5.3.5 COMPONENTS OF REMUNERATION PAID DURING OR GRANTED IN RESPECT OF FISCAL YEAR 2024/25 TO THE CORPORATE OFFICERS

5.3.5.1 Remuneration paid during or due in respect of fiscal year 2024/25 to members of the Board of Directors

TABLE 3 OF THE AFEP-MEDEF CODE – TABLE ON REMUNERATION ALLOCATED UNDER A CORPORATE OFFICE AND OTHER REMUNERATION RECEIVED BY NON-EXECUTIVE CORPORATE OFFICERS

As a reminder, the amounts due in respect of fiscal year 2023/24 were impacted by the decision taken by the Board of Directors on 14 November 2023, on the recommendation of the Nominations and Remuneration Committee, to make the payment of remuneration to members of the Board for the second half of 2023/24 subject to the achievement of adjusted free cash flow objectives for 2023/24. This condition was not reconducted for fiscal year 2024/25.

Gross amounts	Fiscal year 2023/24				Fiscal year 2024/25		
Non-executive corporate officers	Amounts paid during the fiscal year (in €)	Amounts due in respect of the fiscal year before application of the free cash flow criterion (in €)	Variable portion due in respect of the fiscal year (in €)	Amounts due in respect of the fiscal year after application of the free cash flow criterion (in €)	Amounts paid during the fiscal year[1] (in €)	Amounts due in respect of the fiscal year (in €)	Variable portion due in respect of the fiscal year (in €)
Mr Mario Orlando Campo, director representing employees[2]	-	-	-	-	-	18,000	8,000
Ms Bi Yong Chungunco	82,500	76,500	46,500	53,500	73,500	88,000	58,000
Bpifrance Investissement	-	52,500	37,500	26,250	90,750	112,500	82,500
Mr Yann Delabrière[3]	127,500	128,500	53,500	92,500	82,750	46,750	23,000
Ms Clotilde Delbos, Chairwoman of the Audit and Risks Committee[4]	72,000	83,500	50,000	60,500	83,333	104,333	61,000
Mr Daniel Garcia Molina, director representing employees[5]	68,500	73,000	43,000	51,750	68,250	56,000	36,000
Mr Gilles Guilbon, director representing employees[5]	82,500	83,500	53,500	58,750	82,250	70,000	50,000
Ms Sylvie Kandé de Beaupuy, Chairwoman of the Ethics and Sustainability Committee	97,500	91,500	46,500	64,750	84,750	103,000	58,000
Mr Claude Mandart, director representing employees[2]	-	-	-	-	-	18,000	8,000
Mr Frank Mastiaux[3]	108,000	105,500	60,500	75,250	66,625	36,375	27,000
Mr Philippe Petitcolin, Chairman of the Board of Directors[6]	-	6,500	4,000	3,250	28,625	25,375	16,000
Mr Baudouin Prot, Chairman of the Nominations and Remuneration Committee[7]	96,000	83,000	53,000	54,750	91,750	119,000	79,000
Ms Sylvie Rucar[8]	112,500	121,000	67,500	87,750	104,416	94,666	58,000
Mr Jay Walder[9]	57,250	69,000	39,000	49,750	37,875	56,125	38,000
TOTAL	**904,250**	**974,000**	**554,500**	**678,750**	**894,874**	**948,124**	**602,500**

(1) This amount takes into account application of the free cash flow criterion that impacted the amounts due in respect of fiscal year 2023/24, which no longer applied for 2024/25.
(2) Director since 1 January 2025.
(3) Director until 20 June 2024.
(4) Chairwoman of the Audit and Risks Committee since 20 June 2024.
(5) Director until 1 January 2025.
(6) Director co-opted by the Board of Directors on 12 March 2024 and remunerated as such until the 2024 Annual Shareholders' Meeting. Since that date, Mr Philippe Petitcolin, who was appointed Chairman, no longer receives remuneration as a director.
(7) Chairman of the Nominations and Remuneration Committee since 20 June 2024.
(8) Chairwoman of the Audit and Risks Committee until 20 June 2024 and member of this committee until 22 July 2024.
(9) Director co-opted by the Board of Directors on 15 November 2022 and appointed as observer on 12 March 2024. As a result, and in accordance with the Company's remuneration policy, Mr Jay Walder was not remunerated as a director from 12 March 2024 until the 2024 Annual Shareholders' Meeting. Since that date, he has again been remunerated as a director.

The Audit and Risks Committee, the Nominations and Remuneration Committee and the Ethics and Sustainability Committee are remunerated as described in the remuneration policy for members of the Board.

The members of the Board of Directors do not receive any other remuneration from the Company or the Group companies, with the exception of the directors representing employees, who are remunerated under their employment contract.

Pursuant to the remuneration policy, the Chief Executive Officer and the Chairman of the Board of Directors do not receive remuneration in respect of their corporate office, nor does the observer.

In accordance with its own internal operating rules, Caisse de Dépôt et Placement du Québec, a director represented by Ms Kim Thomassin, also does not receive any remuneration tied to its corporate office.

The difference between the amounts paid during a fiscal year and the amounts due in respect of that same fiscal year results from the fact that one-half of the remuneration allocated to directors in respect of a fiscal year is paid during that fiscal year (remuneration for the first half of the fiscal year) and the balance is paid the following fiscal year (remuneration for the second half of the fiscal year).

The total gross remuneration due to the directors for fiscal year 2024/25 and which was paid to them is €948,124; this represents approximately 73% of the total package of €1.3 million authorised by the shareholders (vs. 52.20% for fiscal year 2023/24 due to the impact of applying a free cash flow criterion). The variable portion accounts for nearly 64% of total remuneration.

In accordance with Article L. 22-10-34 I of the French Commercial Code, these components of remuneration will be the subject of a resolution voted on at the 2025 Shareholders' Meeting called to approve the financial statements for fiscal year 2024/25.

5.3.5.2 Remuneration paid during or granted in respect of fiscal year 2024/25 to Mr Henri Poupart-Lafarge as Chairman and Chief Executive Officer and then as Chief Executive Officer

As a reminder, the 2024/25 remuneration policy for the Chairman and Chief Executive Officer applied to him in that capacity until the 2024 Annual Shareholders' Meeting, and was unchanged after that date in his capacity as Chief Executive Officer.

In accordance with Article L. 22-10-34 I and II of the French Commercial Code, the components of remuneration described below paid during or granted in respect of fiscal year 2024/25 to Mr Henri Poupart-Lafarge, in his capacity as Chairman and Chief Executive Officer and then as Chief Executive Officer, will be the subject of a resolution voted on at the 2025 Shareholders' Meeting called to approve the 2024/25 financial statements, with the actual payment of the annual variable remuneration being subject to a positive vote by the shareholders.

Fixed remuneration

For fiscal year 2024/25, Mr Henri Poupart-Lafarge's total fixed remuneration was €950,004.

Variable remuneration

(ESRS 2 GOV-3 § 29)

At its meeting on 13 May 2025 and on the proposal of the Nominations and Remuneration Committee, the Board of Directors noted that:

- for the collective objectives, all quantifiable and based on seven performance criteria measured over a full year (at constant perimeter):
  - free cash flow,
  - adjusted EBIT,
  - gross margin on orders intake,
  - gross margin adjustment on backlog,
  - rate of reported accidents (with or without time off work),
  - percentage of management positions held by women,
  - percentage reduction in greenhouse gas emissions in the Group's operations (Scopes 1 & 2).

Their achievement was assessed at 101.8% for a target of 80% and a cap of 160%.