



Paris, on June 27, 2025

**Information relating to the signature of an amendment n°1 to the
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	Amendment no. 1 (" Amendment ") to the Agreement (as this term is defined in the press release of September 23, 2024) between Upbeat Bidco and Believe (" Believe " or the " Company ")
Date of authorization	<p>On June 27, 2025, Believe's Board of Directors reviewed and, in accordance with the provisions of article L. 225-38 of the French Commercial Code, authorized the signature of the Addendum.</p> <p>Denis Ladegaillerie, John Doran and Andrew Fisher, corporate officers common to both companies, did not take part in the deliberations or vote.</p>
Date of signature	June 27, 2025
Purpose	<p>As a reminder, the Agreement enables Believe to benefit from a high level of expertise and experience in defining its strategic financial and operational orientations, and to obtain better conditions for achieving the Group's external growth and market consolidation objectives.</p> <p>The purpose of this Amendment is to strengthen and centralize certain key areas of expertise within Upbeat BidCo, in order to optimize the coordination and execution of the Group's strategic initiatives, particularly in terms of external development and financial structuring.</p>
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 joint representatives of Upbeat Bidco and the Company.
Interest for Believe and its shareholders	<p>As the Group's holding company since 2024, 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 line with the Group's development plan.</p> <p>The purpose of this Amendment is to reinforce the services already provided for in the Agreement, particularly in terms of financial strategy, and to optimize Upbeat BidCo's central role in the Group's financial and strategic decisions.</p>
Financial terms and conditions	<p>The additional services provided for in the Addendum will be invoiced with a 5% margin.</p> <p>The other initial financial terms and conditions remain unchanged.</p> <p>The services will be invoiced quarterly by Upbeat BidCo.</p>