



Information relating to the signing of a service agreement between Upbeat Bidco and Believe

Pursuant to Articles L. 22-10-13 and R. 22-10-17 of the French Commercial Code

Agreement	Services Agreement (the " Agreement ") between Upbeat Bidco and Believe (" Believe " or the " Company ")
Date of authorisation	On 20 September 2024, Believe's Board of Directors reviewed and, in accordance with the provisions of Article L. 225-38 of the French Commercial Code, authorised the conclusion of the Agreement. Denis Ladegaillerie, John Doran and Andrew Fisher, corporate officers common to both companies, did not take part in the deliberations or vote.
Date of signature	23 september 2024
Duration	The term of the agreement will be one year, renewable by tacit agreement (with the option to terminate annually).
Object	This agreement enables Believe to be supported in the definition of its strategic financial and operational orientations by benefiting from a high quality of expertise and experience, as well as to obtain better conditions for the achievement of the Group's external growth and market consolidation objectives.
Interested parties and relations with the Company	<ul style="list-style-type: none">• Upbeat Bidco controls Believe within the meaning of Article L. 233-3 of the French Commercial Code.• Denis Ladegaillerie, John Doran and Andrew Fisher are common officers of Upbeat Bidco and the Company.
Benefits for Believe and its shareholders	As the Group's holding company since the simplified tender offer, UpBeat BidCo's role is to (i) control and lead the Group by actively contributing to its financial and operational strategy and (ii) assist it in defining and overseeing, as controlling shareholder, the Group's growth and market consolidation objectives, in accordance with the Group's development plan.
Financial terms and conditions	Under the terms of the service agreement, most of the gross fixed remuneration (loaded) of UpBeat BidCo staff will be re-invoiced, with a margin of 10%, i.e. a total of €50,000 per quarter. Services aimed at obtaining better conditions for achieving the Group's external growth and consolidation objectives will be invoiced in the form of a fixed fee equal to €63,000 per quarter. Services will be invoiced quarterly by Upbeat BidCo.