

**WRITTEN RESOLUTIONS OF THE NOTEHOLDERS
SENIOR SECURED NOTES
ISSUED BY SOLOCAL GROUP ON 14 MARCH 2017**

13 August 2020

Reference is made to the following documents, which have been made available to the Noteholders:

- (i) the terms and conditions of the senior secured notes issued by Solocal Group on 14 March 2017 in an initial amount equal to EUR 397,834,585;
- (ii) the request letter dated 7 August 2020 by Solocal Group (the "**Request Letter**"); and
- (iii) the draft amendment agreement set out in Schedule 3 of the Request Letter (the "**Amendment Agreement**"), in respect of the security sharing agreement between Solocal Group, Aether Financial Services, as noteholders' representative, revolving agent and security agent, Goldman Sachs International, as revolving arranger, Goldman Sachs International Bank, as revolving lender, ODDO BHF Aktiengesellschaft, as revolving lender and revolving arranger and BG Master Fund ICAV, as revolving lender, dated 14 March 2017, as amended and restated on 29 March 2019 (the "**Security Sharing Agreement**").

AGENDA

The Issuer has requested that the Noteholders holding at least 66^{2/3}% of the aggregate principal amount of the outstanding Notes:

- (i) consent to the amendment of the Security Sharing Agreement pursuant to and in accordance with the Amendment Agreement;
- (ii) consent to the granting by Solocal Group of a securities account pledge in respect of its shares in Solocal SA, to secure its obligations under the Additional Notes (the "**Pledge**"); and
- (iii) grant full power to Aether Financial Services, in its capacity as Representative under the Terms and Conditions, to execute the Amendment Agreement on behalf of the Noteholders.

FIRST DECISION

Consent to the amendment of the Security Sharing Agreement pursuant to and in accordance with the Amendment Agreement

The Noteholders approve, at a majority of 67.69% per cent, the request by Solocal Group in paragraph 3(a) of the Request Letter, and therefore consent to the amendment of the Security Sharing Agreement pursuant to and in accordance with the Amendment Agreement.

SECOND DECISION

Granting of the Pledge

The Noteholders approve, at a majority of 67.69% per cent, the request by Solocal Group in paragraph 3(b) of the Request Letter, and therefore consent to the granting of the Pledge.


THIRD DECISION

Granting full power to Aether Financial Services, in its capacity as Representative under the Terms and Conditions, to execute the Amendment Agreement on behalf of the Noteholders

The Noteholders approve, at a majority of 67.69% per cent, the request by Solocal Group in paragraph 3(c) of the Request Letter, and therefore consent to granting full power to Aether Financial Services, in its capacity as Representative under the Terms and Conditions, to execute the Amendment Agreement on behalf of the Noteholders.

THE REPRESENTATIVE

Aether Financial Services


Name: Laurent FIEUX,
Authorised Signatory