



2024 Corporate officers' compensation policies

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

The 2024 compensation policies for the corporate officers of McPhy Energy SA (the "Company") were approved by the Shareholders' general meeting of 30 May 2024 as follows:

		Vote "for"	Vote "against"
11 th resolution	Approval of the compensation policy for the directors (excluding Chairman of the Board of Directors) for the 2024 financial year	98.45%	1.55%
12 th resolution	Determination of the total annual amount of compensation to be allocated to the directors (excluding Chairman of the Board of Directors)	98.47%	1.53%
13 th resolution	Approval of the compensation policy of the Chairman of the Board of Directors for the 2024 financial year	98.89%	1.11%
14 th resolution	Approval of the compensation policy for the Chief Executive Officer for the 2024 financial year	98.38%	1.62%

Details relating to the 2024 compensation policies are included in Appendix 1 below (and as included, with those relating to the elements relating to corporate officers' compensation for 2023, in Section 3.4 of the 2023 Universal registration document, filed with the *Autorité des Marchés Financiers* on 26 April 2024 and available on the Company's website – <https://mcphy-finance.com/index.php/en/financial-publications/universal-registration-document>).



Appendix 1

3.4 Compensation of corporate officers

The information in paragraph 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 Company refers to the Middelnext Code and applies its recommendations on the compensation of corporate officers.

The compensation policy for corporate officers was established by the Board at its meetings on March 7 and April 2, 2024.

3.4.1 General principles

3.4.1.1 Principles and objectives

The Company's policy on the compensation of corporate officers is based on the following general principles and objectives:

- **Comprehensive, legible and transparent.** It provides details of all remuneration components allocated or paid to each corporate officer (i.e. fixed and variable components, long-term remuneration through equity instruments, including related performance criteria, exceptional compensation and/or benefits in kind, as applicable). It aims to provide clarity and simplified readability through simple and transparent rules, in particular the performance criteria applicable to variable and long-term compensation, the content and weighting of which are aligned with the Group's 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), justified and aligned with the Company's interests, it being specified that compensation is assessed globally, i.e. in the light of all its constituent components;
- **Benchmark.** External consultants are 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 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. It intends to match that applicable to all Group employees. Similarly, the compensation policy aims to align the interests of employees and shareholders and to strengthen attachment to the company and the attractiveness of McPhy;
- **Measured.** It 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.

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 Remuneration Committee. It is then submitted for approval to the Shareholders' General Meeting and published on the Company website in accordance with the applicable regulations.

- To avoid any conflict of interest, the persons concerned do not take part in the discussions nor do they vote on the items of compensation concerning them.
- With regard to the Appointments and Remuneration Committee's duties, (i) the Chair, an independent director, was chosen for her technical skills and her strong understanding of the applicable standards, trends and practices in terms of corporate officer compensation, (ii) the members of the Committee have access to useful Company information, in particular figures, (iii) comparisons are made to ensure that the policy is competitive and consistent with the Group's human resources policy and that of other 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 policy.

The compensation policy is not subject to annual revision and remains applicable as long as it is not altered. The **implementation methods** vary from one year to the next and are **defined on an annual basis**. This is the case of annual performance criteria (in respect of variable or long-term compensation), which are determined in a precise and quantifiable manner by the Board at the beginning of the fiscal year, then their application is reviewed and approved by the Board at the end of the year then reviewed and approved by the Board at the end of the year.

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

The allocation and payment in year N of variable and exceptional components in respect of fiscal year N-1, are subject to approval by the shareholders' general meeting under the conditions specified in article L.22-10-34 of the French Commercial Code.

The Board of Directors may, **on a temporary basis, waive the policy on the compensation of the Chairman of the Board of Directors and of the Chief Executive Officer in exceptional circumstances** and insofar as these changes comply with the Company's purpose and necessary to ensure the sustainability or viability of the Company.

The Board will report on this at the next shareholders' 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 the Company's situation and (ii) in such circumstances, the performance conditions of the long-term compensation could be adjusted.

3.4.1.3 Results of the shareholder consultation on the compensation of corporate officers

The items relating to the **compensation of corporate officers submitted to the Shareholder General Meeting of May 24, 2023** received a favorable vote as follows:

		Votes "For"	Votes "Against"
7 th resolution	Approval of information relating to the compensation of corporate officers for the fiscal year ended December 31, 2022	99.68%	0.32%
8 th resolution	Approval of the items of compensation paid to the Chairman of the Board, Luc POYER, during fiscal year 2022 or granted in respect of the same fiscal year	99.59%	0.41%
9 th resolution	Approval of the items of compensation paid to the Company's Chief Executive Officer, Jean-Baptiste LUCAS, during fiscal year 2022 or granted in respect of the same fiscal year	95.86%	4.14%
10 th resolution	Approval of the policy on the compensation of directors (excluding the Chairman of the Board of Directors) in respect of the 2023 fiscal year	99.59%	0.41%
11 th resolution	Determination of the global annual budget for the compensation of directors (excluding the Chairman of the Board of Directors)	99.61%	0.39%
12 th resolution	Approval of the policy on the compensation the Chairman of the Board of Directors in respect of the 2023 fiscal year	99.58%	0.42%
13 th resolution	Approval of the policy on the compensation the Chief Executive Officer in respect of the 2023 fiscal year	93.17%	6.83%

3.4.2 Directors' compensation (excluding the Chairman of the Board)

3.4.2.1 Compensation policy (ex-ante)

The compensation policy for directors is recommended by the Appointments and Remuneration Committee and was reviewed by the Board of Directors at its meeting on March 7, 2024.

General principles

- Compensation is granted to independent directors only.
- The annual compensation package is set by the Shareholders' General Meeting and allocated according to a scale determined by the Board, which is designed to take into account (i) directors' membership of Board Committees, their role (with higher remuneration for

the additional work performed by Committee Chairs, who direct the work of the Committees and report to the Board) and (ii) attendance of Board members at Board and Committee meetings.

- 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. The Chairman shall be entitled to claim travel expenses (on presentation of receipts). Directors benefit from civil liability insurance applicable to all Group corporate officers.

2024 policy submitted to the approval of the shareholders' general meeting

- A total annual budget of €218,400, identical to that applied in 2023.
- Subject to a 5% increase in the amounts indicated, the scale is identical to that applied in 2023 and includes (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 participation and effective contribution to the work of the Board and its Committees, within the limit of a pre-defined cap on the number of meetings ⁽¹⁾ as follows:

<i>(in euros)</i> ⁽¹⁾	Fixed amount	Per meeting ⁽²⁾
Board of Directors		
Director	€ 10,500	€ 1,575
Audit committee		
Chair	€ 5,250	€ 2,100
Member	€ 2,625	€ 1,050
Appointments and Remuneration Committee		
Chair	€ 5,250	€ 1,680
Member	€ 2,625	€ 840
Key Contracts Committee		
Chair	€ 5,250	€ 2,100
Member	€ 2,625	€ 1,050
CSR Committee		
Chair	€ 5,250	€ 1,680
Member	€ 2,625	€ 840

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

(2) 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;
- 9 meetings for the Audit Committee;
- 7 meetings for the Appointments and Remuneration Committee and the Key Contracts Committee;
- 4 meetings for the CSR Committee.

- The Board may grant exceptional compensation for special assignments or offices, the conditions of which will be determined at the appropriate time by the Board, on the recommendation of the Appointments and Remuneration Committee, in accordance with Articles L. 225-46 and L. 22-10-15 of the French Commercial Code. As indicated above, if such assignments 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 limits of the annual budget.

3.4.2.2 Items of compensation and benefits of all kinds paid or allocated in respect of the 2023 fiscal year (ex-post)

The items of compensation paid or allocated to directors in respect of 2023 detailed in the table below correspond to the compensation (fixed and variable) provided for in the 2023 compensation policy (and the related scale). No other compensation was paid or allocated to directors by the Company ⁽²⁾ or by a company within the Group scope of consolidation as defined by article L.233-16 of the French Commercial Code.

⁽¹⁾ Compensation due in respect of year N is paid in N+1 as from the date on which the relevant amounts are determined by the Board in accordance with the applicable policy

⁽²⁾ Other than reimbursement of expenses (based on receipts).

Table of directors' fees and other remuneration received (amount in euros, on a gross pre-tax basis, rounded to the nearest euro where appropriate)

	Amounts allocated in 2023	Amounts allocated in 2023	Amounts allocated in 2022	Amounts allocated in 2022
Léopold Demiddeleer ⁽¹⁾	—	€ 4,068	€ 4,068	€ 28,000
Éléonore Joder	€ 54,907	€ 48,000	€ 48,000	€ 49,000
Jean-Marc Lechêne ⁽²⁾	€ 36,000	€ 28,459	€ 28,459	
Myriam Maestroni	€ 54,541	€ 49,000	€ 49,000	€ 44,000
TOTAL	€ 145,448	€ 129,527	€ 129,527	€ 121,000

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

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

The composition of the Board complies, and has complied throughout 2023, with the legal provisions relating to gender diversity, so that no suspension of the

compensation of Board members as referred to in Article L. 225-45 paragraph 2 of the French Commercial Code has been enacted

3.4.3 Compensation of the Chairman of the Board

The compensation policy for the Chairman of the Board is recommended by the Appointments and Compensation Committee and reviewed by the Board of Directors at its meeting on March 7, 2024. The compensation policy and the payment of variable and exceptional items, where applicable, must be approved in advance by the Shareholders' General Meeting.

The Chairman of the Board does not take part in the discussions and votes of the Appointments and Remuneration Committee (of which he is not a member), nor in the Board meetings during which his compensation is discussed.

3.4.3.1 Compensation policy (ex-ante)

On the recommendation of the Appointments and Compensation Committee, the Board has decided to increase the Chairman's fixed annual compensation to €110,000, representing an increase of around 5% on the amount in effect since 2021.

Items of compensation	
Annual fixed compensation	€ 110,000
Annual variable compensation	Not applicable
Multi-year variable compensation	Not applicable
Deferral periods, possibility of requesting the return of variable compensation	Not applicable
Extraordinary compensation	Not applicable
Stock options, free shares and other long-term benefits	Not applicable
Arrival allowance	Not applicable
Severance payment	Not applicable
Non-compete payment	Not applicable
Supplementary pension	Not applicable, other than the pension scheme (statutory and supplementary) applicable to the Company management employees in France
Benefits in kind	<ul style="list-style-type: none"> • Supplementary health and life insurance for Company management employees in France • Corporate officer civil liability insurance paid by the Company • Reimbursement of travel expenses (on presentation of receipts)

3.4.3.2 Items of compensation and benefits of all kinds paid or allocated in respect of the 2023 fiscal year (ex-post)

Luc Poyer has been Chairman of the Board since June 17, 2021.

The items of compensation awarded or paid to Luc Poyer for the 2023 fiscal year comply with the compensation policy adopted by the Board on the recommendation of the Appointments and Remuneration Committee and approved by the shareholders' general meeting of May 24, 2023.

Items of compensation	Amount paid	Amount allocated	Remarks
Annual fixed compensation	€ 105,000	€ 105,000	At its meeting of April 6, 2023, on the recommendation of the Nominations and Remuneration Committee, the Board decided to maintain the fixed remuneration of the Chairman of the Board at €105,000
Annual variable compensation	N/A	N/A	Not applicable
Multi-year variable compensation	N/A	N/A	Not applicable
Extraordinary compensation	N/A	N/A	Not applicable
Stock options, free shares and other long-term benefits	N/A	N/A	Not applicable
Arrival allowance	N/A	N/A	Not applicable
Severance payment	N/A	N/A	Not applicable
Non-compete payment	N/A	N/A	Not applicable
Supplementary pension	N/A	N/A	Not applicable, other than the pension scheme (statutory and supplementary) applicable to the Company management employees in France
Benefits in kind	N/A	N/A	<ul style="list-style-type: none"> • Supplementary health and life insurance for Company management employees in France • Corporate officer civil liability insurance paid by the Company • Reimbursement of travel expenses (on presentation of receipts)

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

Summary of compensation, options and shares granted Summary of compensation, options and shares granted

(amount in euros, on a gross pre-tax basis)

<i>Luc POYER, Chairman of the Board</i>	2023 fiscal year	2022 fiscal year
Compensation due in respect of the fiscal year (details given in table below)	€105,000	€140,000
Amount of multi-year variable compensation awarded during the year	—	—
Amount of options or shares allocated at no charge during the year	—	—
Amount of other long-term compensation plans	—	—
Total	€105,000	€140,000

Summary table of compensation (in euros, on a gross pre-tax basis)

	2023 fiscal year		2022 fiscal year	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Luc POYER, Chairman of the Board				
Fixed compensation ⁽¹⁾	€105,000	€105,000	€105,000	€161,959
Annual or multi-year variable compensation	—	—	—	—
Extraordinary compensation	—	—	—	—
Compensation due in respect of the assistance agreement ⁽²⁾	—	—	€35,000	€35,000
Compensation granted for the office of Director ⁽¹⁾	—	—	—	€25,000
Benefits in kind ⁽³⁾	—	—	—	—
Total	€105,000	€105,000	€140,000	€221,959

(1) As a reminder, in 2021, Luc Poyer successively served as a director, as interim Chairman and Chief Executive Officer (July 12 to October 17, 2021) and as Chairman of the Board (since June 17, 2021). The amounts paid in 2022 include items of compensation in respect of these past functions.

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

(3) Given the nature of the benefits in question (i.e. supplementary insurance applicable to Company executives, directors' civil liability insurance and reimbursement of expenses), the amount reported as compensation is 0.

3.4.4 Compensation of the Chief Executive Officer

The Chief Executive Officer's compensation policy was recommended by the Appointments and Compensation Committee and reviewed by the Board of Directors at its meetings on March 7 and April 2, 2024. The compensation policy and the payment of variable and exceptional items must be approved in advance by the Shareholders' General Meeting.

The Chief Executive Officer does not take part in the discussions and votes of the Appointments and Remuneration Committee or the Board (of which he is not a member) during which his compensation is discussed.

3.4.4.1 Compensation policy (ex-ante)

As recalled in the general principles governing the compensation of corporate officers, the Company's objective is to establish and maintain a compensation structure that is balanced between its constituent components. The policy on the compensation of the Chief Executive Officer is intended to incentivize and recognize performance, ensuring that a significant part of their remuneration 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 2024, the compensation policy for the Chief Executive Officer will be as described below, based on the current policy, subject to (i) an increase of around 4% in the annual fixed compensation (to €260,000) to take into account the results of the compensation study (fixed and target cash compensation for McPhy's Chief Executive Officer representing less than 30% of the median compensation of SB120 and SB80 companies in 2022) and consistency with the Group's compensation policy (it being specified that the average pay increase granted was 6%), (ii) a review of the structure of the annual variable compensation, with the

addition of a so-called exceptional portion for 2024, and (iii) correlating with this review, the absence of any allocation of compensation in the form of stock options or free shares during fiscal year 2024 ⁽¹⁾. Indeed, fiscal year 2024 is a strategic turning point for the Group and on the recommendation of the Appointments and Remuneration Committee, the Board has defined a compensation policy for the Chief Executive Officer that is exceptionally focused on actions and deliverables for the next 12 months.

Items of compensation	Comments
Annual fixed compensation	<ul style="list-style-type: none"> • Determined on the basis of the level of complexity of the tasks and responsibilities, skills, experience, expertise and background, as well as comparables (similar functions in comparable companies) • €260,000
Annual variable compensation (General principles)	<ul style="list-style-type: none"> • As described below, for 2024 the Board proposes that the Chief Executive Officer be awarded a variable compensation package, comprising an annual bonus in line with the principles, quantum and criteria of bonuses awarded in previous years (the "Annual Bonus") and, secondly, given the Group's strategic objectives and key actions to achieve in this respect during 2024, an additional and extraordinary bonus, under the same conditions as the other members of the Executive Committee (the "Extraordinary Bonus"). • The performance criteria applicable to both the Annual and Extraordinary Bonuses are varied and demanding, quantity- and quality-related, and take into account the Group's short, medium and long-term strategic objectives as well as the specific issues impacting 2024. • 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 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 (iii) the level of out-performance. • The total amount of variable annual compensation (Annual Bonus and Extraordinary Bonus) calculated as a percentage of fixed compensation would range from 0% to 70% (if the target level is reached) and 85% (in case of out-performance in the case of the Annual Bonus). • Following the recommendations of the Appointments and Remuneration Committee and on the basis of factual and quantified information provided by the Company, in year N 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 (Annual Bonus and Extraordinary Bonus) for fiscal year N-1 is subject to approval by the shareholders' general meeting.
Variable annual compensation (Annual Bonus)	<ul style="list-style-type: none"> • <u>Amount</u>: the total amount will lie between 0% and 65% of the annual fixed compensation, with: <ul style="list-style-type: none"> – no guaranteed minimum. – a total amount corresponding to the sum for each objective achieved, equal to: 0% in case of non-achievement of objectives, 35% if the trigger level is reached, 50% if the target level is reached and a maximum of 65% in the event of out-performance. • <u>Performance criteria</u>: as in previous years, the criteria are Financial, Operational, Strategic and CSR. Refer to Note A (Annual Bonus - performance criteria).

⁽¹⁾ It is specified that the limit relating to the cumulative amount of annual and long-term variable compensation at 300% of fixed compensation, included in the 2023 compensation policy, has not been included as it is not applicable, given the absence of long-term compensation and the limit of 85 % for annual variable compensation in respect of 2024 (for the Annual bonus and Extraordinary bonus).

Items of compensation	Comments
Variable annual compensation (Extraordinary Bonus)	<ul style="list-style-type: none"> • Amount: the total amount will lie between 0% and 20% of the annual fixed compensation, with: <ul style="list-style-type: none"> – no guaranteed minimum. – a total amount corresponding to a total 20 % in case of achievement of defined objectives, no premium in the event of out-performance. • Performance criteria: based on completion of 2024 strategic pivots. Refer to Note B (Extraordinary Bonus - performance criteria).
Multi-year variable compensation	Not applicable
Deferral periods, possibility of requesting the return of variable compensation	Not applicable
Extraordinary compensation	Not applicable
Stock options, free shares and other long-term benefits	<p>Not applicable</p> <p>As explained above, as the 2024 policy is focused on actions over the next 12 months, there are no plans to grant bonus shares in 2024.</p> <p>As a reminder, free share plans for the Chief Executive Officer cover a longer period (three year vesting period). Refer to section 3.4.7.2 of this Document.</p>
Arrival allowance	<p>If the Chief Executive Officer is appointed from outside the Group, the Board of Directors may follow the proposal of the Appointments and Remuneration Committee and decide whether to compensate the new Chief Executive Officer for all or part of the benefits they lose when leaving their former employer.</p> <p>In this case, the recruitment conditions aim to replicate lost benefits with a comparable level of risk (variable component, medium-term compensation in shares/stock options or cash). In all cases, the payment of such compensation is subject to approval by the shareholders' general meeting in accordance with article L. 22-10-34 of the French Commercial Code.</p>
Severance payment	Not applicable ⁽¹⁾
Non-compete payment	<p>In the event the Chief Executive Officer departs (and for any whatsoever reason), they are subject to a non-compete obligation for a period of 18 months on expiry of their term of office, across a defined geographical scope.</p> <p>The amount of the monthly payment shall represent 6/10^{ths} of the average monthly compensation (fixed component + annual variable component) for the last twelve (12) months of their presence (equivalent to that applicable to Company employees 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.</p> <p>This payment shall not be due if the Board decides to release the Chief Executive Officer from the non-compete obligation.</p>
Supplementary pension	Not applicable, no other scheme than the scheme (statutory and supplementary) applicable to Company management employees in France.
Benefits in kind	<ul style="list-style-type: none"> • A company vehicle; • Supplementary health and provident insurance plans as well as statutory and supplementary pension schemes, applicable to all Group management employees in France. 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; • Civil liability insurance applicable to all Group corporate officers.

(1) As a reminder, a severance payment was foreseen in the event of departure of the Chief Executive Officer (following dismissal at the initiative of the Board other than for gross misconduct, and excluding any other type of departure, especially if they were to leave the Company at their own initiative to perform new duties or change type of duties within the Group) before December 16, 2023, to an amount equal to a maximum of twice their last annual fixed and variable compensation (excluding any other element from which they might benefit) subject to the achievement of performance conditions set by the Board. The sum of the severance payment and non-compete payments indicated above could not exceed two years of annual compensation (fixed component + annual variable component excluding multi-year variable compensation, extraordinary compensation or compensation in shares).

Note A - Details of annual variable compensation - Annual Bonus/performance criteria

The criteria used to define the Annual Bonus are described below ⁽¹⁾:

Financial criteria (15%)				Operational criteria (30%)	
Criterion	Revenue	Order booking	Cash position	Manufacturing and Technology	Quality
Definition	Revenue for fiscal year 2024	Order booking for fiscal year 2023	Cash position at December 31, 2024	Execution of roadmaps in terms of (i) production/manufacturing process and (ii) technological development	Achievement of action plan concerning migration of key data
Type	Quantified	Quantified	Quantified	Quality-related	Quantified
Weighting	5%	25%	5%	25%	5%

Strategic criterion (10%)		CSR criteria (25%)			
Criterion	Communication and stakeholders/financing	Occupational health and safety	Occupational health and safety	Occupational health and safety	CSR Roadmap
Definition	Execution of key communication actions included in deployment plans	Total rate of recordable incidents (TRIR)	Prevention: number of dangerous situations declared and related action plans implemented	Prevention: site safety inspections and reports by management	Execution of action plan foreseen in the Group CSR roadmap
Type	Qualitative	Quantified	Quantified	Qualitative	Qualitative
Weighting	10%	5%	5%	5%	10%

Note B - Details of annual variable compensation - Extraordinary Bonus/performance criteria

The criteria used to define the Extraordinary Bonus are described below ⁽¹⁾. All these criteria are based on a schedule of quarterly deadlines for completion, in pace with the expected dynamic in 2024.

	M&A	Gigafactory	Technology
Criterion	Disposal of the Stations business	Belfort Gigafactory	XL program
Definition	Completion of the process to dispose of the Stations activity and related key actions	Completion of the Belfort Gigafactory and implementation of the roadmap associated with its deployment	Execution of the XL Stack development roadmap
Type	Qualitative	Qualitative	Qualitative
Weighting	20%	20%	10%

	Financial Strategy	Partnership	Projects
Criterion	Group financing plan	Strategic Partnership	Major Projects
Definition	Definition and execution of the Group's financing plan	Execution of the roadmap related to partnership outside Europe	Signature and/or completion of major commercial projects
Type	Qualitative	Qualitative	Qualitative
Weighting	20%	20%	10%

Subject to the weighting levels, these criteria apply to Executive Committee members.

⁽¹⁾ 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 of the Appointments and Remuneration Committee, are not published. :

3.4.4.2 Items of compensation and benefits of all kinds paid or allocated in respect of fiscal year 2023

Jean-Baptiste Lucas has been the Chief Executive Officer of the Company since October 18, 2021.

The items of compensation awarded or paid to Chief Executive Officer for fiscal year 2023 comply with the compensation policy adopted by the Board on the recommendation of the Appointments and Remuneration Committee and approved by the shareholders' general meeting of May 24, 2023.

Summary

Fixed compensation	Variable compensation	Long-term compensation	Benefits in kind
€250,000	€72,500	€27,641	€24,022
67%	19%	7%	6%

Items of compensation	Amount paid	Amount allocated	Remarks
Annual fixed compensation	€250,000	€250,000	At its meeting on April 6, 2023, on the recommendation of the Appointments and Compensation Committee, and following a positive vote by the Shareholders' General Meeting, the Board decided to increase the fixed annual compensation of the Chief Executive Officer to €250,000 with effect from January 1, 2023.
Annual variable compensation	€90,720	€72,500	<ul style="list-style-type: none"> • 2022: annual compensation for 2022 amounted to €90,720 and was paid to the Chief Executive Officer following a positive vote by the Shareholders' General Meeting • 2023: Following the recommendations of the Appointments and Remuneration Committee, the Board meeting of April 2, 2024 reviewed and approved the achievement of the performance conditions stipulated for their 2023 variable compensation. The overall attainment rate is 58% which corresponds to an amount of €72,500. For further details on attainment rates for each criterion, refer to note A (<i>Details of annual variable compensation</i>) below. Annual variable compensation for 2023 represented 29% of fixed annual compensation.
Multi-year variable compensation	N/A	N/A	Non applicable
Extraordinary compensation	N/A	N/A	Non applicable
Stock options, free shares and other long-term benefits	20,000 free shares	27,500 free shares	<ul style="list-style-type: none"> • In fiscal year 2023, 20,000 free shares allocated under the 2021 Free Share Plan (AGA) to the Chief Executive Officer as compensation for taking up his duties, were definitively acquired and consequently delivered. • Following the recommendations of the Appointments and Remuneration Committee, on July 27, 2023 the Board granted 27,500 free shares (based on a 100 % payout, or 35,750 shares based on a maximum payout of 130 %) to the Chief Executive Officer under the 2023 Free Share Plan. For further details, please refer to Note B (<i>Details concerning compensation in shares or other financial instruments</i>). The applicable conditions (presence and performance) and obligation to retain shares are set out in paragraphs 3.4.7.2.2 and 3.5 of this Document.
Arrival allowance	N/A	N/A	Refer to "stock options, bonus shares and other long-term employee benefits" above.
Severance payment	N/A	N/A	Not applicable.
Non-compete payment	N/A	N/A	Not applicable.
Supplementary pension	N/A	N/A	Refer to the "Benefits in kind" section below.
Benefits in kind	€18,579	€24,022	<ul style="list-style-type: none"> • The Chief Executive Officer has benefited from (i) a company car (through the payment of a vehicle allowance) and (ii) the GSC scheme (unemployment insurance for corporate officers and executives), which provides for an 18-month indemnity period • The Chief Executive Officer also benefits from the statutory supplementary health and welfare scheme and the supplementary pension scheme (applicable to all Company employees in France), and from civil liability insurance (applicable to all Group corporate officers), it being specified that the related costs are not expressly included in the amount corresponding to benefits in kind.

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

Note A - Details concerning the annual variable compensation

Critère	Financial criteria (15%)			Operational criteria (30%)			
	Revenue	Order book	Gross margin	Technology & cost out		Sales & delivery of stations and electrolyzers	
Definition	Revenue for fiscal year 2023	Order book for fiscal year 2023	Achievement rate of gross 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 machines in fiscal year 2023	
Type	Quantified	Quantified	Quantified	Quantified		Quantified	
Weighting	5%	5%	5%	15%		15%	
Achievement	75%	0%	0%	0%		0%	
Payment	4%	0%	0%	0%		0%	

Critère	Strategic criteria (30%)			CSR criteria (25%)			
	MW project	Gigafactory	Financial strategy	Occupational health and safety	Quality	Implementation of BOOST/CSR roadmap	Occupational health and safety
Definition	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	Prevention: number of dangerous situations declared and related action plans implemented
Type	Qualitative	Qualitative	Qualitative	Quantified	Quantified	Qualitative	Quantified
Weighting	5%	10%	15%	5%	5%	10%	5%
Achievement	0%	100%	130%	0%	100%	130%	130%
Payment	0%	10%	20%	0%	5%	13%	6% ⁽¹⁾

(1) Rounded figure

Annual variable remuneration for 2023

Overall attainment level	58%
Amount allocated	€ 72,500.00

Note B - Details concerning compensation in shares or other financial instruments

Stock options granted or exercised in 2023

None

Free shares granted in 2023

Plan number and date ⁽¹⁾	Number of shares allocated during the year	Valuation using consolidated accounts method ⁽³⁾	Date of vesting	Date of availability	Performance conditions
2023 Free share plan 07/27/2023	27,500 ⁽²⁾	€27,641	07/27/2026	07/27/2026	Yes ⁽⁴⁾
Total	27,500	€ 27,641	—	—	—

(1) Date of grant of the plan by the Board.

(2) Corresponding to the grant on a 100% payout basis (i.e. 35,750 shares on the basis of a maximum payout of 130%).

(3) Value of the shares at the time of grant determined in accordance with IFRS2, after taking into account any discount for performance criteria and the likelihood of presence in the Company after the vesting period, but before spreading the cost over the vesting period as per IFRS2.

(4) Refer to section 3.4.7.2.2 of this Document.

On the basis of this valuation, the total amount of annual variable compensation and long-term compensation ⁽¹⁾ in free shares granted in 2023 amounted to €100,141,

corresponding to around 40% of annual fixed compensation for the same year.

⁽¹⁾ Assuming the grant of shares on a 100% payout ratio (i.e. 35,750 shares based on a maximum payout ratio of 130%).

Free shares granted and becoming available in 2023

Plan number and date ⁽¹⁾	Number of shares becoming available during the year	Vesting requirements
2021 Free share plan 12/16/2021	20,000	20 000 ⁽²⁾
Total	20,000	20,000

(1) Date of grant of the plan by the Board.

(2) Refer to section 3.4.7.2.2 of this Document.

Summary

Summary of compensation, options and shares granted (amount in euros, on a gross pre-tax basis)

<i>Jean-Baptiste Lucas, Chief Executive Officer</i>	2023 fiscal year	2022 fiscal year
Compensation due in respect of the fiscal year (details given in table below)	€346,522	€349,299
Amount of multi-year variable compensation awarded during the year	—	—
Amount of options granted during the year	—	—
Amount of free shares granted (see detailed table above)	€27,641	€283,275
Amount of other long-term compensation plans	—	—
Total	€374,163	€632,574

Summary table of compensation Summary table of compensation (in euros, on a gross pre-tax basis)

<i>Jean-Baptiste Lucas, Chief Executive Officer</i>	2023 fiscal year		2022 fiscal year	
	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed compensation	€ 250,000	€ 250,000	€240,000	€240,000
Annual variable compensation	€ 72,500	€ 90,720	€90,720	€22,808
Multi-year variable compensation	—	—	—	—
Extraordinary compensation	—	—	—	—
Compensation granted for the position of Director	—	—	—	—
Benefits in kind ⁽¹⁾	€ 24,022	€ 24,022	€18,579	€18,579
Total	€ 346,522	€ 364,742	€349,299	€281,387

(1) I.e. company car (through a vehicle allowance), supplementary insurance applicable to Company executives, social security cover for company corporate officers and executives (GSC), directors' civil liability insurance.