



## 2023 Corporate officers' compensation policies

*In accordance with Article R. 22-10-14 IV of the French Commercial Code*

The 2023 compensation policies for the corporate officers of McPhy Energy SA (the "**Company**") were approved by the Shareholders' general meeting of 24 May 2023 as follows:

		Vote "for"	Vote "against"
10 <sup>th</sup> resolution	Approval of the compensation policy for the directors (excluding Chairman of the Board of Directors) for the 2023 financial year	99.59%	0.41%
11 <sup>th</sup> resolution	Determination of the total annual amount of compensation to be allocated to the directors (excluding Chairman of the Board of Directors)	99.61%	0.39%
12 <sup>th</sup> resolution	Approval of the compensation policy of the Chairman of the Board of Directors for the 2023 financial year	99.58%	0.42%
13 <sup>th</sup> resolution	Approval of the compensation policy for the Chief Executive Officer for the 2023 financial year	93.17%	6.83%

Details relating to the 2023 compensation policies are included in Appendix 1 below (and as included, with those relating to the elements relating to corporate officers' compensation for 2022, in Section 3.4 of the 2022 Universal registration document, filed with the *Autorité des Marchés Financiers* on 25 April 2023 and available on the Company's website - <https://www.mcphy-finance.com/index.php/en/>).



## Appendix 1



## 3.4 Compensation of corporate officers

The information in section 3.4 relating to the compensation of corporate officers is an integral part of the corporate governance report, as required by article L. 22-10-8 of the French Commercial Code.

The following are described below:

- general principles of the compensation policy (paragraph 3.4.1);
- concerning directors (excluding the Chairman of the Board): compensation policy for 2023 and elements relating to the 2022 fiscal year (paragraph 3.4.2);
- concerning the Chairman of the Board: compensation policy for 2023 and elements relating to the 2022 fiscal year (paragraph 3.4.3); and
- concerning the Chief Executive Officer: compensation policy for 2023 and elements relating to the 2022 fiscal year (paragraph 3.4.4).

### 3.4.1 General principles (relating to determination, revision, and implementation of the compensation policy)

As a foreword, it should be noted that the Company refers to the Middlednext code and applies its recommendations on the compensation of corporate officers. See also section 3.1 of this Document.

#### 3.4.1.1 General principles and objectives

In accordance with the Middlednext code<sup>1</sup>, McPhy's policy on the compensation of corporate officers is based on the following seven general principles and objectives:

- **comprehensive, readable and transparent.** It provides details of all compensation awarded or paid to each of the corporate officers (i.e. fixed and variable part, long-term compensation through equity instruments, including the performance criteria relating thereto, exceptional compensation and/or benefits in kind, as the case may be). The compensation policy was redesigned in 2022 to provide clarity and simplified readability of the items referred to through simple and transparent rules, in particular with regard to the performance criteria applicable to variable and long-term compensation, including the content and weighting are aligned with Group performance;
- **balanced.** Each item is determined with regard to the profile of the corporate officer concerned (competence and willingness to invest in the long term) is motivated and in line with the interests of the Company, it being specified that compensation is assessed globally, i.e. in the light of all its constituent components;
- **benchmark.** External consultants are regularly used to assess the relevance and competitive nature of the compensation policy, while ensuring that it remains proportionate to the Company's situation;
- **consistent.** The compensation policy and its development are the subject of in-depth reflection within the governance structure, particularly in the light of the Group's human resources policy. This policy intends to match that applicable to all Group employees. Similarly, long-term compensation in shares aims to align the interests of employees and shareholders and to strengthen attachment to the Company and the attractiveness of McPhy;
- **measured.** The compensation policy aims to ensure a suitable balance with regard to the Company's interests, its long-term viability and growth, while incorporating the social and environmental issues surrounding its activity.

The compensation policy defined by the Board of Directors on the recommendations of the appointments and compensation Committee, complies with all applicable recommendations of the Middlednext code.

<sup>1</sup> See R16 (definition and transparency of the compensation of executive corporate officers), and more specifically the seven principles set out in point a) of said recommendation.

### 3.4.1.2 Determination, review and implementation process

The **compensation policy is determined by the Board of Directors, on the recommendation of the appointments and compensation Committee. It is then submitted for approval to the Shareholders' general meeting** and published on the Company website in accordance with the regulations.

- To avoid any conflict of interest, the persons concerned do not take part in the discussions or vote on the items of compensation concerning them.
- With regard to the appointments and compensation Committee's duties, (i) the Chair of the said Committee, an independent director, was chosen for her technical skills and her strong understanding of the applicable standards, emerging trends and the Company's practices, (ii) the members of the Committee have access to useful Company information, in particular figures, (iii) comparisons are regularly made to ensure that the compensation levels of the Company's corporate officers are competitive and consistent with the Group's human resources policy and those of companies in the sector, and (iv) discussions take place with the other members of the Board to assess the financial, accounting and tax impacts of the proposed compensation policy.

The compensation policy is not revised annually; nonetheless **certain conditions of implementation of the policy are defined on an annual basis** (such as the performance criteria applied to the variable portion of the Chief Executive Officer's annual compensation). In this respect, the achievement of annual performance criteria (in terms of variable or long-term compensation) is examined by the appointments and compensation Committee and then approved by the Board on its recommendation.

The **compensation policy approved in year N applies to all persons occupying corporate office for year N**. Consequently, in the event of appointments or departures during the year, the compensation is determined prorata temporis and by application of the principles, criteria and items of compensation featured in the compensation policy approved by the most recent Shareholders' general meeting.

On recommendation by the appointments and compensation Committee, the Board of Directors may, on a temporary basis, **waiver the policy on the compensation of the Chairman of the Board and of the Chief Executive Officer in exceptional circumstances** and insofar that the changes made comply with the Company's purpose and necessary to ensure the sustainability or viability of the Company, and who will report on this at the next shareholder general meeting. All exceptions must be justified and maintain the alignment of shareholder interests with those of the beneficiaries. More specifically, (i) the events that could give rise to a waiver include but are not limited to exceptional external growth transactions, a major change in strategy or a particularly serious event related to external circumstances or the Company's situation and (ii) in such situation, the performance conditions of the long-term compensation could be adjusted.

### 3.4.1.3 2023 compensation policy

The **policy on the compensation of corporate officers for 2023**, as detailed in paragraphs 3.4.2 to 3.4.3 of this Document, is identical to that approved for 2022, subject to the following adjustments:

- **compensation of directors (excluding the Chairman of the Board):** within the annual budget of €218,400 (in force since the general meeting of 17 June 2021), (i) addition of fixed compensation for all members of all the specialized Committees of the Board (previously expressly provided only for the Audit Committee and the appointments and compensation Committee); (ii) increase in the maximum number of meetings of the paid audit Committee during the fiscal year in question, and (iii) deletion of the reference to compensation in respect of specific missions entrusted to a director <sup>(2)</sup>; and
- **compensation of the Chief Executive Officer:** (i) annual fixed compensation increased to €250,000 (i.e. approximately +4%), to reflect the results of the compensation assessment carried out in 2021, the inflationary environment and consistency with the Group's compensation policy (it being specified that the average salary increase granted in 2022 within the Group was 4.5%), and (ii) extension of the GSC unemployment insurance to 18 months (from 12 months), and (iii) without prejudice to the annual review of the performance conditions applicable to the variable and long term items of compensation.

<sup>2</sup> Insofar as necessary, it is specified that if such missions were to be entrusted to a director, they would be subject to the applicable regulations (and in particular to article L. 225-38 of the French Commercial Code). Refer to paragraph 3.6 below.

As a reminder, the items relating to the **remuneration of corporate officers submitted to the Shareholders' general meeting of 19 May 2022** received a favorable vote as follows:

		Votes "For"	Votes "Against"
6 <sup>th</sup> resolution	Approval of information referred to in section I of article L. 22-10-9 of the French Commercial Code	91.28%	8.72%
7 <sup>th</sup> resolution	Approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid or granted to the Chairman of the Board – Pascal Mauberger, for the period from 1 January 2021 to 17 June 2021	99.52%	0.48%
8 <sup>th</sup> resolution	Approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid or granted to the Chairman of the Board – Luc Poyer, for the period from 18 June 2021 to 31 December 2021	99.65%	0.35%
9 <sup>th</sup> resolution	Approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid or granted to the Chief Executive Officer – Laurent Carme, for the period from 1 January 2021 to 11 July 2021	99.56%	0.44%
10 <sup>th</sup> resolution	Approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid or granted to the Chief Executive Officer – Luc Poyer, for the period from 12 July 2021 to 17 October 2021	99.64%	0.36%
11 <sup>th</sup> resolution	Ratification of the changes to the policy on the compensation of the Chief Executive Officer for the period from 18 October 2021 to 31 December 2021	94.97%	5.03%
12 <sup>th</sup> resolution	Approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid or granted to the Chief Executive Officer – Jean-Baptiste Lucas, for the period from 18 October 2021 to 31 December 2021	86.17%	13.83%
13 <sup>th</sup> resolution	Approval of the policy on the compensation of directors (excluding the Chairman of the Board of Directors) in respect of the 2022 fiscal year	99.60%	0.40%
14 <sup>th</sup> resolution	Determination of the overall annual amount of compensation allocated to directors	99.26%	0.74%
15 <sup>th</sup> resolution	Approval of the policy on the compensation the Chairman of the Board of Directors in respect of the 2022 fiscal year	99.61%	0.39%
16 <sup>th</sup> resolution	Approval of the policy on the compensation the Chief Executive Officer in respect of the 2022 fiscal year	88.14%	11.86%

### 3.4.2 Director's compensation (excluding the Chairman of the Board)

#### 3.4.2.1 Policy on compensation for 2023 fiscal year (ex-ante)

##### General principles related to the determination of directors' compensation

- the annual budget allocated to directors is fixed by the shareholder general meeting and remains valid until a new resolution is passed by said meeting;
- the formula for allocating directors' compensation (the "Tariff") is determined by the Board of Directors, after regular review to ensure that it is aligned with the general principles defined above and that it is competitive and attractive. The Tariff is disclosed in the policy on the compensation of directors, which is submitted to the Shareholders' general meeting for approval; and
- within the limit of the annual budget and the scale described above, the Board of Directors determines the amount of compensation awarded for the year ended.

## Principles applicable within the Company

- only independent directors <sup>(3)</sup> receive compensation for their duties as directors; and
- directors do not receive variable annual/multi-year or long-term compensation, supplementary pension plans, nor indemnities or benefits due or likely to be due resulting from the assumption, termination or change of their function.

## 2023 policy

- the annual budget remains the same as in 2022 (as approved in the 14<sup>th</sup> resolution of the shareholder general meeting of 19 May 2022) and identical to 2021 (as approved in the 10<sup>th</sup> resolution of the shareholder general meeting of 17 June 2021);
- for the position of independent director and where applicable, member or chair of a specialized committee, the Tariff includes the following items: (i) a fixed component (pro rata temporis in case of departure or arrival during the year) and (ii) a variable component based on a fixed fee for each meeting, to reflect their effective participation in the work of the Board and its Committees, within the limit of a pre-defined cap on the number of meetings <sup>4</sup>.

As of 1 January 2023, the Tariff is as follows:

<i>(in €)</i> <sup>(1)</sup>	Fixed fee	Per meeting <sup>(3)</sup>
<b>Board of Directors</b>		
Director	10,000 €	1,500 €
<b>Audit Committee</b>		
Chairman	5,000 €	2,000 €
Member	2,500 €	1,000 €
<b>Appointments and compensation Committee</b>		
Chairman	5,000 €	1,600 €
Member	2,500 €	800 €
<b>Key Contracts Committee</b>		
Chairman	5,000 €	2,000 €
Member	2,500 €	1,000 €
<b>CSR Committee</b>		
Chairman	5,000 € <sup>(2)</sup>	1,600 €
Member	2,500 € <sup>(2)</sup>	800 €

(1) On a gross basis before tax and social security contributions.

(2) As of the implementation of the CSR Committee as a specialized Committee of the Board separate from the appointments and compensation Committee.

(3) Within the annual limit of:

- 12 meetings for the Board of Directors, potentially increased to 17 meetings under exceptional circumstances (change of governance, significant M&A operation, etc.) without impacting the annual fixed amount allocated by the general meeting;
  - 13 meetings for the Audit Committee;
  - 7 meetings for each of the other specialized committees.
- The Board may award exceptional compensation for a specific mission or mandate, the conditions of which will be determined at relevant time by the Board, on the recommendations of the appointments and compensation Committee in accordance with the Articles L. 225-46 and L. 22-10-15 of the French Commercial Code. As indicated above, if such missions were to be entrusted to a director, they would be subject to the applicable regulations (and in particular to Article L. 225-38 of the French Commercial Code) and within the limit of the annual budget.

<sup>3</sup> For more details on independent directors, see paragraph 3.3.1 of this Document.

<sup>4</sup> It is specified that the compensation due for a year N is paid in N+1 following the date of the determination of the related amounts, according to the applicable policy, by the Board.

### 3.4.2.2 Items of compensation and benefits of all kinds paid or allocated in respect of the 2022 fiscal year (ex-post)

#### Table of compensation paid to directors and other compensation received by directors (excluding the Chairman of the Board)

(in €) <sup>(1)</sup>	Amounts allocated in 2022	Amounts paid in 2022	Amounts allocated in 2021	Amounts paid in 2021 <sup>(4)</sup>
Léopold DEMIDDELEER <sup>(2)</sup>	4,068 €	28,000 €	28,000 €	14,000 €
Éléonore JODER	48,000 €	49,000 €	49,000 €	16,000 €
Jean-Marc LECHÊNE <sup>(3)</sup>	28,459 €	—	—	—
Myriam MAESTRONI	49,000 €	44,000 €	44,000 €	17,000 €
<b>TOTAL</b>	<b>129,527 €</b>	<b>121,000 €</b>	<b>121,000 €</b>	<b>47,000 €</b>

(1) On a gross basis before tax and social security contributions.

(2) In respect of his term as a director from 1 January 2021 to 8 February 2022, date of his departure.

(3) In respect of his term of office as a director from 8 February 2022, the date of his arrival.

(4) Correction of material errors contained in the 2021 universal registration document: the amounts paid in 2021 were incorrectly shown in the column amounts paid in 2020.

All of the above items of compensation are compensation paid to the persons concerned as independent directors and by application of the Tariff (fixed fee and meeting fee) applicable during the term of their office in the fiscal year. No compensation was received by directors from a company within the Group scope of consolidation as defined by article L. 233-16 of the French Commercial Code.

The compensation due in respect of 2022 was paid according to the determination of the amounts referred to above by the Board dated 6 April 2023.

The composition of the Board (as described in paragraph 3.3.1 of this Document) is, and was during 2022, in accordance with the legal provisions relating to gender diversity, so that there has been no suspension of the compensation of the members of the Board referred to in article L. 225-45 paragraph 2 of the French Commercial Code.

### 3.4.3 Compensation of the Chairman of the Board

#### 3.4.3.1 Policy on compensation for the 2023 fiscal year (ex-ante)

The policy on the compensation of the Chairman of the Board of Directors (i) is determined by the Board on the recommendations of the appointments and compensation Committee, it being specified that said Chairman of the Board of Directors is not a member and does not participate in the discussions and votes held by the appointments and compensation Committee and by the Board while his compensation is discussed, before (ii) being submitted to the Shareholders' general meeting for approval.

For 2023:

- the compensation of the Chairman of the Board of Directors will be identical to that planned for 2022, i.e. a fixed annual amount (gross and before tax) of €105,000. This compensation is consistent with the tasks entrusted to the Chairman of the Board, his experience and market practices;
- as a result of his position with the Company, the Chairman of the Board will not receive any other compensation (including variable annual or multi-year compensation linked to performance conditions) or other benefits (including severance pay or a supplementary defined contribution pension plan), other than (i) supplementary health and life insurance, and the pension schemes (statutory and supplementary) applicable to McPhy management grades in France, (ii) directors' liability insurance taken out by the Company and (iii) reimbursement of travel expenses (upon presentation of receipts). It is also specified that the Chairman of the Board is not subject to a non-compete obligation.

If a new Chairman of the Board of Directors were to be appointed during the fiscal year, his compensation could feature the following components: (i) a fixed annual amount determined by the Board on the recommendation of the appointments and compensation Committee, and/or (ii) the benefits in kind described above (supplementary health and life insurance, statutory and supplementary pension schemes, civil liability insurance for executives and reimbursement of actual travel expenses).

### 3.4.3.2 Items of compensation and benefits of all kinds paid or allocated in respect of the 2022 fiscal year (ex-post)

As of the date of this Document, and since 17 June 2021, Luc Poyer is the Chairman of the Board.

#### Compensation as Chairman of the Board

The items of compensation awarded or paid to the Chairman of the Board for the 2022 fiscal year comply with the compensation policy adopted by the Board of Directors on the recommendation of the appointments and compensation Committee and approved by the Shareholders' general meeting of 19 May 2022.

#### Compensation for assistance services

In 2022, the Chairman of the Board also received additional compensation for services rendered (managerial transition and assistance in terms of strategy, establishing relations with investors) under an agreement dated 18 October 2021, for a total amount of €35,000. This assistance agreement expired on 31 March 2022.

#### Summary of compensation, options and shares <sup>(5)</sup>

<i>Luc POYER, Chairman of the Board</i> <sup>(1)</sup>	2022 fiscal year	2021 fiscal year
Compensation due for the fiscal year <sup>(2)</sup>	140,000 €	165,625 €
Value of options or shares allocated at no charge	—	—
Valuation of other long-term compensation plans	—	—
<b>Total</b>	<b>140,000 €</b>	<b>165,625 €</b>

(1) It is specified that in 2021, Luc Poyer served as an independent director (from 1 January to 17 June 2021), as interim Chairman and Chief Executive Officer (12 July to 17 October 2021) and as Chairman of the Board (since 17 June 2021).

(2) For more details, please see the summary compensation table below. It is specified that (i) the items concerning the 2021 fiscal year included the compensation received for the position of Interim Chief Executive Officer from 12 July to 17 October 2021 as mentioned in the table below, and (ii) the total amount included in this table includes the correction of a material error in the 2021 universal registration Document on the compensation allocated to directors for 2021.

#### Summary compensation table <sup>(6)</sup>

<i>Luc POYER, Chairman of the Board</i> <sup>(1)</sup>	2022 fiscal year		2021 fiscal year <sup>(4)</sup>	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation as Chairman of the Board <sup>(2)</sup>	105,000 €	161,959 €	56,959 €	— <sup>(4)</sup>
Fixed compensation as Chief Executive Officer <sup>(2)</sup>	—	—	58,666 €	58,666 €
Annual or multi-year variable compensation	—	—	—	—
Extraordinary compensation	—	—	—	—
Compensation due in respect of the assistance agreement <sup>(3)</sup>	35,000 €	35,000 €	25,000 €	25,000 €
Compensation granted for the position of director	—	25,000 €	25,000 € <sup>(4)</sup>	17,000 € <sup>(4)</sup>
Benefits in kind <sup>(5)</sup>	—	—	—	—
<b>Total</b>	<b>140,000 €</b>	<b>221,959 €</b>	<b>165,625 €</b>	<b>100,666 €</b>

(1) It is specified that in 2021, Luc Poyer served as an independent director (from 1 January to 17 June 2021), as interim Chairman and Chief Executive Officer (12 July to 17 October 2021) and as Chairman of the Board (since 17 June 2021).

(2) It is specified that (i) as of 1 January 2022, the fixed annual compensation for the position of Chairman of the Board was paid during the year, at the rate of 1/12<sup>th</sup> each month (i.e. €105,000), and (ii) the 2021 compensation for the position of Chief Executive Officer was paid in 2021 (i.e. €56,959).

(3) For more details, please refer to the paragraph "Compensation for assistance services" above.

(4) Correction of material errors in the 2021 universal registration Document: (a) the compensation as Chairman of the Board for 2021 was paid in 2022 (not 2021); (b) the compensation for the office of director (i) allocated for 2021 should be read as €25,000 and not €25,881 (ii) paid in 2021 should be read as €17,000 and not €21,000. As a result, the total amount of compensation awarded in 2021 should be €165,625 (and not €166,506) and the amount paid should be €100,666 (and not €166,506).

(5) For more details, please refer to the paragraph "Compensation as Chairman of the Board" above. Given the nature of the benefits in question, the amount reported as compensation is 0.

No compensation was received by the Chairman of the Board from a company within the Group scope of consolidation as defined by article L. 233-16 of the French Commercial Code.

<sup>5</sup> On a gross basis before tax.

<sup>6</sup> On a gross basis before tax.



### 3.4.4 Compensation of the Chief Executive Officer

#### 3.4.4.1 Policy on compensation for 2023 fiscal year (ex-ante)

##### 3.4.4.1.1 General principles

The policy on the compensation of the Chief Executive Officer (i) is determined by the Board on the recommendations of the appointments and compensation Committee, it being specified that said Chief Executive Officer is not a member and does not participate in the discussions and votes held by the appointments and compensation Committee or by the Board while his compensation is discussed, before (ii) being submitted to the Shareholders' general meeting for approval.

The allocation and payment in year N of variable and exceptional components of the Chief Executive Officer's compensation, if any, in respect of fiscal year N-1, are subject to approval by the Shareholders' general meeting under the conditions specified in articles L. 225-100 and L. 22-10-34 of the French Commercial Code.

The compensation structure is not subject to annual revision and remains applicable as long it is not altered <sup>(7)</sup>. The conditions of implementation of the policy may vary from one fiscal year to another, in particular concerning the objectives associated with the variable portion of compensation. These objectives are defined precisely and in quantifiable terms at the start of the year by the Board, on recommendation from the appointments and compensation Committee.

##### 3.4.4.1.2 On assumption of duties

If the Chief Executive Officer is appointed from outside the Group, the Board may, upon recommendations of the appointments and compensation Committee, decide whether to compensate the new Chief Executive Officer for all or part of the benefits he loses when leaving his former employer. In this case, the recruitment conditions aim to replicate lost benefits with a comparable level of risk (variable component, medium-term compensation in shares/warrants or cash). In all cases, the payment of such compensation is conditional on approval by the Shareholders' general meeting in accordance with article L. 22-10-34 of the French Commercial Code.

##### 3.4.4.1.3 During office

#### Compensation structure

As recalled in the general principles on the compensation of corporate officers, the aim of the Company is to implement and maintain a compensation structure balanced between the fixed component, benefits in kind, the short-term variable component in cash and the medium/long-term allocation of incentive equity instruments. The policy on the compensation of the Chief Executive Officer is intended to incentivize and recognize performance, ensuring that a significant part of his compensation is subject to the achievement of financial, operating and non-financial criteria reflecting the Company's objectives, in accordance with its purpose and the associated creation of value for shareholders.

For 2023, the compensation structure for the Chief Executive Officer will be identical to that provided for in the 2022 compensation policy (subject to the increase in the amount of fixed compensation and the definition of performance criteria for variable and long-term compensation, described below). The combined amount of annual and long-term variable compensation may not exceed 300% of his fixed compensation.

#### Annual fixed compensation

The fixed compensation of the Chief Executive Officer is determined on the basis of the level of complexity of his duties and responsibilities and of their skills, experience, expertise and background (for further details, see paragraph 3.2.1 of this document), as well as on the basis of comparable (similar functions in comparable companies).

Pursuant to the recommendation of the Appointments and Remuneration Committee, the fixed compensation of the Chief Executive Officer in 2023 was increased by the Board of Directors from €240,000 to €250,000 (i.e. +4%, to take into account the results of the compensation study carried out in 2021 <sup>(8)</sup>, the inflationary context and consistency with the Group's policy on compensation).

<sup>7</sup> In this respect, it is specified that the overall compensation of the Chief Executive Officer (for 2021 and 2022 and which will be renewed for 2023) was determined after taking into consideration the compensation of the Chief Executive Officers of competitors of McPhy.

<sup>8</sup> This amount remains below the median for the 2021 study by expert consultants on executive management compensation, which reached €300,000.

Annual variable compensation

As recommended by the Appointments and Remuneration Committee, the variable component of the Chief Executive Officer’s compensation for 2023 follows the same structure and principles as those applicable in 2022, namely:

- the application of varied and demanding quantity- and quality-related performance criteria that incorporate the Group’s strategic objectives. At the beginning of the year, on the recommendation of the Appointments and Remuneration Committee, after examining the various objectives, their weighting and the expected levels of performance, the Board of Directors sets (i) the threshold below which no variable compensation is paid, (ii) the target level of variable compensation due when each objective is achieved, and the criteria for assessing quantity-related performance;
- amount between 0% and 65% of the fixed compensation, it being specified that (i) there is no guaranteed minimum and (ii) the amount will correspond to 50% in the event of achievement of the target level and to a maximum of 65% in the event of over-performance.

It is stated that, following the recommendations of the appointments and compensation Committee and on the basis of factual and numerical information provided by the Company, the Board assesses, criterion by criterion, the rate of achievement of variable compensation for fiscal year N-1. The payment in year N of the annual variable compensation for the fiscal year N-1 is subject to approval by the Shareholders’ general meeting.

It will not be possible to demand the repayment of a part of the annual variable remuneration.

For fiscal year 2023, the criteria used to define the variable compensation of the Chief Executive Officer are 15% financial criteria, 30% operational performance criteria, 30% strategic criteria and 25% CSR criteria, as described <sup>(9)</sup> below:

Financial criteria (15%)				Operational criteria (30%)			
<b>Criterion</b>	Revenue	Order book	Gross margin	Technology & cost out	Sales & delivery of stations and electrolyzers		
<b>Definition</b>	Revenue for fiscal year 2023	Order book for fiscal year 2023	Achievement rate of gross margin for fiscal year 2023	Execution of SATs according to the defined plans/deployment of the cost out program	Closure of a sale project, delivery of a specified number of hydrogen stations and a specified number of Megawatt in fiscal year 2023		
<b>Type</b>	Quantified	Quantified	Quantified	Quantified	Quantified		
<b>Weighting</b>	5%	5%	5%	15%	15%		

  

Strategic criteria (30%)				CSR criteria (25%)			
<b>Criterion</b>	MW project	Gigafactory	Financial strategy	Occupational health and safety	Quality	Implementation of BOOST/CSR roadmap	Occupational health and safety
<b>Definition</b>	Execution of roadmaps for deployment of XL stacks & XL EPU	Project deployment/ plan execution	Execution of plan	Total rate of recordable incidents	Completion of compliance action plan	Deployment of actions included in Boost plan incorporating the CSR roadmap	Preventive: Number of dangerous situations declared and related action plans implemented
<b>Type</b>	Quality-related	Quality-related	Quality-related	Quantified	Quantified	Quality-related	Quantified
<b>Weighting</b>	5%	10%	15%	5%	5%	10%	5%

Remuneration in shares or other financial instruments

For fiscal year 2023, as long-term compensation, subject to the approval of the related resolution by the Shareholder general meeting, a new free share allocation plan (the “2023 Free Share Plan”) will be implemented to converge the interests of beneficiaries, including the Chief Executive Officer, with those of the shareholders, it being specified that:

- the allocation to the Chief Executive Officer will take into account previous allocations to him and his overall compensation. In this respect, (i) the number of shares granted would represent, on the basis of a 100% pay-out, approximately 170% of his annual fixed compensation <sup>10</sup> and (ii) in the event of over-performance (130% pay-out), the number of shares may not exceed 130% of the target number;
- the vesting period for the free share allocation plan would be three years without a conservation period;

<sup>9</sup> For reasons of confidentiality, the economic data relating to the performance criteria above, even though they have been established and precisely defined by the Board on recommendation by the appointments and compensation Committee, are not published.

<sup>10</sup> The Company’s share price used in this context would correspond to the closing price on the day preceding the allocation date.

- the final acquisition shall be subject to:
  1. a condition of presence, so in the event of departure before the vesting period is completed, the Chief Executive Officer would immediately lose the right to receive all shares allocated, whatever the degree of achievement of the performance conditions, unless otherwise explicitly decided by the Board,
  2. The achievement of the performance criteria defined and calibrated by the Board of Directors on recommendation by the appointments and compensation Committee. At the end of each year, the Board of Directors would conduct a review of the achievement of each of these criteria. The final achievement rate (a) per criterion will correspond to the average of the annual achievement rates over the vesting period and (b) for the whole, will correspond to the weighted average of the achievement rates for each criterion, without compensation between criterion, it being specified that over-performance on each criterion would remain capped at the final acquisition of 130% of the target number.

The performance conditions envisaged are identical to those of the 2023 Free Share Plan and are summarized as follows:

	Financial criteria		Operational criteria	CSR criteria	
<b>Criteria</b>	Revenue	Order book	Productivity	Customer satisfaction	Roadmap
<b>Definition</b>	Revenue performance for 3 years	Order book performance for 3 years	Number of stations and number of Megawatt deployed	Customer satisfaction rate (responses to satisfaction surveys)	Development and tracking of CSR roadmap
<b>Type</b>	Quantified	Quantified	Quantified	Quantified	Quality-related
<b>Weighting</b>	30%	20%	20 %	20%	10%
<b>Further details</b>	Due to the performance volatility that may occur at this stage of the Company's maturity, and following the recommendations of the appointments and compensation Committee: <ul style="list-style-type: none"> <li>• the aforementioned criteria would be set by the Board in the form of a range of annual objectives and/or three-year objectives. For reasons of confidentiality, said ranges are not reported in this Document; and</li> <li>• free vesting would be subject to a tiered vesting system</li> </ul>				
<b>Payment rate</b>	For each of these criteria: <ul style="list-style-type: none"> <li>• below the trigger threshold, 0% of the target number of shares will be definitively acquired by their beneficiaries;</li> <li>• on the trigger threshold, 70% of the target number of shares will be definitively acquired by their beneficiaries;</li> <li>• in case of performance level between the lower range and the target range, 85% of the target number of shares will be definitively acquired by their beneficiaries;</li> <li>• in case of performance meeting the target range, 100% of the target number of shares will be definitively acquired by their beneficiaries;</li> <li>• in case of performance level between the target range and the upper range, 115% of the target number of shares will be definitively acquired by their beneficiaries;</li> <li>• in case of performance level above the upper range, 130% of the target number of shares will be definitively acquired by their beneficiaries.</li> </ul>				

- like that implemented in 2022, the 2023 Free Share Plan will not be reserved solely for corporate officers or members of the Executive Committee;
- until the expiry of his term of office, the Chief Executive Officer will be obliged to hold at least 25% of any free shares definitively vested under plans to allocate financial instruments from which he may benefit, up to the limit of 200% of his fixed compensation amount.

### Other items of compensation

As in 2022, for 2023, the Chief Executive Officer will benefit from:

- a company vehicle;
- supplementary health and provident insurance plans as well as statutory and supplementary pension schemes, applicable to all Group employees. It is clarified that the Chief Executive Officer shall not benefit from any defined-benefit or defined-contribution complementary pension schemes;
- unemployment insurance for corporate directors (GSC) with a maximum benefit payment period of 18 months (12 months in 2022);
- civil liability insurance applicable to all Group corporate officers.

#### 3.4.4.1.4 At end of office

##### Non-compete payment

In the event the Chief Executive Officer departs (and for any whatsoever reason), he is subject to a non-compete obligation for a period of 18 months and across a defined geographical scope. The amount of the monthly payment shall represent  $6/10^{\text{ths}}$  of the average monthly compensation (fixed component + annual variable component) for the last twelve months of his presence (equivalent to that applicable to Company employment contracts as per the conditions stipulated by the collective bargaining agreement). Any bonuses and exceptional payments from which the Chief Executive Officer would benefit are excluded from the basis for calculation of the non-compete payment amount. This payment shall not be due if the Board decides to release the Chief Executive Officer from his non-compete obligation.

##### Severance package

In the event of departure (following dismissal at the initiative of the Board other than for gross misconduct, and excluding any other type of departure, especially if he leaves the Company at his own initiative to perform new duties or change type of duties within the Group) before 16 December 2023, the Chief Executive Officer will be entitled to a severance payment to an amount equal to a maximum of twice his last annual fixed and variable compensation (excluding any other element from which he may benefit) subject to the achievement of performance conditions set by the Board. Therefore:

- this payment will be calculated pro rata temporis in the case of a departure between 16 December 2021 and 16 December 2023;
- the performance conditions are (i) for 70%, the achievement of operational objectives for the deployment of electrolyzers and stations, and (ii) 30%, the achievement of customer satisfaction objectives based on customer satisfaction surveys and the customer complaint rate.

The sum of the severance package and non-compete payments indicated above may not exceed two years of annual compensation (fixed component + annual variable component excluding multi-year variable compensation, extraordinary compensation or compensation in shares).

### 3.4.4.2 Items of compensation and benefits of all kinds paid or allocated in respect of the 2022 fiscal year (ex-post)

As of the date of this Document, and since 18 October 2021, Jean-Baptiste Lucas is the Chief Executive Officer of the Company.

The items of compensation awarded or paid to the Chief Executive Officer for the 2022 fiscal year comply with the compensation policy adopted by the Board of Directors on the recommendation of the appointments and compensation Committee and approved by the Shareholders' general meeting of 19 May 2022.

#### Fixed compensation

Jean-Baptiste Lucas received a total amount of €240,000.

#### Variable compensation

Following the recommendations of the appointments and compensation Committee, the Board meeting of 6 April 2023 reviewed and approved the achievement of the performance conditions stipulated for the 2022 variable compensation as follows:

Criterion	Financial criteria (15%)			Operational criteria (32.5%)			
	Revenue	Order book	Gross margin	Management of CEOG project	ADOUR project	Megawatt	Delivery of stations and electrolyzers
<b>Definition</b>	Revenue for fiscal year 2022	Order book for fiscal year 2022	Achievement rate of gross margin for fiscal year 2022	Management of the CEOG project within determined budget	Installation of an operational site with creation of teams	Qualification of a specified number of Megawatt HC with EDF in fiscal year 2022	Delivery of a specified number of hydrogen stations and a specified number of Megawatt in fiscal year 2022
<b>Type</b>	Quantified	Quantified	Quantified	Quantified	Quality-related	Quantified	Quantified
<b>Weighting</b>	5%	5%	5%	10%	2.5%	10%	10%
<b>Achievement</b>	0%	100%	0%	70%	130%	0%	70%
<b>Payment</b>	0%	5%	0%	7%	3.25%	0%	7%

  

Criterion	Strategic criteria (27.5%)				CSR criteria (25%)			
	WILDAU project	Strategic assessment	Execution of BOOST	Organization of Executive Committee	Occupational health and safety	Quality	Implementation of CSR roadmap	Occupational health and safety
<b>Definition</b>	New R&D and technology organization	Completion of strategic assessment and implementation of strategic program	Completion of action plan	Roll-out of new organization and recruitment of new members	Total rate of recordable incidents	Completion of compliance action plan	Deployment of actions included in CSR roadmap	Safety inspection of infrastructures by management
<b>Type</b>	Quality-related	Quality-related	Quality-related	Quality-related	Quantified	Quantified	Quality-related	Quantified
<b>Weighting</b>	2.5%	10%	5%	10%	5%	5%	10%	5%
<b>Achievement</b>	100%	100%	100%	100%	130%	0%	130%	130%
<b>Payment</b>	2.5%	10%	5%	10%	6.5%	0%	13%	6.5%

#### Annual variable remuneration for 2022

<b>Overall achievement level</b>	76%
<b>Amount allocated</b>	€ 90,720

The 2022 annual variable compensation represented an amount corresponding to 37.8% of the annual fixed compensation.

## Compensation in shares

Following the recommendations of the appointments and compensation Committee, on 28 July 2022, the Board granted 21,750 free shares (based on a 100% payout, or 28,275 shares based on a maximum payout of 130%) to the Chief Executive Officer under the 2022 Free Share Plan (see paragraph 3.4.7.2 of this Document).

### Free shares granted

Plan number and date <sup>(1)</sup>	Number of shares allocated during the year	Valuation using consolidated accounts method	Date of vesting	Date of availability	Performance conditions
2022 Free share plan 28 July 2022	21,750 <sup>(2)</sup>	€283,275	28 July 2025	28 July 2025	Yes <sup>(3)</sup>
<b>Total</b>	<b>21,750</b>	<b>€283,275</b>	—	—	—

(1) Date of allocation plan implemented by the Board.

(2) Corresponding to the grant on a 100% payout basis (i.e. 28,275 shares on the basis of a maximum payout of 130%).

(3) For more details, please refer to the paragraph "Compensation in shares" above.

No free shares granted became available in fiscal year 2022.

On the basis of this valuation, the aggregate amount of the the annual variable compensation and the compensation in shares amounted to 373,995 euros, corresponding to 156 % of the fixed compensation for 2022.

## Benefits in kind

During the year 2022, the Chief Executive Officer benefited from a company car, the supplementary health and legal provident scheme and the supplementary pension scheme, applicable to all Group employees, unemployment insurance for corporate directors (GSC) providing for a compensation period to 12 months and civil liability insurance applicable to all of the Group's corporate officers. The benefits in kind represented a total amount of 18,579 euros.

## Summary

### Summary table of compensation, options and shares allocated

<i>Jean-Baptiste Lucas, Chief Executive Officer since 18 October 2021</i>	2022 fiscal year	2021 fiscal year
Compensation due for the fiscal year <sup>(1)</sup>	€349,299	€73,973
Valuation of multi-year variable compensation awarded during the year	—	—
Value of options granted at no charge	—	—
Value of free shares granted <sup>(2)</sup>	€283,275	€411,676
Valuation of other long-term compensation plans	—	—
<b>Total</b>	<b>€632,574</b>	<b>€485,649</b>

(1) For more details, please see the summary compensation table below.

(2) For more details, please refer to the paragraph "Compensation in shares" above. Value of the shares at the time of grant determined in accordance with IFRS 2, after taking into account any discount for performance criteria, before spreading the cost over the vesting period.

## Summary compensation table

<i>Jean-Baptiste Lucas, Chief Executive Officer since 18 October 2021</i>	2022 fiscal year		2021 fiscal year	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation <sup>(1)</sup>	€240,000	€240,000	€49,230	€49,230
Annual variable remuneration <sup>(1)(2)</sup>	€90,720	€22,808	€22,808	—
Multi-year variable compensation	—	—	—	—
Extraordinary compensation	—	—	—	—
Benefits in kind <sup>(3)</sup>	€18,579	€18,579	€1,935	€1,935
<b>Total</b>	<b>€349,299</b>	<b>€281,387</b>	<b>€73,973</b>	<b>€51,165</b>

(1) On a gross basis before tax.

(2) For more details, please refer to the paragraph "Variable compensation" above.

(3) For more details, please refer to the paragraph "Benefits in kind" above.

No compensation was received by the Chief Executive Officer from a company within the Group scope of consolidation as defined by article L. 233-16 of the French Commercial Code.