operating margin before acquisitions. They were aligned with the Company's public targets, which are usually announced to the market every year in February.

The third criterion for long-term compensation was the rate of achievement of the Group's CSR Roadmap over a three-year period. The scale applicable to the criterion, that is the thresholds for the achievement rates and the pay-out rates, have been adjusted compared to 2024.

The fourth criterion for long-term compensation was based on performance of Legrand's share price relative to the CAC 40 index.

These changes do not call into question the standards expected, but strive for better alignment between the long-term compensation criteria and the Company's 2030 Ambitions.

Criteria for apportioning the annual fixed sum between directors

The criteria for apportioning compensation between directors are presented in section 6.2.2.3 of this Universal Registration Document.

Arrangements for applying the compensation policy in the event of a change in governance

In the event of a change in governance, and notably in the event of appointment of a new executive officer during 2025, the principles and components of compensation laid down in the compensation policy applicable for 2025 would also apply to the new office holder. The Board of Directors, on the recommendation of the Compensation Committee, reserves the right to adjust the level and structure of compensation (in particular the fixed compensation) to the position of the relevant new executive officer and the responsibilities that come with the role.

Arrangements for applying the compensation policy in exceptional circumstances

In exceptional circumstances, in accordance with Article L. 22-10-8 III, para. 2 of the French Commercial Code, the Board of Directors may depart from the application of the components of the compensation policy if the legal requirements are met. The deviation must be temporary, in keeping with the Company's interests and necessary to safeguard its continued operation or viability. It could notably apply in the event of a material change in the Group's scope, the acquisition or establishment of a significant new business or the discontinuation of a significant business or a major external event affecting (i) achievement of one or more performance criteria, or (ii) Legrand's markets and/or major competitors.

The Board of Directors would decide on any adjustments to the compensation policy in exceptional circumstances, based on a proposal by the Compensation Committee. As part of this approach, the Board of Directors may, after consulting the Compensation Committee, adjust either upwards or downwards the performance criteria (objectives, targets, weighting, trigger level, etc.) for the annual and long-term variable compensation. Note that the overall cap for this compensation may not be modified in any circumstances.

Where adjustments are made, the Board would carefully reflect the executive's performance and maintain the correlation between compensation and the Company's performance.

The Board of Directors should continue to respect the principles set out in the remuneration policy and provide shareholders with a clear, precise and complete explanation of its choice. These adjustments would then be put to a binding *ex-post* vote at the Shareholders' Meeting and have to be duly explained by the Board of Directors (after soliciting, where appropriate, the opinion of an independent consulting firm).

6.2.2 - Compensation policy applicable to the company officers in respect of 2025

6.2.2.1 Compensation policy for the Chair of the Board of Directors in respect of 2025

A – Term of office of the Chair of the Board of Directors

The Board of Directors elects from among its members a Chair who must be below the age of 65 upon appointment. The Chair may be reappointed. The Chair of the Board of Directors may resign from office at any time without giving any notice. The Board of Directors may dismiss the Chair of the Board of Directors at any time without giving any notice. The term of office of the Chair of the Board of Directors is equivalent to the term of office as a director, currently three years.

Angeles Garcia-Poveda was appointed as Chair of the Board of Directors on July 1, 2020, replacing Gilles Schnepp. She was reappointed as a director at the Shareholders' Meeting on May 31, 2023. The Board of Directors also reappointed her as Chair of the Board of Directors. The current Chair of the Board of Directors is not bound by any contract of employment or service agreement with the Company or any other Group company.

B – Compensation of the Chair of the Board of Directors in respect of 2025

The annual fixed compensation of the Chair of the Board of Directors is determined by the Board of Directors, upon a recommendation from the Compensation Committee. It is determined in accordance with the principles stated in section 6.2.1, and in line with the responsibilities and duties assumed by the Chair of the Board of Directors. The main elements taken into account in determining that compensation are as follows:

- the role of the Chair of the Board of Directors in organizing and directing the work of the Board of Directors;
- the skills and experience of the Chair of the Board of Directors; and
- the benchmarking of compensation practices with respect to non-executive chairs of CAC 40 companies.

Accordingly, the Board of Directors held on March 19, 2025, upon the recommendation of the Compensation Committee, considered that, as for previous years, the compensation structure of the Chair of the Board of Directors in respect of 2025 would involve fixed compensation amounting to €625,000. That decision was made taking into account market practices and in accordance with the recommendations of the Code of Corporate Governance.

Furthermore, the Board of Directors, on March 19, 2025, on the recommendation of the Compensation Committee, decided that the Chair of the Board of Directors could benefit from the "medical expenses" supplementary health insurance and the "death, disability and inability to work" insurance available to the Group's French executives under the same terms since she is classified as an executive for social security and tax purposes. She receives those benefits on the same terms as the other employees in that category.

The amount payable in respect of the Chair of the Board of Directors would amount to €7,632 for 2025. This amount is given for information purposes only.

In addition, the Chair of the Board of Directors could receive the benefit of the mandatory collective defined-contribution pension plan that falls within the scope of supplementary Article 83 of the French General Tax Code (**FGTC**), under the same terms as all other relevant employees.

All the Group's French executives qualify for the benefit of the defined-contribution pension plan. Contributions are based on the A, B and C Tranches of compensation as defined for the calculation of contributions to the mandatory supplementary pension plans (ARRCO-AGIRC). Entitlements accrue through the payment of annual contributions equal to 1.5% of the A, B and C Tranches. The Company pays half this amount (0.75%) and the beneficiaries pay the other half (0.75%).

The amount payable in respect of the Chair of the Board of Directors would amount to €2,826 for 2025. This amount is given for information purposes only.

6.2.2.2 Compensation policy for the Chief Executive Officer in respect of 2025

A – Term of office of the Chief Executive Officer

The Chief Executive Officer is appointed by the Board of Directors, which determines the compensation for and length of the Chief Executive Officer's duties. The Chief Executive Officer must always be an individual below the age of 65 upon appointment. The Chief Executive Officer may resign from office at any time without giving any notice. The Board of Directors may dismiss the Chief Executive Officer at any time without giving any notice.

Benoît Coquart was appointed Chief Executive Officer effective February 8, 2018 for an indefinite term. He was also appointed as a director of the Company initially at the Shareholders' Meeting of May 27, 2020 and reappointed at the Shareholders' Meeting of May 31, 2023. The Chief Executive Officer is not bound by any contract of employment or service agreement with the Company or any other Group company.

B – Overall structure of compensation attributable to the Chief Executive Officer in respect of 2025

The Board of Directors, on the recommendation of the Compensation Committee, defines the compensation policy applicable to the Chief Executive Officer based on all the criteria and principles stated in section 6.2.1 of this chapter.

To ensure that the Chief Executive Officer's compensation is competitive, the main elements considered in determining the overall structure of that compensation include, but are not limited to the following:

- the Chief Executive Officer's key role in the conduct of the Group's business;
- the skills and experience of the Chief Executive Officer; and
- the benchmarking of compensation practices with respect to executive officers of CAC 40 companies.

The compensation has three components:

- annual fixed compensation;
- annual variable compensation linked to annual financial and non-financial performance; and
- long-term compensation linked to financial and non-financial performance over the long term.

The Chief Executive Officer's annual fixed compensation is determined in line with his responsibilities and duties.

In accordance with the Code of Corporate Governance, the Board of Directors ensures that the long-term compensation mechanisms should aim to encourage executives to act from a long-term perspective. The Board of Directors also ensures that the mechanisms aim to retain executives and bring their interests into line with the corporate interest of the Company and all stakeholders' interests.

The Board of Directors therefore wishes to promote annual variable compensation and long-term compensation to help foster retention and to provide an incentive for financial and non-financial performance.

The Board of Directors has therefore established the following compensation structure for the Chief Executive Officer in 2025:

Component	Purpose and link with the strategy	Operation	Amount/Percentage weighting of fixed compensation
Fixed	**Provide compensation for the scope and level of responsibility**	Determined by the Board of Directors, fairly and competitively, upon a recommendation from the Compensation Committee, in consideration of: ■ level of responsibility; ■ skills and experience; ■ market practices of CAC 40 companies.	€900,000
Annual variable	**Provide an incentive to achieve the Company's financial and extra-financial annual targets**	Determined by the Board of Directors, upon a recommendation from the Compensation Committee, according to strategic priorities and based on: ■ order of magnitude of variable compensation relative to fixed compensation; ■ annual objectives to be achieved; ■ type and weighting of performance criteria; ■ proportion of quantifiable and qualitative components. ***of which quantifiable (80%):*** structured to encourage the achievement of specific and ambitious performance criteria: ■ financial criteria (organic growth, adjusted operating margin before acquisitions, external growth); ■ non-financial (rate of achievement of the Group's 2025 2027 CSR Roadmap with five pillars: Promoting diversity and inclusion, Mitigating climate change, Developing a more circular economy, Serving our customers and Being a responsible business). ***of which qualitative (20%):*** structured to take account of the year's initiatives deployed to support growth and people development.	Minimum value: 0% of fixed compensation Target value: 100% of fixed compensation Maximum value: 150% of fixed compensation
Long-term	**Spur higher long-term financial and non-financial performance** **Retain and build loyalty over the long term**	Determined by the Board of Directors, upon a recommendation from the Compensation Committee, according to strategic priorities and based on: ■ objectives to be achieved; ■ type and weighting of future performance criteria. Determined after application of a continuing service requirement and four demanding performance criteria (each counting for a quarter) measured over 3 years: ■ target for sales growth excluding currency effects; (3-year average of achievement rates); ■ target for adjusted operating margin after acquisitions (3-year average of achievement rates); ■ rate of achievement of the Group's CSR Roadmap (3-year average of achievement rates); ■ Legrand's share price performance relative to the performance of the EURO STOXX Industrial Goods & Services index (performance gap measured over a 3-year period).	Minimum value: 0% Awarded value (target value): 200% of fixed compensation Maximum value: 150% of the number of shares initially awarded depending on the achievement of future performance criteria

Implementation of the compensation policy for the Chief Executive Officer with respect to 2025

The Board of Directors, on the recommendation of the Compensation Committee, decided on the following principles regarding the compensation policy for the Chief Executive Officer in respect of 2025.

- **Annual fixed compensation amounting to €900,000.**

This amount, identical to the 2024 level, was decided upon by the Board of Directors held on March 19, 2025.

- **Annual variable compensation, the target value of which was set at 100% of annual fixed compensation (80% quantifiable and 20% qualitative).**

It may vary between 0% and 150% of fixed compensation, depending on the level of achievement of the quantifiable and qualitative criteria presented in the "Quantifiable performance criteria selected for annual variable compensation and target-setting method" in section 6.2.2.2 C of this chapter.

- **Long-term compensation in the form of performance share plans, the target value of which has been set at 200% of the annual fixed compensation.**

It will entitle the recipient to an award of shares. The number of shares may vary thereafter between 0% and 150% of the initial award based on the level of achievement of four financial and non-financial criteria measured on the basis of a three-year average. These criteria are detailed in the "Performance criteria selected for long-term variable compensation and target-setting method" in section 6.2.2.2 C of this chapter.

C – Determination of the calculation principles, criteria and weightings applicable to the annual and long-term variable compensation components attributable to the Chief Executive Officer in respect of 2025

Acting on the recommendation of the Compensation Committee and in line with best governance practice, the Board of Directors decided at its meeting on March 19, 2025 to maintain the clawback mechanism, which was introduced in 2024 for the Chief Executive Officer's compensation policy. By means of the clawback mechanism, the Board of Directors, on the advice of the Compensation Committee, may decide not to pay or to request the return of all or part of the annual and long-term variable compensation in the event of (i) fraud by the Chief Executive Officer and/or (ii) gross misconduct by the Chief Executive Officer having a material negative impact on the Group.

Annual variable compensation of the Chief Executive Officer in respect of 2025

The principles for calculating the annual variable compensation in respect of 2025, including the criteria applicable and their weighting, are set out in the table below. They were determined by the Board of Directors of March 19, 2025, upon a recommendation made by the Compensation Committee.

Under Article L. 22-10-34 II. of the French Commercial Code, payment of the annual variable compensation is subject to prior approval by the Shareholders' Meeting (*ex-post* vote).

The Board of Directors of March 19, 2025 decided to leave unchanged the nature of the quantifiable and qualitative criteria relating to annual variable compensation in place since 2021, as well as their target value and their maximum value.

The Board of Directors took the view that the variable compensation criteria lie at the heart of Legrand's growth and value creation model. Legrand's business model relies on two growth drivers to strengthen its leadership positions on an ongoing basis. The first driver – organic growth – is stimulated in particular by innovation (regular launches of new products offering enhanced value in use) and commercial initiatives. Growth through acquisitions, the second driver, is a key component of Legrand's development model. Since 1954, the Group has acquired 188 companies. Legrand's development model stands out on account of its major ability to adapt to changes in the economic, geopolitical and social environments of the markets in which it is located. Thanks to this capability, it has maintained first-class profitability over time. As a result, the Group achieved adjusted operating margin that has represented close to 20% of its sales from 2010 to 2024, with a minimum of 19.0% in 2020 as a result of the pandemic crisis, and a maximum of 21% in 2023.

Legrand's strategy is driven by a responsive organization that has close ties with its markets, featuring:

- highly committed teams, comprising over 38,300 highly committed staff members in close to 90 countries.
- a business culture that focuses on integrated performance (financial and non-financial) and operational excellence.

Quantifiable performance criteria selected for annual variable compensation and target-setting method

Performance criterion	Reason for selection of the criterion	Target-setting method
Organic sales growth	Alignment with annual public targets	The range bounds for the performance targets are consistent with the Company's annual targets, announced to the market upon publication of the annual financial statements of the previous year (in February)
Adjusted operating margin before acquisitions	Alignment with annual public targets	
External growth	Fit with the Group's growth model	Fit with the Group's growth model (measured by sales growth during the year resulting from changes in scope)
Rate of achievement of the CSR Roadmap	The CSR Roadmap is central to the Group's growth model. It aims to ensure that the Group achieves profitable, sustainable growth and responsible	Fit with the Group's social responsibility commitments under its CSR Roadmap

Criteria and targets for annual variable compensation for 2025

				Min	Target	Max
Quantifiable: 80% of target fixed compensation	Organic sales growth	2025 organic sales growth	As a % of fixed compensation	0%	**15%**	22.5%
			Indicator value	1%	3%	5%
	Operating margin	2025 adjusted operating margin (at 2024 scope)	As a % of fixed compensation	0%	**40%**	60%
			Indicator value	20.2%	20.6%	21.0%
	External growth	2025 sales growth resulting from changes in scope	As a % of fixed compensation	0%	**10%**	15%
			Indicator value	0%	5%	10%
	Corporate Social Responsibility	2025 rate of achievement of the Group's CSR Roadmap(1)	As a % of fixed compensation	0%	**15%**	22.5%
			Indicator value	70%	100%	130%
	QUANTIFIABLE TOTAL			**0%**	**80%**	**120%**
Qualitative: 20% of target fixed compensation	Innovation and market positions	■ Innovation and Research & Development (new products and transformation of manufacturing processes). ■ Trend in sales generated by products supporting the energy and digital transition. ■ Changes in market share.		0%	**10%**	15%
	Quality of external growth	■ Quality of acquisitions pipeline. ■ Emphasis on multiples paid. ■ Quality of integration (in the short and medium term).		0%	**5%**	7.5%
	People development	■ Development of talent and succession planning for key managers. ■ Talent attraction and employer branding initiatives.		0%	**5%**	7.5%
	QUALITATIVE TOTAL			**0%**	**20%**	**30%**
TOTAL VARIABLE AS A % OF FIXED COMPENSATION				**0%**	**100%**	**150%**

(1) The Group's 2025–2027 CSR Roadmap published on March 25, 2025 is based on five pillars:
- *Promoting diversity and inclusion;*
- *Mitigating climate change;*
- *Developing a more circular economy;*
- *Serving our customers;*
- *Being a responsible business.*

For more details on the 2025-2027 objectives in the Group's CSR Roadmap, and especially the climate and environmental objectives, please refer to the press release dated March 25, 2025 and to chapter 1 of this Universal Registration Document.

Long-term compensation of the Chief Executive Officer in respect of 2025

In respect of 2025, the Chief Executive Officer is a beneficiary of a performance share plan (the "**2025 Performance Share Plan**").

The initial allocation will be converted into shares at the meeting of the Board of Directors to be held on May 27, 2025, following the Shareholders' Meeting. It corresponds to 200% of the target amount of the annual fixed compensation, with a possible variation between 0% and 150% of the initial allocation based on future performance criteria.

As stated in the "Change in the compensation policy" section of the Universal Registration Document, the Board of Directors decided on March 19, 2025 to make adjustments to the performance criteria for the 2025 Performance share plan relative to the previous plan in order to align the compensation policy with the Group's medium-term strategy and the medium-term value creation targets, in keeping with best governance practices.

Performance criteria selected for long-term variable compensation and target-setting method

The first two performance **criteria** are aligned with the Company's 2030 Ambitions as announced at the Capital Markets Day on September 24, 2024. They relate to sales growth excluding currency effects and the adjusted operating margin after acquisitions. These indicators based on profitable growth lie at the heart of Legrand's business model.

These two new criteria replace the criteria aligned with the annual organic sales growth and adjusted operating margin before acquisitions targets in force since the 2018 performance share plan.

The third criterion is of a non-financial nature, based on the achievement of the Group's corporate social responsibility commitments under its CSR Roadmap. In connection with the launch of the Group's new CSR Roadmap for 2025-2027[1] published on March 25, 2025, a decision was made to alter the scale for this criterion, that is merely the achievement rates and pay-out rates. The CSR Roadmap is central to Legrand's model and aims to deliver sustainable and responsible growth while taking into account all stakeholders' concerns.

The fourth criterion is based on performance of Legrand's share price relative to the EURO STOXX Industrial Goods & Services index. If the share price underperforms the EURO STOXX Industrial Goods & Services index (as described in point 4 below), no payment is made in relation to this criterion.

The new criterion replaces the criterion based on performance of Legrand's share price relative to the CAC 40 index, which had been applied since the 2018 performance share plan.

The proposed performance criteria thus reflect the Company's model based on profitable, sustainable and responsible growth aligned with the interests of all stakeholders. They are transparent.

Type of performance criteria	Description of performance criteria and target-setting method	Weight of performance criteria
Sales growth target excluding currency effects	Comparison between the target and the average achievement over 3 years	1/4
Target for adjusted operating margin after acquisitions	Comparison between the target and the average achievement over 3 years	1/4
Achievement rate of the Group's[1] CSR Roadmap	Target: arithmetic mean over 3 years of the Group's annual CSR Roadmap achievement rates	1/4
Legrand's share price performance relative to the performance of the EURO STOXX Industrial Goods & Services index	Performance gap between Legrand's share price and the EURO STOXX Industrial Goods & Services index over a 3-year period	1/4

(1) *For more details on the Group's 2025-2027 CSR Roadmap, please refer to the press release dated March 25, 2025 and to chapter 1 of this Universal Registration Document.*

01
02
03
04
05
06
07
08
09
T
A

Performance criteria are measured over a three-year period. The number of performance shares awarded definitively to the Chief Executive Officer is calculated using the following method:

1) Sales growth criterion excluding currency effects

Pay-out rate[1]	0%	50%	100%	150%	150%
3-year average of performance in the year of introduction of the plan and the following years	Below 4%	4%	8%	12%	Above 12%

(1) For any point between the limits given in the table above, the pay-out rate is calculated on a straight-line basis.

2) Adjusted operating margin after acquisitions criterion

Pay-out rate[1]	0%	50%	100%	150%	150%
3-year average of performance in the year of introduction of the plan and the following 2 years	Below 19.5%	19.5%	20%	20.5%	Above 20.5%

(1) For any point between the limits given in the table above, the pay-out rate is calculated on a straight-line basis.

3) Annual rates of achievement of the Group's CSR Roadmap

Pay-out rate[1]	0%	70%	100%	150%	150%
Arithmetic mean over a 3-year period of the annual CSR Roadmap achievement rates	Below 70%	70%	100%	150%	Over 150%

(1) For any point between the limits given in the table above, the pay-out rate is calculated on a straight-line basis.

4) Legrand's share price performance

Pay-out rate[1]	0%	50%	100%	150%	150%
Performance gap between Legrand's share price and the EURO STOXX Industrial Goods & Services index[2]	Below 0 point	Equal to 0 point	Equal to 5 points	Equal to 10 points	Above 10 points

(1) For any point between the limits given in the table above, the pay-out rate is calculated on a straight-line basis.

(2) For the 2025 Performance Share Plan, 3-year performance will be measured over the 2025–2027 period using the following calculation method:
- Legrand's share price performance: comparison of the average daily closing prices in the second half of the third year of the plan (second half of 2027) to the average daily closing market prices in the second half of the year preceding the first year of the plan (second half of 2024), i.e., €98.32;
- performance of the EURO STOXX Industrial Goods & Services index: comparison of the average EURO STOXX Industrial Goods & Services daily closing indices of the second half of the third year of the plan (second half of 2027) to the average closing indices of the EURO STOXX Industrial Goods & Services index of the second half of the year preceding the first year of the plan (second half of 2024), i.e. 1,263.76 points.

The difference between these two performances will be measured by the difference, in percentage points, between the change in the Legrand share price and the change in the EURO STOXX Industrial Goods & Services index.

Vesting period and fate of performance shares in the event of the departure of the Chief Executive Officer before the end of the vesting period

The vesting period for the Chief Executive Officer is three years. The (additional) holding period is two years. At the end of the vesting period of the performance shares allocated in 2025, the performance criteria and the condition of continuing service will be verified. As regards the condition of continuing service, the following rules are applicable:

- should the Chief Executive Officer resign during the vesting period, the shares initially awarded by the Board of Directors will not vest;
- should the Chief Executive Officer be dismissed, not be reappointed or retire during the vesting period, only part of the shares would vest, subject to the performance criteria on the date the vesting period ends, calculated in proportion to his length of service at the Company during the vesting period;
- in the event of death during the vesting period, the Chief Executive Officer's heirs may request that ownership of all shares that the Board of Directors initially allocated to the deceased Chief Executive Officer be transferred to them, as permitted by law, without waiting until the end of the vesting period;
- in the event that the Chief Executive Officer becomes permanently disabled, within the meaning of French law or that of his country of residence, the Chief Executive Officer may, under French law, request the transfer of ownership of all shares that the Board of Directors initially allocated to him without waiting until the end of the vesting period.

Holding obligation

Pursuant to Article L. 22-10-59 of the French Commercial Code, as specified in the Code of Corporate Governance, the Chief Executive Officer must retain in registered form a certain percentage of the shares allocated until his term of office ends. The Board of Directors decided that the Chief Executive Officer will be required to hold at least 30% of all performance shares acquired under performance share plans until his term of office ends.

Undertaking not to put in place any hedging transactions

The Company has not put in place any hedging instruments for performance shares. Furthermore, the Chief Executive Officer has formally undertaken to refrain from using any hedging instruments in relation to the performance shares allocated to him.

D – Other elements of the compensation policy

Compensation for duties as a director of the Company and for directorships at other Group companies

No compensation is awarded to the Chief Executive Officer for duties as a director of the Company or of any other Group companies.

Exceptional compensation

There are no plans to award exceptional compensation.

Undertakings governed by Article L. 22-10-9 I, para. 4 of the French Commercial Code

Pension plans

Legrand has no undertakings under defined-benefit pension plans.

The Chief Executive Officer continues to benefit from the mandatory collective defined-contribution pension plan that falls within the scope of supplementary Article 83 of the FGTC. The Chief Executive Officer was a member of that plan before his appointment as Chief Executive Officer, and he continues to benefit from it under the same terms as all other relevant employees.

All the Group's French executives qualify for the benefit of the defined-contribution pension plan. Contributions are based on the A, B and C Tranches of compensation as defined for the calculation of contributions to the mandatory supplementary pension plans (ARRCO-AGIRC). Entitlements accrue through the payment of annual contributions equal to 1.5% of the A, B and C Tranches. The Company pays half this amount (0.75%) and the beneficiaries pay the other half (0.75%).

For 2025, the Company's contribution for the Chief Executive Officer is estimated at €2,826. This amount is given for information purposes only.

Termination benefits

The Chief Executive Officer does not benefit from any undertaking covering components of compensation, indemnities or other benefits that are or may be due in the event of or subsequent to the termination of his term of office or assignment to a different position ("golden parachutes"). No such undertaking covers him, including if control of the Company changes.

Non-compete clause

Given the profile of the Chief Executive Officer and to protect the interests of the Company and its shareholders, in its meeting of March 20, 2018 the Board of Directors authorized a non-compete agreement between the Company and the Chief Executive Officer. Under that agreement, the Chief Executive Officer undertakes not to carry out any activity that will compete with Legrand's business for a one-year period starting from the date his term of office ends.

The Company's Board of Directors will decide whether or not to apply this non-compete clause when the Chief Executive Officer's term of office ends. It may unilaterally decide to waive the application of this clause.

If applied, the Chief Executive Officer's fulfillment of this undertaking would result, for a one-year period after the end of his term of office, in the payment by the Company of monthly compensation. The latter would be equal to the monthly average of the reference salary received during the last 12 months of employment by the Company. The reference salary includes the fixed salary and annual variable compensation excluding sums received as long-term variable compensation. Its amount is below the cap recommended by the Code of Corporate Governance.

In accordance with Article R. 22-10-14 III. of the French Commercial Code, no compensation under this non-compete clause would be payable should the Chief Executive Officer decide to retire.

Incentive and profit-sharing plans

The Company has for many years implemented an exceptional incentive and profit-sharing plan covering all its employees and those of its main French subsidiaries. The Chief Executive Officer has not enjoyed the benefit of this plan since he was appointed as Chief Executive Officer on February 8, 2018.

Other non-monetary compensation components (company car, pension plan, supplementary health insurance coverage, etc.)

The Chief Executive Officer has the use of an executive car. The benefit in kind that this use of an executive car represents is estimated to be worth €6,135 for 2025. This amount is given for information purposes only.

Furthermore, the Board of Directors, on February 7, 2018, decided that the Chief Executive Officer would continue to benefit from the "medical expenses" supplementary health insurance and the "death, disability and inability to work" insurance available to the Group's French executives under exactly the same terms since he is classified as an executive for social security and tax purposes. He receives those benefits on the same terms as the other employees in that category.

For 2025, the Company's contribution for Benoît Coquart is estimated at €7,632. This amount is given for information purposes only.

Clawback

The Board of Directors, on the advice of the Compensation Committee, may decide not to pay or to request the return of all or part of the annual and long-term variable compensation in the event of (i) fraud by the Chief Executive Officer and/or (ii) gross misconduct by the Chief Executive Officer having a material negative impact on the Group.

6.2.2.3 Compensation policy applicable to the directors in respect of 2025

A – Directors' term of office

Directors are appointed by the Shareholders' Meeting for a term of office of three years, subject to the provisions of the Articles of Association concerning the age limit and the provisions of law and of the Code of Corporate Governance on multiple directorships. They may be reappointed without limitation subject to fulfilling the same requirements.

Directors may resign from their office at any time without giving any notice. Directors may be dismissed at any time by the Shareholders' Meeting without any notice. The duties of the directors representing employees come to an end prematurely as a matter of course should their contract of employment be terminated.

B – Compensation applicable to the directors in respect of 2025

The Board of Directors apportions directors' compensation based on the recommendation of the Compensation Committee and on the total amount authorized by the Shareholders' Meeting. The total amount authorized by the Shareholders' Meeting of May 29, 2024, was €1,300,000. It will remain valid until a new resolution setting out a new amount is adopted by the Shareholders' Meeting.

Neither the Chair of the Board of Directors nor the Chief Executive Officer receives any compensation for their duties as a director of the Company.

Accordingly, the compensation is apportioned between the other directors including the two directors representing employees.

The apportionment of compensation between directors takes into account directors' actual attendance at meetings of the Board of Directors and of its specialized committees. Additional compensation may be awarded, or exceptional compensation paid, for specific duties, such as those of the Lead Director.

Based on a proposal from the Compensation Committee, the Board of Directors decided on March 19, 2025 to adopt the following compensation policy:

- €25,000 a year in respect of the fixed portion of directors' compensation. For each director, this sum increases by €5,000 with every meeting of the Board of Directors they attend;
- €3,000 for each director who is also a member of a specialized committee for each specialized committee meeting they attend;
- an additional €20,000 is paid to the Chair of the Audit Committee and an additional €10,000 paid to the Chairs of the other specialized committees; and
- an additional €2,500 per trip is paid to directors residing outside Europe, in addition to variable compensation. This indemnity would not be paid in the event they participate via videoconference or conference call.

These rules for apportioning directors' compensation are in line with the Code of Corporate Governance, which recommends that the variable portion of the compensation granted to directors should be larger than the fixed portion.

Should the Board of Directors decide to entrust any director with specific duties or a specific assignment, they may be awarded exceptional compensation. Its amount will be proportionate for such duties or assignment and in line with market practices.

Given the specific duties discharged by the Lead Director, the Board of Directors has decided to award additional directors' compensation to the office holder of €20,000. Information regarding the Lead Director's duties is provided in section 6.1.2 of this Universal Registration Document.

In accordance with the Directors' Charter, which forms part of the Internal Rules, all directors must, during their terms of office, gradually acquire a number of shares equivalent to one year's compensation.

The minimum number of shares that a director must hold in a personal capacity and retain throughout their term of office is 500 shares.

Lastly, each director is entitled to the reimbursement of travel expenses incurred in performing their duties, subject to the upper limits laid down in the policy applicable within the Company and provided the expense claims are supported by receipts.