

SHAREHOLDERS' MEETING OF SOLOCAL – 11 APRIL 2019

QUESTIONS RAISED IN RELATION TO CERTAIN PROPOSED RESOLUTIONS AND ANSWERS PROVIDED BY SOLOCAL

Resolution No. 12 – Allocation of free shares to employees and executive officers	
<ul style="list-style-type: none">• Request of additional information on performance condition	<p>Regarding the free share scheme for employees and executive officers, two performance criteria have been precisely defined and disclosed to the market: Free Cash Flow and the stock performance.</p> <p><u>First criterion:</u></p> <p>The final allocation rate (subject to what is specified below for the second criterion) will be determined at the end of the plan period and will depend for 85% each year on the Free Cash Flow target (30% of 85% if reached in 2019, 30% of 85% if reached in 2020 and 40% of 85% if reached in 2021) and for 15% on the achievement of the targets over the 3-year period of the plan. If the annual target of Free Cash Flow is not met, there will be no allocation of shares for all managers. If the targets are above the objectives set over the 3-year plan period, the final allocation can reach at the end of the plan 100%.</p> <p><u>Second criterion:</u></p> <p>The final allocation rate will depend partly on Solocal share price at the end of the plan period, with a target of Euro 2. The number of shares allocated as a result of the first criterion will be multiplied by a coefficient of:</p> <ul style="list-style-type: none">• If the stock market price is greater than or equal to Euro 2 as at 31 December 2021 (based on the average of the last 20 trading days), the number of shares allocated as a result of the first criterion will be multiplied by 1;• If the stock market price is less than Euro 2 but greater than or equal to Euro 1 as at 31 December 2021 (based on the average of the last 20 trading days), the number of shares allocated as a result of the first criterion will be multiplied by 0.75 for the CEO, 0.825 for the other members of the Executive Committee and 0.90 for the other eligible beneficiaries;• If the stock market price is less than Euro 1 as at 31 December 2021 (based on the average of the last 20 trading days), the CEO and the other members of the Executive Committee will not be allocated any shares, and the number of shares allocated as a result of the first criterion will be multiplied by 0.90 for the other eligible beneficiaries.

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