flow and change in share price	Free cash flow and change in share price	Free cash flow and change in share price
Number of shares vested	187,800	-	3,000	-	-
Number of shares cancelled or lapsed during the financial year	237,200	-	3,500	130,000	-
Performance shares remaining at year-end	259,000	275,000	3,500	667,500	90,000

(1) Plans still in vesting period in 2022.

(2) Balance at 31 December 2021.

The exercise of all 1,295,000 shares granted free of charge may potentially lead to the creation of 1,295,000 new shares. The total number of shares comprising the share capital would thus increase from 131,906,654 shares to 133,201,654 shares. The allotment of these new shares was

made within the limit of a maximum potential dilution of 0.97% per year. It should be noted that share subscription options are out of the money. As at 31 December 2022, there were 100,208 performance shares authorised by the Solocal Group General Shareholders' Meeting.

6.4.4 VOLUNTARY AND MANDATORY PROFIT-SHARING AGREEMENTS

Mandatory profit-sharing

The Group signed a mandatory profit-sharing agreement on 26 June 2006 with five trade unions (CFE/CGC, CFDT, FO, CGT and the independent PagesJaunes union). This agreement covers the Group's French companies in which the Company's interest exceeds 50%.

The Group's special mandatory profit-sharing reserve is the total of the special profit-sharing reserves of each participating subsidiary, which are calculated using a specific formula (provided that the total result is greater than that which would be obtained from the ordinary statutory formula).

The special mandatory profit-sharing reserve is allocated to the beneficiaries as follows: 30% in proportion to length of service and 70% in proportion to gross annual salary. Individual allotments may either be invested in the Group Savings Plan and locked in for five years, or in the Group Retirement Savings Plan and locked in until retirement if the beneficiaries choose to invest (the money may also be received directly without being tied up).

The table below shows the gross mandatory profit-sharing distributed or to be distributed for the last three financial years:

Group agreement (in millions of euros)	Gross mandatory profit-sharing to be distributed to Group employees
2022	1.9
2021	1.9
2020	2.0

Voluntary profit-sharing

There have not been any voluntary profit-sharing agreements in place within the Group since 1 January 2016:

Company Savings Plan

On 12 February 2007, Management and trade unions signed an agreement to set up a Group Savings Plan. On 17 September 2019, Management and four trade unions signed a new agreement to change the financial management of the scheme and the intermediary holding the account. On 14 December 2022, Management and the five representative trade unions signed an amendment to change the financial management of the scheme and the intermediary holding the account.

Universal Free Share Plan

As part of the Solocal 2020 project and in order to give the employees a stake in the Group's strategic and economic objectives, the Company's Board of Directors, at its meeting of 4 November 2019, made use of the authorisation granted

under the terms of the thirteenth resolution of the Combined General Shareholders' Meeting of 11 April 2019, and decided to allocate 100 free shares for each employee of the Group's French companies, i.e. a total award of 321,600 shares. These shares vested on 4 November 2020 (one year from the date on which they were granted), subject to the continued employment condition. In connection with the Company's financial restructuring and the capital increase, on 9 October 2020, in accordance with the subdelegation of authority granted by the Board of Directors on 2 October 2020, an adjustment was made to the number of new shares to be issued in respect of each entitlement to the free allotment of shares under the "Universal Plan" at a ratio of 2.109 new shares for each "Universal Plan" share. On 5 November 2020, 522,270 shares were granted under this plan (after adjustments related to restructuring operations).

Supplementary retirement scheme

On 22 November 2007, Management and trade unions signed an agreement to implement a supplementary retirement scheme. This agreement provided for:

- a PERCO (Collective Retirement Savings Plan) that tops up employee contributions with an employer contribution of €502 gross for an employee contribution of €1,500. The PERCO is no longer part of the Group agreement signed on 22 November 2007. It is covered by a new agreement signed on 17 September 2019 by Management and four trade unions. The employer contribution arrangement is unchanged. Two amendments were signed on 21 October 2022 and 14 December 2022 by Management and the five representative trade unions:
 - the first to bring the PERCO into line with the new retirement saving schemes created by the Pacte Law of 22 May 2019. As part of this change, the term "PERCO" was replaced by "PERECO";
 - the second to change the financial management of the scheme and the intermediary holding the account.
- a defined-contribution supplementary retirement plan, pursuant to Article 83 of the French Tax Code, for Group subsidiary managerial staff ("cadres") with effect as of 1 January 2008. Membership of this plan is compulsory and requires a contribution of 5.50% of the employee's tranche B and C compensation (i.e. above the maximum tranche A compensation limit of €3,377 per month in 2019). Employees pay 40% of this contribution (2.20%) and the Company pays the remaining 60% (3.30%). An amendment was signed on 29 October 2013 to allow the participating employees to make additional and voluntary contributions into the supplementary retirement plan, pursuant to Article 163 quater vicies of the French Tax Code. A new amendment was signed on 31 March 2015 to change the management of the Article 83 scheme. An amendment was signed on 14 December 2022 by Management and the five representative trade unions to convert the Article 83 scheme into a PERO (a new defined-contribution retirement scheme created within the framework of the Pacte Law of 22 May 2019).

6.4.5 VOTING RIGHTS

All registered shares in the Company that are fully paid up and have been registered in the name of the same shareholder for at least two years carry a double voting right (see section 6.2).

6.4.6 SHAREHOLDER AGREEMENTS

To the Company's knowledge, no shareholder agreement is in effect as of the date of this document.

6.4.7 PLEDGES

In connection with the issue of the Bonds (see Note 9.5 to the consolidated financial statements and Notes 5.4 and 6.1 to the Company annual financial statements in chapter 5 of this document), the Company has created a pledge of

financial securities in favour of the bondholders covering all Solocal shares that it holds as collateral for all amounts due (in principal, interest, commissions, fees and expenses) by the Company in respect of the Bonds.

6.5 Dividend distribution policy

The Company has not paid dividends since the General Shareholders' Meeting of 7 June 2011, which approved the payment of a dividend of €0.58 per share.

The Solocal Group Board meeting decided to propose to the Annual General Shareholders' Meeting held to approve the 2022 financial statements that a dividend not be paid for the 2022 financial year.

6.6 Main related party transactions

6.6.1 SERVICE AGREEMENTS

No members of the Board of Directors and no Chief Executive Officers have a service agreement with the Company or with any of its subsidiaries that provides for benefits upon contract termination.

6.6.2 RELATED PARTY TRANSACTIONS

Information on the regulated agreements and commitments referred to in Article L. 225-38 of the French Commercial Code is provided in the Statutory Auditors' special report on regulated agreements reproduced below.

6.6.3 STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS

To the General Shareholders' Meeting of Solocal Group,
In our capacity as your Company's auditors, we present below our report on regulated agreements.

Based on the information provided, we are required to report to shareholders on the characteristics, main terms and conditions of and the reasons justifying the appropriateness for the Company of the agreements that have been disclosed to us or which were brought to light as a result of our engagement, without commenting on their relevance or substance and without determining whether other such agreements exist. Under Article R. 225-31 of the French Commercial Code, it is the responsibility of shareholders to

determine whether the agreements are appropriate and should be approved.

We are also required to report to you the information set out in Article R. 225-31 of the French Commercial Code regarding operations carried out during the past financial year under agreements approved by shareholders in previous years.

We have performed those duties deemed necessary by us in accordance with the professional guidelines of France's national auditing body, the CNCC, as applicable to this engagement. These duties consisted of verifying the consistency of the information given to us with the contents of the source documents.

Agreements submitted for the approval of the General Shareholders' Meeting

Agreements authorised and signed during the past financial year

We were not informed of any agreement authorised and signed during the past financial year to be submitted for the

approval of the General Shareholders' Meeting pursuant to Article L. 225-38 of the French Commercial Code.

Agreements already approved by the General Shareholders' Meeting

Agreements approved in previous financial years that remained in force during the year ended 31 December 2022

Pursuant to Article R. 225-30 of the French Commercial Code, we were informed that the following agreement, already approved by the General Shareholders' Meeting in previous years, remained in force during the year ended 31 December 2022.

Securities account pledge agreement relating to the shares issued by Solocal SA, entered into between Solocal SA, Aether Financial Services and your Company

PERSON CONCERNED

Hervé Milcent, Chief Executive Officer of your Company and Chairman of the Board and CEO of Solocal SA.

NATURE

The Board of Directors, at its meeting of 7 August 2020, gave prior approval to the fifth-rank securities account pledge agreement relating to the Solocal SA shares held by your

Company, as security for the bond issue of a principal amount of €17.8 million (the "Secured Bonds") issued by your Company on 14 August 2020. This pledge agreement was signed on 13 August 2020.

TERMS AND CONDITIONS

The amounts due in respect of such bonds are secured by a fifth-rank securities account pledge, documented by a securities account pledge agreement governed by French law, drafted in English and entitled "Financial Securities Account Pledge Agreement", between your Company, as Pledgor, Solocal SA, as Financial Securities Account Holder and Aether Financial Services, as (i) Security Agent and (ii) representative of the holders of the Secured Bonds (Representative).

This agreement shall remain in force until the expiry date of the Security Period, i.e. the date on which the Secured Bonds have been fully repaid.

Paris-La Défense, 28 April 2023

The Statutory Auditors

DELOITTE & ASSOCIÉS

Stéphane Rimbeuf

AUDITEX

Member of the Ernst & Young Global Limited network
Mohamed Mabrouk

6.7 Material contracts

The Company has entered into a bank financing arrangement the principal terms of which are presented in Note 9 to the consolidated financial statements and in Notes 2 and 5 to the Company financial statements presented in chapter 5 of this document.

As at this date, the Company has not signed any major contracts, other than those signed in the normal course of its business, that create a major obligation or commitment for the whole Group.

6.8 Legal proceedings

In the ordinary course of business, Group entities may be 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.

With the exception of the proceedings described below and in the notes to the consolidated financial statements (Note 16 "Disputes, contingent assets and liabilities"), the Company does not consider that it is party to any legal or arbitration procedure that could reasonably be believed to have a material adverse effect on its earnings, operations or consolidated financial position.

In 2013, Solocal had to undertake further reorganisation to ensure its sustainability in the face of a constantly changing and highly competitive business environment. Proposed changes to Solocal's business model and organisation were presented to the staff representation bodies beginning in September 2013. At the same time, Management negotiated with the trade unions to reach a majority agreement on employee support measures. This agreement was signed on 20 November 2013. Following completion of these negotiations with the employee representatives, this plan provided for restructuring combined with changes in the employment contracts of the entire salesforce, and a plan without compulsory redundancies which would ultimately create 48 additional jobs within the Company. This agreement received validation via a ruling of the DIRECCTE on 2 January 2014.

A total of 311 employees refused the amendment to their employment contract linked to this reorganisation implemented at the end of 2013 and 280 of them were made redundant. One employee of the Company contested the decision to validate the collective agreement relating to the Employment Protection Plan (*Plan de Sauvegarde de l'Emploi*

- PSE) before the administrative courts. The Versailles Administrative Court of Appeal, in a judgment dated 22 October 2014 and notified on 5 November 2014, annulled the validation decision by DIRECCTE. On 22 July 2015, the Council of State rejected the appeal brought by Solocal and the Minister of Employment.

Consequently, multiple proceedings are in progress with the administrative as well as judicial courts. The administrative proceedings are now terminated.

With regard to the proceedings before the ordinary courts, more than 200 legal proceedings were brought before employment tribunals by employees invoking the consequences of the annulment by the Versailles Administrative Court of Appeal of the administrative decision validating the collective agreement relating to the Employment Protection Plan, which enabled them to claim compensation.

Only a few cases are still ongoing.

In the consolidated financial statements for 2015, Solocal recognised the exceptional impact of the court decisions that cancelled DIRECCTE's validation of the Employment Protection Plan (PSE). An additional provision of €35 million was recognised in the consolidated financial statements for that year. This was based on a prudent assumption in a context of great legal uncertainty, increased recently by conflicting decisions of employment tribunals. As at 31 December 2022, the remaining provision in the financial statements was €0.2 million compared with €1.4 million as at 31 December 2021.

A request for claims for the loss caused by the state to Solocal due to incorrect validation of its PSE is underway. Solocal initially requested compensation from the state for the loss arising from the payment of compensation following the cancellation of the DIRECCTE decision, then sought an order from the Cergy-Pontoise Administrative Court in July 2017 to have the state pay this sum to the Company. On 16 June 2020, the Cergy-Pontoise Administrative Court refused the application submitted by Solocal, which has appealed this decision.

In common with other companies in the sector, Solocal is frequently the subject of court proceedings brought in relation to errors in customer listings in its digital media. Generally, the financial risk represented by each of these proceedings is relatively limited. However, an increase in their number may constitute a significant risk for the Company. As at 31 December 2020, there were 11 such proceedings ongoing, with total claims of approximately €0.39 million. In these proceedings, the Solocal entities endeavour to negotiate out-of-court compensation, which significantly reduces the final total cost of such proceedings. However, no guarantee can be given that these

proceedings will not have an adverse impact on the Company's financial position.

The Legal department monitors the risks connected with the most significant disputes, in liaison with senior management and the subsidiaries and assisted by law firms.

In addition, Solocal has strengthened its procedures and systems for the detection and qualification of potential insider information within the Company, as well as its Securities Trading Code of Conduct, which is available to all employees.



INFORMATION ON THE COMPANY AND ITS CAPITAL



ADDITIONAL INFORMATION

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7.1 Persons responsible for the Universal Registration Document

7.1.1 RESPONSIBILITY FOR THE UNIVERSAL REGISTRATION DOCUMENT

Responsibility for this document is assumed by Mr Philippe Mellier, Chairman of the Board of Directors, and Mr Hervé Milcent, Chief Executive Officer of Solocal Group.

7.1.2 ATTESTATION OF THE PERSONS RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT INCLUDING THE ANNUAL FINANCIAL REPORT

We hereby attest that the information in this Universal Registration Document is, to the best of our knowledge, accurate and contains no omissions which could limit the scope of its relevance.

We hereby attest that, to the best of our knowledge, the financial statements were prepared in accordance with the applicable accounting standards and present a true picture of the assets, financial position and net income of the Company and of all the consolidated companies, and that the elements of the management report included in this document and listed in the cross-reference table in

section 7.5 of this document present an accurate reflection of the development of the business activities, performance and financial position of the Company and of all the consolidated companies, and that it describes the main risks and uncertainties they face.

Boulogne-Billancourt, 26 April 2023

Philippe Mellier

Chairman of the Board of Directors of Solocal Group

Hervé Milcent

Chief Executive Officer of Solocal Group

7.2 Statutory Auditors

Deloitte & Associés

Represented by Stéphane Rimbeuf – 6, place de la Pyramide 92908 Paris-La Défense Cedex. Member of the compagnie régionale de Versailles et du Centre.

Appointed Co-Statutory Auditor of the Company by decision of the Combined General Shareholders' Meeting on 2 June 2022 for a term of six years expiring at the end of the General Shareholders' Meeting to be held in 2028 to approve the financial statements for the financial year ending 31 December 2027.

Auditex, member of the Ernst & Young Global Limited network

Represented by Mohamed Mabrouk – Paris La Défense 11-2 Place des Saisons 92400 Courbevoie. Member of the compagnie régionale de Versailles et du Centre.

Appointed Co-Statutory Auditor of the Company by decision of the Combined General Shareholders' Meeting on 2 June 2022 for a term of six years expiring at the end of the General Shareholders' Meeting to be held in 2028 to approve the financial statements for the financial year ending 31 December 2027.

The Statutory Auditors' fees are presented in Note 19 to the consolidated financial statements.

7.3 Documents on display

The Articles of Association, minutes of General Shareholders' Meetings, Statutory Auditors' reports and other corporate documents may be consulted at the Company's registered office. Moreover, all regulatory information provided for under Article 221-1 of the General Regulation of the AMF (the

French Financial Markets Authority), certain information on the Group's organisation and business activities, and an up-to-date version of its Articles of Association are available on the Group's website at www.solocal.com.

7.4 Provisional financial calendar

Date	Event
27 April 2023	Publication of Group revenue for the first quarter of 2023
29 June 2023	Annual General Shareholders' Meeting
27 July 2023	Publication of the first-half results

7.5 Cross-reference tables

Cross-reference table with the headings in Annex 1 to EU Delegated Regulation No. 2019/980

The cross-reference table below identifies within this document the information referred to in the various headings in the URD schedule.

Information	Chapter	Page
1 Persons responsible, third party information, experts' reports and competent authority approval		
1.1 Persons responsible for the information	7.1	288
1.2 Attestation of the person responsible	7.1	288
1.3 Statements by experts and declarations of any interest	N/A	N/A
1.4 Third party information	N/A	N/A
1.5 Statement on the competent authority approving the document	N/A	N/A
2 Statutory Auditors		
2.1 Information on the Statutory Auditors	7.2	288
2.2 Information on the possible resignation or non-reappointment of the Statutory Auditors	N/A	N/A
3 Risk factors	2	55 to 76
4 Information about the issuer		
4.1 Legal and commercial name of the Company	6.1	256
4.2 Registration location and number of the Company and legal entity identifier	6.1	256
4.3 Date of incorporation and duration of the Company	6.1	256
4.4 Domicile, legal form and regulations governing the Company	6.1	256
5 Business overview		
5.1 Principal activities	Integrated report / 1.3 5.1.1 / 5.3.3	8 & 9 / 41 to 51 / 160 / 215
5.2 Principal markets	Integrated report / 11.2	15 & 16 / 37 & 38
5.3 Important events in the development of the Company's business	1.4	52
5.4 Description of strategy and objectives	Integrated report / 1.2.1	17 & 18 / 39
5.5 Extent to which the issuer is dependent on patents or licences, industrial, commercial or financial contracts or new manufacturing processes	2.2.2 / 2.2.3	61
5.6 The basis for the issuer's statement regarding its competitive position	11.2.3	38
5.7 Investments		
5.7.1 Description of the Company's main investments	5.1.4	167
5.7.2 Description of the Company's investments in progress and their geographical location and the Company's planned projects	5.1.4	167
5.7.3 Information relating to the undertakings and joint ventures in which the issuer holds a proportion of the capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses	N/A	N/A
5.7.4 A description of any environmental issues that may affect the issuer's utilisation of the tangible fixed assets	3.2.3.4	103 to 106

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6 Organisational structure		
6.1 Description of the Group	1.3	41 to 53
6.2 List of significant subsidiaries	1.4.2 / 5.3, note 6.5	53 / 229
7 Operating and financial review		
7.1 Financial condition	5.1 / 5.2	160 to 169 / 170 to 211
7.1.1 <i>Review of the business for the periods presented</i>	5.1 / 5.2.6, note 1.4	160 / 178
7.1.2 <i>Explanations of the future development prospects and of the R&D activities</i>	5.1.5	167
7.2 Operating income	5.1.2 / 5.1.2.3 / 5.2.1 / 5.3.2 / 5.3.3 / 5.3.4	160 to 165 / 162 & 163 / 170 / 214 / 215 / 230
7.2.1 <i>Events that have impacted the issuer's income from operations</i>	5.1.2.3	162 & 163
7.2.2 <i>Explanations of material changes in net sales and/or revenues</i>	5.1.2.1	161 to 162
8 Capital resources		
8.1 Information on the Company's capital resources	5.1.3 / 2.5.1 / 5.2.6, note 13	165 & 166 / 65 & 66 / 201 & 202
8.2 Sources and amounts of and a narrative description of the issuer's cash flows	5.1.2.4 / 2.5.1 / 5.2.6, note 9.5	164 / 65 & 66 / 192 to 196
8.3 Information on the issuer's borrowing conditions and financial structure	5.1.3 / 2.5.1 / 5.2.6, note 9.5	165 & 166 / 65 to 66 / 192
8.4 Information regarding the existence of any restrictions affecting the use of capital resources and that may have an impact on the issuer	5.1.3 / 2.5.1 / 2.5.2 / 5.2.6, note 9.5	165 & 166 / 65 to 66 / 67 / 192
8.5 Anticipated sources of funds needed for the Company to fulfil its commitments	5.1.3 / 2.5.1 / 5.2.6, note 9.5	165 & 166 / 65 to 66 / 192
9 Regulatory environment	2.6	68 to 70
10 Trend information		
10.1 Significant trends in production, sales and inventory, costs and selling prices since the end of the last financial year Significant change in the Company's financial performance	5.1.6	167 & 168
10.2 Known trends, uncertainties, demands, commitments or events reasonably likely to have a material effect on the issuer's prospects for at least the current financial year	5.1.5	167
11 Profit forecasts or estimates	1.2.3	40
12 Administrative, management and supervisory bodies and senior management		
12.1 Information concerning the members of the Company's administrative and management bodies	4.1	116 to 126
12.2 Administrative, management, and supervisory bodies and senior management conflicts of interests	4.1.2	124
13 Compensation and benefits		
13.1 Amount of compensation paid and benefits in kind	4.2 / 4.3 / 6.4.3	127 to 153 / 154 to 157 / 274 to 279
13.2 Total amounts provisioned or otherwise recognised by the issuer or its subsidiaries for payment of pension, retirement or other benefits	4.3.2	157

Information	Chapter	Page
14	Functioning of the administrative and management bodies	
14.1	Date of expiration of the current terms of office	4.1 116 to 126
14.2	Service contracts between members of the administrative and management bodies	4.2.2 / 6.6 127 / 274 & 275
14.3	Information about the Audit Committee and Remuneration Committee	4.2 127 to 153
14.4	Statement of compliance with the corporate governance regime	4.2 127 to 153
14.5	Potential impacts on governance, including any changes in the Board or the composition of Committees	N/A N/A
15	Employees	
15.1	Number of employees	3.2 85
15.2	Shareholdings and stock options	6.4.3 274 to 279
15.3	Arrangements for involving the employees in the capital of the issuer	6.4.4 280 & 281
16	Major shareholders	
16.1	Shareholders holding more than 5% of the capital	6.4.1 272 to 274
16.2	Existence of different voting rights	6.3 / 6.4 265 to 272
16.3	Ownership or control of the issuer	6.4.2 274
16.4	Arrangements that may at a subsequent date result in a change in control	4.2.3 127 to 153
17	Related party transactions	6.6 282 & 283
18	Financial information concerning the issuer's assets and liabilities, financial position and profits and losses	
18.1	Historical financial information	5.1.1 to 5.1.4 / 5.2 160 to 167 / 170 to 211
18.2	Interim and other financial information	N/A N/A
18.3	Auditing of historical annual financial information	2.8.4 / 5.2.7 73 & 74 / 207
18.4	Pro forma financial information	N/A N/A
18.5	Dividend policy	6.5 282
18.6	Litigation and arbitration proceedings	6.8 284 & 285
18.7	Significant change in financial or business position	2.5.1 & 2.5.2 / 5.1.1 to 5.1.4 / 5.2 65 to 67 / 160 to 167 / 170 to 212
19	Additional information	
19.1	Share capital	6.3 255 to 272
19.1.1	Amount of subscribed capital and information relating to each class of share capital	6.3.1 265 to 266
19.1.2	Number and characteristics of shares not representing capital	6.3.2 267
19.1.3	Number, book value and face value of shares in the issuer held by or on behalf of the issuer itself or by subsidiaries of the issuer	6.4.1 272 to 274
19.1.4	Amount of any convertible securities, exchangeable securities or securities with warrants	6.3.4 267
19.1.5	Information about and terms of any acquisition rights and/or obligations over authorised but unissued capital or an undertaking to increase the capital	6.3.4 267
19.1.6	Information about the capital of any member of the Group which is under option or agreed conditionally or unconditionally to be put under option	6.3.4 267

Information	Chapter	Page
19.1.7 <i>History of share capital for the period covered by the historical financial information</i>	6.3.5	268 to 272
19.2 Memorandum and Articles of Association	6.2	256 to 264
19.2.1 <i>Description of the issuer's objects and purposes and company registration number</i>	6.2.1 / 6.1.2	256 to 261 / 256
19.2.2 <i>Description of the rights, preferences and restrictions attaching to each share class</i>	6.2.1	256 to 261
19.2.3 <i>Provisions having the effect of delaying, deferring or preventing a change in control of the issuer</i>	N/A	N/A
20 Material contracts	6.7	284
21 Documents available	7.3	289

Cross-reference table with the information required in the management report

The cross-reference table identifies within this Universal Registration Document the information contained in the management report in accordance with applicable laws and regulations and in particular Articles L. 225-100 et seq. of the French Commercial Code.

Themes	Chapters	Page
1 Information on the Company's activity		
1.1 Description of the activity (including the progress made and the difficulties faced) and the results of the Company, each subsidiary and the Group	5.1 / 5.3.4	160 to 169 / 230 to 249
1.2 Analysis of the business development, results, financial position and, in particular, the borrowings of the Company and the Group	5.2.1 / 5.2.2 / 5.2.3 / 5.3.4	170 / 171 / 172 / 230 to 249
1.3 The likely future development of the Company and/or the Group	1.2.3	40
1.4 Key performance indicators of a financial and non-financial nature for the Company and the Group	3.2.3 / 5.1.2.1	87 to 106 / 161 & 162
1.5 Significant post-closing events within the Company and the Group	5.3.4	230
1.6 Information about its objectives and policy for hedging each major type of forecasted transaction for which hedge accounting is used, and on its exposure to price risk, credit risk, liquidity risk and cash flow risk. This information includes the Company's use of financial instruments	2.5.1 / 2.5.2	65 to 67
1.7 Description of the main risks and uncertainties faced by the Company and the Group	2	55 to 76
1.8 Indicators on financial risks related to the effects of climate change and the measures taken by the Company to mitigate these risks through a low-carbon strategy applicable to all aspects of its business	2.3.2 / 3.2.3.4.1	62 / 103 to 106
1.9 Information on the R&D activities of the Company and the Group	5.3.4	230 to 249
1.10 Main features of the Company's internal control and risk management procedures for the preparation and treatment of accounting and financial information	5.3.4	230 to 249
1.11 Mention of existing branches	5.3.4	230 to 249
1.12 Activity and results of the Company as a whole, the subsidiaries of the Company and the companies it controls by business line	5	160 to 253

Themes	Chapters	Page
2 The Company's legal, financial and tax information		
2.1 Shareholder structure and changes thereto and identity of shareholders	5.3.4	230
2.2 Names of controlled companies that hold shares in the Company and the percentage of the Company's capital held by them	N/A	N/A
2.3 Acquisitions during the financial year of material holdings in companies whose registered office is in France	N/A	N/A
2.4 Notification of holdings representing more than 10% of capital of another company limited by shares and disposals of shares to reduce cross holdings	N/A	N/A
2.5 Share buybacks	6.3.3	267
2.6 Purchase and sale by the Company of its own shares in order to allocate them to its employees (share buybacks)	6.3.3	267
2.7 Employee ownership of the share capital	5.3.4	230 to 249
2.8 Opinion of the Works Council regarding changes to the economic or legal structure	N/A	N/A
2.9 Table of earnings for the past five financial years	5.3.4	230 to 249
2.10 Net income for the financial year and proposed appropriation of net income	See the documentation to be provided to the shareholders as part of the invitation to attend the 2023 Annual General Shareholders' Meeting	
2.11 Issue of securities giving access to the capital: – information about the calculation of the adjustment; and – results of this adjustment	6.3.4	267
2.12 Amount of dividends distributed for the previous three financial years	6.5	268 to 272
2.12 Amount of non tax-deductible expenses and costs	5.3.4	246
2.14 Payment terms and breakdown of outstanding trade accounts payable and receivable by due date	5.3.4	246
2.15 Injunctions or fines for anti-competitive practices	N/A	N/A
2.16 Information on regulated agreements remaining in effect during the financial year (AMF Recommendation to follow)		
2.17 Securities acquired by employees in connection with the buy-out of a company by its employees	N/A	N/A
3.1 In the event of an allotment of free shares, mention of the information on which the Board of Directors based its decision either to: – prohibit executives from exercising their options prior to the termination of their duties; or – require them to hold in registered form all or some of the shares issued as a result of options already exercised until the termination of their duties (specifying the proportion set)	N/A	N/A
3.2 Summary statement of transactions by executives and related persons involving the Company's securities	5.3.4	230 to 249
3.3 In the event of an allotment of free shares, mention of the information on which the Board of Directors based its decision either to: – prohibit executives from selling the shares that were awarded to them free of charge prior to the termination of their duties; or – set the quantity of shares that they are required to hold in registered form until the termination of their duties (specifying the proportion set)	N/A	N/A

Themes	Chapters	Page
4 Company CSR information	Integrated report & chapter 3	20, 21 & 77
4.1 Statement of Non-Financial Performance	3.2	85 to 111
4.2 Information on hazardous installations	N/A	N/A
5 Other information		
5.1 Amount of loans due in less than two years granted by the Company, as an ancillary activity to its main business, to micro-enterprises, SMEs or intermediate-sized companies with which it has economic ties justifying such loans	N/A	N/A
5.2 Information on payments made to the authorities of each state or territory in which the Company conducts the following activities: exploration, prospecting, discovery, development or extraction of hydrocarbons, anthracite and lignite, metallic minerals, stone, sand and clay, chemical minerals and mineral fertilisers, peat, salt or other mineral resources or the logging of primary forests	N/A	N/A
5.3 Information relating to the use of the CICE tax credit	N/A	N/A
5.4 Special report on share subscription or purchase options granted to corporate officers and employees	5.3.4	230 to 249
5.5 Special report on allotments of free shares made to corporate officers and employees during the financial year	5.3.4	230 to 249
5.6 Vigilance plan <ul style="list-style-type: none"> – risk mapping for the purposes of identifying, analysing and prioritising risk factors – processes for regularly assessing the situation of subsidiaries, subcontractors or suppliers with whom there is an established commercial relationship, vis-à-vis the risk mapping; – tailored actions to mitigate risks or prevent severe impacts – an alert and reporting mechanism to report risks or actual incidents, developed in consultation with the representative unions in the said company – a system for monitoring measures taken and evaluating their effectiveness 	5.3.4	230 to 249

The cross reference table below identifies the main information provided for in the financial report referred to in Article L. 451-1-2 of the French Monetary and Financial Code and in Article 222-3 of the AMF General Regulation.

Pursuant to Article 19 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, the following information is included in this Universal Registration Document by reference:

- in respect of the financial year ended 31 December 2021, the consolidated financial statements and the annual financial statements, the related Statutory Auditors' Reports as well as the Statutory Auditors' Special Report on Regulated Agreements and the Management Report presented on pages 164 to 206, 207 to 250, and 279 and 225 to 246 respectively of the Universal Registration Document filed on 19 April 2022 under No. D.22-0309 and

available in the Investors section of the Company's website www.solocal.com;

- in respect of the financial year ended 31 December 2020, the consolidated financial statements and the annual financial statements, the related Statutory Auditors' Reports as well as the Statutory Auditors' Special Report on Regulated Agreements and the Management Report presented on pages 174 to 219, 220 to 266, and 298, and 240 to 262 respectively of the Universal Registration Document filed on 29 April 2021 under No. D.21-0394 and available in the Investors section of the Company's website.

Chapters of the 2021 and 2020 Registration Documents that are not referred to above are either irrelevant to investors or covered elsewhere in this Universal Registration Document.

Cross-reference table with the information required in the corporate governance report

The cross-reference table below identifies within this Universal Registration Document the information contained in the corporate governance report in accordance with applicable laws and regulations and in particular Articles L. 225-100 et seq. of the French Commercial Code

Themes	Chapters	Page
1 List of offices and duties held by each corporate officer in any company during the financial year	4.1.1	116
2 Agreements entered into, directly or through an intermediary, between a corporate officer or a shareholder that holds more than 10% of voting rights of a company and another company in which the former owns more than 50% of the capital.	4.2	127
3 Summary table of current delegations of authority granted by the General Shareholders' Meeting regarding capital increases and disclosing the use made of these delegations of authority during the financial year	4.2	127
4 Choice of a management structure	4.1	116
5 Compensation policy for executives and directors (Say on Pay)		
– ex-ante vote: draft resolutions drawn up by the Board of Directors on the compensation policy for executives and directors that must be submitted to shareholders for approval, and the items of compensation concerned	4.2.3	127
– decision process followed to calculate compensation and the criteria used to determine the breakdown and allocation of the fixed, variable and exceptional items of total compensation and benefits in kind awarded to executives	4.2	127
– criteria used to determine the breakdown of the fixed annual sum awarded to the directors by the General Shareholders' Meeting	4.3.1	154
– ex-post vote on the variable or exceptional compensation paid or awarded during the past financial year	4.2.3	127

Themes	Chapters	Page
6		
Information on corporate officers' compensation		
– Total compensation and benefits in kind that each corporate officer holding at least one office in a company whose securities are admitted to trading on a regulated market received during the financial year from the Company, the companies that it controls and the company that controls it	4.2.3	128
– Commitments of any kind and the terms and conditions thereof, made by that company alone in favour of its corporate officers (only those that also hold an office in a listed company in the same group), corresponding to items of compensation, indemnities or benefits payable or potentially payable as a result of the commencement, termination or change of duties or subsequent to the performance thereof, particularly pension commitments and other lifetime benefits	4.2.3	137
7		
Pay ratio and disclosure of pay differentials between corporate officers and employees	4.2.3	138 & 139
8		
Disclosures concerning pension commitments and other lifetime benefits	4.2.3	136
9		
Composition, preparation and organisation of the Board's work	4.2.3	143
10		
Any restrictions placed on the powers of the Chief Executive Officer by the Board of Directors	4.2.3	148
11		
Corporate governance code chosen and any provisions of the code that have not been adopted	4.2.1	127
12		
Special terms and conditions for attendance at General Shareholders' Meetings	4.2.3	149 to 150
13		
Disclosure of factors likely to have an impact in the event of a public tender offer	4.2.3	152
14		
Application of the principle of balanced representation of men and women on the Board of Directors or Supervisory Board	4.2.3	148
15		
Observations of the Supervisory Board on the Executive Committee's Management Report and on the financial statements for the year		

Cross-reference table with the information required in the annual financial report

The cross-reference table below identifies within this Universal Registration Document the information contained in the annual financial report in accordance with Article L. 451-1-2 of the French Monetary and Financial Code and Article 222-3 of the AMF General Regulation

Themes	Chapters	Page
1 Declaration of the individuals assuming responsibility for the annual financial report	7.1.2	288
2 Management report	See table pages 293 to 295	
3 Financial statements and reports		
3.1 Company financial statements		212 to 249
3.2 Statutory Auditors' report on the Company financial statements		250 to 253
3.3 Consolidated financial statements		160 to 207
3.4 Statutory Auditors' report on the consolidated financial statements		208

Cross-reference table of employee-related, environmental and societal information

Statement of Non-Financial Performance

Themes	Chapters	Page
1 Presentation of the business model of the Company or Group	Integrated report & chapter 3	6 & 7 / 78 & 79
2 Description of the main risks associated with the activity of the Company or all consolidated companies in terms of social, environmental and human rights matters, the fight against corruption and tax evasion, including where relevant and proportionate, and the risks arising from its business relationships, products and services	3.2.2	86
3 Description of the policies applied by the Company or all consolidated companies including, where appropriate, due diligence procedures to prevent, identify and mitigate the occurrence of risks	3.2.3	87 to 106
4 Results of these policies, including key performance indicators	3.2.3	87 to 106
5 The statement must cover the following topics:		
– the climate impact of the Company's business and of the use of the goods and services that it produces;	3.2.3.4.1	103 to 106
– societal commitments to:		
– sustainable development,	3.2.3.4.1	103 to 106
– the circular economy,	3.2.3.4.1	103 to 106
– the fight against food waste,	N/A	N/A
– the fight against food insecurity,	N/A	N/A
– the safeguarding of animal welfare,	N/A	N/A
– responsible, fair and sustainable nutrition;	N/A	N/A
– collective agreements entered into within the Company and their impacts on its economic performance and the working conditions of employees;	3.2.3.3	98 to 103
– diversity and anti-discrimination actions;	3.2.3.3	98 to 103
– disability measures	3.2.3.3	98 to 103
6 Mention of the framework followed and the recommendations of the said framework	N/A	N/A

7.6 Glossary

Display: display is the online advertising market segment that is showing the fastest growth. It includes banners, online videos and social media promotions.

ARPA (Average Revenue Per Advertiser): total sales for the period under review divided by the average number of customers for the period.

Audience/Traffic: indicator of visits and access to content over a given period.

- **direct:** audiences that are the result of users' expressed intent to access the site or the PagesJaunes application (direct access and brand research on a search engine);
- **SEO:** audiences on the PagesJaunes site and application that come from search engines (SEO – search engine optimisation);
- **affiliates:** audiences on the PagesJaunes site and application that come from affiliated partners (MSN, Nosibay, Free and Alice, Planet, L'internaute);
- **syndication:** audiences on PagesJaunes content, excluding the PagesJaunes site or application (through partnerships such as Apple, Bing, Yahoo!, etc.).

Order backlog: outstanding portion of revenue still to be recognised at the end of a period from order intake validated and committed by customers. For income from subscriptions, only the current commitment period is considered.

Recurring net external expenses:

- including external purchases: primarily the costs of databases, operating expenses and information system development expenses, communication and marketing expenses, and fixed costs; and
- also including other operating income and expenses: mainly comprised of duties and taxes, of certain provisions for risks, and provisions for customer risks.

Digital revenue: the sum of revenues from the Presence, Digital Advertising, Websites and New Solutions activities.

Presence revenue: the Presence range helps VSEs/SMEs manage their digital presence across the web (several media, including Google, Facebook, PagesJaunes, Bing, Tripadvisor, Waze, Instagram, etc.) in a few clicks, in real time and entirely independently through a single mobile app.

Digital Advertising revenue: the Digital Advertising range helps businesses capture relevant contacts year-round from customers in their catchment area, through different types of products based on the customers' needs: improvement in search engine rankings, increase in web traffic or prospects, or brand awareness on the web and social networks.

Website revenue: through the Websites range, Solocal builds customers' websites and e-commerce sites and optimises them for search engines, at prices that fit different budgets, on a subscription basis with automatic renewal.

New Solutions revenues: Solocal also offers a New Solutions range that consists of additional, high value-added features for its customers, such as online appointment scheduling, restaurant or salon reservations, hotel bookings and also more specialised services, such as digital consulting in the area of search engine optimisation.

Print revenues: revenues from the Printed Directories activities related to the publication, distribution and sale of advertising space in the printed directories (PagesJaunes).

Group consolidated revenues: Group revenues taking into account continued and divested activities as of the reporting date.

Churn: number of lost customers compared to the total number of customers at the beginning of period.

Cookie: a small text file stored on an internet user's computer when the user visits a web page.

SNFP (Statement of Non-Financial Performance): includes social and environmental information, replacing CSR reporting measures.

EBITDA (earnings before interest, taxes, depreciation and amortisation): an alternative performance indicator presented in the income statement with regard to operating income before depreciation and amortisation.

Recurring EBITDA: recurring EBITDA corresponds to EBITDA before non-recurring items.

These non-recurring items concern income and expenses that are very limited in quantity, unusual, abnormal and infrequent in nature, and of a particularly significant amount. For the most part they include:

- capital gains or losses on disposals of assets;
- restructuring costs: 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, as defined by IAS 37 criteria.

Publisher: the individual or legal entity that assumes responsibility for the content it publishes.

Net financial debt: total gross financial debt, less cash and cash equivalents.

Group: refers to Solocal Group SA and its entities.

Consolidated Group: the consolidated Group refers to the group of companies formed by the Company, all of its subsidiaries and the Solocal EIG.

Intranet: a local network that uses the same protocols and technologies as the internet, but which privately connects computers, i.e. without being open to all internet users. Examples: corporate intranet, community intranet, etc.

Sponsored links: payment made for the clicks and text links that appear in the search results for specific keywords.

Maas (Mobility as a Service): Mobility as a Service encompasses the public and private mobility services provided to the end user through a single service interface.

MarTech (marketing technology): marketing companies whose services are connected mainly to marketing software technology or developments.

Number of customers: average number of customers for the period who have a Solocal service.

Number of unique visitors to a site: number of internet/mobile/tablet users who have visited a site over a given month.

NPS (Net Promoter Score): index that measures satisfaction with a brand, product or service.

PagesJaunes: PagesJaunes is the company's proprietary media with the highest volume of traffic, with nearly 1.9 billion visits in 2020. PagesJaunes comprises several sites and products, including the website PagesJaunes.fr, a mobile app and syndicated content that is posted on its partners' websites.

PagesJaunes SA: former name of the current company Solocal SA. The company name was changed on 18 March 2019.

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

Unique visitor: concept used to measure the audience of a website. It refers to the number of individual internet users that visit a website in a given period. Note that an internet user may make several visits to the website during that period but will be counted as only one unique visitor.

Reach (of a website): reach is the coverage of an advertising campaign, site or network. It measures the ability to capture a broad audience.

It is the number of unique visitors of a website, expressed as a percentage of a reference population during a given month.

Search: search advertising is the influence that can be exerted so that an advertiser's web page appears in the results of the searches carried out by visitors using search

engines, by associating it with terms, phrases or keywords used in internet searches.

Advertising representative: an individual or legal entity responsible for selling advertising space in content produced by a third party, and whose rights and obligations are defined by an advertising representation contract.

GDPR (General Data Protection Regulation): European Union legal framework that governs the collection and processing of users' personal data.

ROI (Return on Investment): a financial ratio that measures the money gained on an investment relative to money invested. It can represent the return on a past or current investment or the estimated return on a future investment.

SaaS (Software as a Service): a software distribution model in which a third-party provider hosts the applications and makes them available for its customers via the internet.

Salaries and charges: include personnel expenses for all Solocal personnel categories, but exclude legal employee profit-sharing, share-based payments and restructuring costs (i.e. the "PSE" Employment Protection Plan).

SEA (Search Engine Advertising): payments made to guarantee that a web page is indexed by a search engine.

SEO (Search Engine Optimisation): search engine optimisation is the improvement of a web page's attributes in order to boost its visibility in free search engine results.

Company: refers to the holding company Solocal Group SA.

Solocal: refers to Solocal Group SA and its entities.

Solocal SA: refers to Solocal SA, a subsidiary controlled by Solocal Group SA.

Migration rate: number of customers migrated towards new Presence and Priority Ranking digital services vs. addressable customer base (excluding Large Accounts).

Development rate: increase in customer budget on the new range vs. budget for the equivalent old range.

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



solocal

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