2023 EVALUATION OF THE EXECUTIVE CORPORATE OFFICERS PROPOSITIONS FOR 2023 VARIABLE REMUNERATION

ALD BOARD OF DIRECTORS MEETING

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The 2023 performance evaluation of the executive corporate officers of Ayvens (« ex ALD » or the « Company ») and the proposals for the 2023 annual variable remuneration set out hereafter were validated by the Board of Directors on February 7th, 2024.

The 2023 remuneration policy for the executive corporate officers was validated by the Board of Directors meeting of March 23rd, 2023 and approved by the Annual General Meeting of the shareholders on May 24th 2023 (ex ante vote).

Remuneration policy principles

The remuneration policy is in line with the Company's corporate interest using qualitative (non-financial) performance indicators that are taken into account when determining the variable remuneration of executives, in particular objectives relating to environmental, social and governance (ESG) criteria, including the Group's staff engagement levels.

It supports the commercial strategy by integrating performance indicators for executives linked to commercial objectives, customer satisfaction and the development of strategic partnerships.

It also contributes to the sustainability of the Company by creating a direct link between the variable remuneration of executives and objectives aimed at implementing the long-term strategy of the Group.

Accordingly, the remuneration policy provides for the deferred payment over a period of five years of the variable portion subject to presence and performance conditions. The purpose of this is to retain executives over the long term and consider the Company's results over a period of five years following the end of the financial year. A minimum of 50% of variable compensation is paid in the form of ALD shares or phantom share units, to enable an alignment of the interests of executives with the long-term interests of shareholders.

The "malus" clause and clawback mechanism make it possible to take into account risk management and compliance over that five-year period.

The remuneration policy applicable to executive corporate officers is defined by the Board of Directors upon the recommendations of the Remuneration Committee (COREM). Executive corporate officers do not participate in the discussions and deliberations of the Board and the COREM concerning the policy applicable to their own remuneration. The "target" levels of fixed and variable remuneration take into account market practices based on benchmarks carried out by an independent firm.

Executive corporate officers are subject to an annual independent assessment by the Risk Department and Compliance Department of Societe Generale. In the event of a negative assessment, the conclusions are shared with the Board in order to be included in their deliberations.

In the context of the acquisition of LeasePlan, the firm Korn Ferry was mandated to establish a benchmark for the compensation of the executive corporate officers taking into account the size of the entity post-acquisition. Based on this benchmark, the Board of Directors approved an adjustment to the target remuneration of Tim ALBERTSEN and John SAFFRETT, based on a proposal by the COREM. The COREM observed that the target remuneration of both Tim ALBERTSEN and John SAFFRETT was lower than the market level for equivalent positions in listed companies of a similar size. The new target remuneration is applicable since the effective acquisition of LeasePlan on May 22nd 2023.

Furthermore, to better align with the practices of companies listed on the Next 20, the COREM decided that the qualitative part of the variable remuneration would henceforth be capped at 130% (rather than 110% previously) in the case of outperformance.

Finally, further to the effective acquisition of LeasePlan, Ayvens became a regulated entity and as such, the minimum level of deferral for the variable remuneration of the Chief Executive Officer and Deputy Chief Executive Officer is henceforth 60% (versus 40% previously).

Remuneration of Directors

The policy governing the remuneration of independent directors was approved by the Board of Directors on 7 February 2018. In accordance with the recommendations of the AFEP-MEDEF Code, it includes a fixed *pro-rata* component to reward the long-term commitment and responsibilities related to the office of director, and a variable component, slightly more than the fixed one, to reward director attendance and participation in the various meetings of the Board of Directors and the specialised committees. In both cases, the Chairpersons of the specialised committees receive 50% more than committee members because of the greater level of personal investment required.

Global annual attendance fees of EUR 400 thousand were approved by the Annual General Meeting of 18 May 2022.

Remuneration of the Chair

Successively, Diony LEBOT and then Pierre PALMIERI did not receive any remuneration for their role as Chair of the Board of Directors and were directly compensated by Societe Generale for their duties as Deputy CEO of Societe Generale.

Remuneration of Executive Corporate Officers

The remuneration for 2023 of the Chief Executive Officer and the Deputy Chief Executive Officer is broken down into the following three components:

- fixed remuneration, which recognises the experience and responsibilities exercised, and takes into account market practices;
- annual variable remuneration, which depends on performance for the year and the contribution of the executive corporate officers to the success of Ayvens;
- exceptional variable remuneration, which is conditional on the achievement of targets related to the integration LeasePlan and related synergies (reference period concerning 2023 and 2024, final award to be determined ex post in 2025).

Fixed remuneration

The annual fixed remuneration amounts at the end of the 2023 financial year are as follows:

- Tim ALBERTSEN, Chief Executive Officer: EUR 800,000;
- John SAFFRETT, Deputy Chief Executive Officer: EUR 600,000.

In accordance with the governance in place in respect of remuneration, these annual fixed remuneration amounts were decided by the Board of Directors on the proposal of the COREM, which was based on a benchmark carried out with the firm Korn Ferry to take account of market practices among companies of a similar size.

These fixed remuneration amounts are applicable since the date of the acquisition of LeasePlan and were approved by the Annual General Meeting of 24 May 2023.

Variable remuneration

On 23 March 2023, the Board of Directors defined the components of variable remuneration for 2023, which were approved by the Annual General Meeting of 24 May 2023. The annual variable compensation is calculated on the basis of quantitative criteria (60%) and qualitative non-financial criteria (40%).

The tables below show the target and maximum amounts of variable remuneration. In the case of overperformance, the maximum variable remuneration is capped at 130% of the target variable remuneration.

The annual target variable compensation amounts applicable prorata-temporis up until the date of the closing remain unchanged from 2022. The amounts are as follows:

(In EUR)	Target variable compensation in 2023	*O/w quantitative portion*	*O/w qualitative portion*	Maximum variable compensation 2023	*O/w quantitative portion*	*O/w qualitative portion*
Tim ALBERTSEN	450,000	270,000	180,000	585,000	351,000	234,000
John SAFFRETT	400,000	240,000	160,000	520,000	312,000	208,000

The annual target variable compensation amounts applicable prorata-temporis for the period post-closing are as follows:

(In EUR)	Target variable compensation in 2023	*O/w quantitative portion*	*O/w qualitative portion*	Maximum variable compensation 2023	*O/w quantitative portion*	*O/w qualitative portion*
Tim ALBERTSEN	920,000	552,000	368,000	1,196,000	717,600	478,400
John SAFFRETT	600,000	360,000	240,000	780,000	468,000	312,000

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Quantitative portion

For the period from 1 January 2023 up until the date of closing, the quantitative portion (60%) for 2023 is assessed on the perimeter of ex ALD on the basis of the following four indicators:

- growth in the fleet – weighting: 10%;
- growth in the Services margin and Leasing contract margin (corresponding to NBI excluding used car sales) – weighting: 10%;
- the cost/income ratio excluding used car sales – weighting: 10%;
- earnings per share (EPS) – weighting: 30%.

As of the effective closing of the LeasePlan acquisition, the quantitative portion (60%) is assessed on the new consolidated perimeter of Ayvens (ex ALD and LeasePlan) the basis of the following four indicators:

- growth in the funded fleet – weighting: 30%;
- the level of overheads – weighting: 10%;
- the cost/income ratio excluding used car sales – weighting: 10%;
- earnings per share (EPS) – weighting: 10%.

The indicators and weightings were modified for the post transaction period in order to take into account the priorities of the new combined entity, notably commercial growth and cost control.

The target amounts for these quantitative criteria were precisely established by the COREM and approved by the Board of Directors, but are not being made public for reasons of confidentiality. The targets for the pre-closing period were set excluding non-recurring items linked to the contemplated acquisition of LeasePlan.

Due to the exceptional nature of 2023, with the contemplated acquisition of LeasePlan expected during the course of the financial year, the Board of Directors decided to evaluate separately the periods prior to and post-closing.

Exceptionally, the Board fixed the targets for these quantitative criteria on the perimeter of ex ALD alone for the first part of 2023 until closing and then established, after the effective acquisition of LeasePlan, the new target amounts for the quantitative criteria retained for that period on the combined perimeter of Ayvens (ex ALD and LeasePlan), taking into account the financial data that was only available after closing. When fixing the targets for the post-closing period, the Board decided to include all of the exceptional costs relating to the acquisition and integration of LeasePlan.

The Board of Directors assessed the degree to which quantitative objectives have been achieved at closing (for the period from January 1st until the date of closing) and then after the close of the financial year, on the basis of the published results. The Board of Directors is empowered to decide, on the recommendation of the COREM, whether to make restatements for non-recurring exceptional and unbudgeted items not resulting from managerial decisions or operational management of activities.

In 2023, the achievement rate for the quantitative portion for the pre-closing period was 67.68% (an achievement rate of 112.8% on a base of 100), as indicated below:

Indicators	Weighting	Achievement rate
Growth of the fleet	10 %	9,88 %
Growth of the service margin and the Leasing contract margin	10 %	13,00 %
The cost/income ratio excluding used car sales	10 %	13,00 %
Earnings per share (EPS)	30 %	31,80 %
TOTAL	60 %	**67,68 %**

In 2023, the achievement rate for the quantitative portion for the post-closing period was 39% (an achievement rate of 65% on a base of 100), as indicated below:

Indicators	Weighting	Achievement rate
Funded fleet growth	30 %	39 %
Overheads	10 %	0%
The cost/income ratio excluding used car sales	10 %	0%
Earnings per share (EPS)	10 %	0%
TOTAL	60 %	**39 %**

Qualitative (non-financial) portion

The qualitative non-financial portion (40%) is based on objectives set each year in advance by the Board of Directors for the coming financial year. In this respect, the collective and individual objectives were set with an equivalent weighting. The criteria specifying how the achievement of each qualitative objective will be measured have been established by the COREM and approved by the Board of Directors. These criteria are not made public for reasons of confidentiality.

The objectives are set for the full 2023 financial year and are linked to the implementation of the long-term strategy of Ayvens.

In compliance with the recommendations of the Afep-Medef code, it is proposed for 2023 that the collective objectives be based on criteria linked to the ESG strategy:

- the rollout of the development programme for electric and hybrid vehicles in the main countries and the proportion they represent within the fleet;
- objectives for the reduction of CO2 emissions;
- customer satisfaction as assessed using satisfaction surveys (measured by the net promoter score);
- objectives intended to promote gender equality, measured taking into account our engagements concerning the proportion of female representation in the senior management bodies;
- consideration of the results of the employee engagement rate, measured via our employer barometer;
- our positioning in the principle extra-financial ratings.

As such, the objectives linked to the ESG strategy represent a weight of 20% in the calculation of the annual variable compensation.

The individual objectives of the executive corporate officers include:

- the implementation of organisational structures and strategic plans specific to their areas of responsibility;
- the definition and implementation of the sourcing and strategic partnerships strategy;
- the management of relations with investors;
- the quality of risk and compliance management.

The objectives based on the individual perimeter of supervision of each Executive Officer represent a weight of 20% in the calculation of the annual variable remuneration.

These objectives were assessed by the Board of Directors after the end of the financial year on the basis of predefined criteria on the recommendation of the COREM.

Based on the evaluation of the qualitative component for the 2023 financial year, an achievement rate of 40% (an achievement rate of 100% on a base of 100) was obtained for Tim ALBERTSEN and 40% (an achievement rate of 100% on a base of 100) for John SAFFRETT.

Variable remuneration amounts for 2023

Based on the target variable remuneration amounts for 2023 (prorated for the pre-closing and post-closing periods) and taking into account the quantitative and qualitative performance assessments detailed above, the proposed total annual variable remuneration for 2023 are as follows.

- Tim ALBERTSEN: EUR 632,563
- John SAFFRETT: EUR 457,166

These amounts are subject to final validation at the Annual General Meeting of 14 May 2024. No payments will be made prior to such meeting.

Vesting procedure for total variable remuneration

In accordance with CRD5, the Board of Directors has defined the following terms for the vesting and payment of total variable compensation:

- a deferred portion subject to a condition of presence in the Company and a performance condition, vested in instalments of one-fifth over a five-year period, with a minimum deferral rate of 60%;
- at least 50% is indexed to the ALD share price (phantom shares), resulting in 50% of the vested portion and a minimum of 50% of the unvested portion;
- the amount of the variable portion immediately granted in cash may not exceed 20% of the total amount.

The deferred portion is vested subject to:

- a condition of continued presence. Exceptions to this condition are retirement, death, disability with incapacity to perform one's functions or a decision of the Board of Directors based on the terms of departure;
- reconsideration under a "malus" clause in the event of a significant deterioration of financial performance or a failure of duty;

- a profitability condition defined as Ayvens's positive Net income for the period (based on an arithmetical average) over the vesting period.

The deferred portion is also subject to a claw back clause valid for five years, which can be activated in the event of acts or behaviour deemed rash in terms of risk-taking, subject to applicability within the relevant legal and regulatory framework.

Payment of the last instalment of the deferred part at the end of five years is also conditional on the Return on Average Earning Assets excluding used car sales (RoAEA excluding used car sales). The full amount will only be paid if such RoAEA is above 2.3% (based on an arithmetic average) during the vesting period. If it is below 1.8%, no amount will be paid. If the RoAEA is between 1.8% and 2.3%, the COREM will propose a vesting percentage to the Board of Directors.

The Board of Directors is empowered to decide, upon the recommendation of the COREM, whether to make restatements for non-recurring exceptional and unbudgeted items not covered by managerial decisions or operational management of activities.

Exceptionally, the Board of Directors retains the right to review this performance condition during the year, taking into account financial data that will be available only after closing.

Moreover, the Chief Executive Officer and the Deputy Chief Executive Officer are prohibited from hedging their shares or phantom shares throughout the vesting and holding periods.

Exceptional variable remuneration

In view of legislation requiring an *ex ante* vote on all provisions of the compensation policy, the Board of Directors wanted to reserve the option of paying, where relevant, additional variable compensation in the event of exceptional circumstances of particular importance for the Company, requiring significant involvement or the management of difficulties.

In the context of the contemplated acquisition of LeasePlan and on the recommendation the COREM, an exceptional variable remuneration plan was implemented in order to:

- retain key ALD employees for the purposes of the transaction and the business;
- provide an incentive for the successful completion of the transaction (finalise the closing and move ahead with the integration phase);
- enable business continuity during the transition period.

This compensation is established in accordance with the general principles of the AFEP-MEDEF Code regarding remuneration.

In all cases, in accordance with CRD5 in force, the amounts decided with respect to this exceptional variable remuneration were calculated such that the total annual variable remuneration amount including this exceptional amount would not be more than twice the annual fixed remuneration. These amounts were established taking into account the level of contribution expected from each beneficiary in relation to the transaction and with regard to external benchmarks.

Given the schedule of the transaction, this exceptional variable remuneration will be applicable over several financial years, and will be granted in two instalments, half after the closing of the transaction and half after completion of the main integration phase.

The amounts were defined as follows:

- Tim ALBERTSEN: 150% of his fixed salary for 2022, *i.e.* EUR 825,000 (of which a maximum of EUR 412,500 for the second instalment relating to 2023 and 2024);
- John SAFFRETT: 150% of his fixed salary for 2022, *i.e.* EUR 675,000 (of which a maximum of EUR 337,500 for the second instalment relating to 2023 and 2024).

This incentive bonus will be awarded subject to:

- a condition of presence in the Company at the time of the award;
- a performance condition and payment in two stages:
    - an interim payment of up to 50% of the total amount on the successful closing of the acquisition of LeasePlan,
    - the balance on the successful completion of the main integration phase and the achievement of expected synergies.

The first instalment was awarded further to the successful acquisition of LeasePlan and the award was validated ex post by the Annual General Meeting of 24 May 2023.

As the second instalment of the exceptional variable compensation relates to the integration period, which overlaps between financial years 2023 and 2024, it will be presented in the respective *ex ante* reports. **The second instalment will therefore be approved in 2025, following the 2024 *ex post* report.** The Board of Directors fixed the performance conditions related to the second instalment of the exceptional variable compensation, in particular the key milestones to be achieved under the integration programme as well as the expected synergies. These criteria are not made public for reasons of confidentiality.

The Board of Directors will maintain the option of deciding, upon the recommendation of the COREM, whether to pay all or part of this exceptional incentive bonus based on the individual contributions of each executive corporate officer in the achievement of these performance conditions.

The Board of Directors has set a maximum deadline for the achievement of each performance condition. In the event of a delay in execution due to exceptional factors not related to managerial decisions or operational activity management, the Board of Directors will maintain the option of deciding, on the recommendation of the COREM, whether to extend the maximum period for the achievement of the performance conditions.

It will be subject to the same with the terms of payment as the annual variable remuneration and be subject to the same deferral and vesting conditions.

No exceptional variable compensation will be awarded to the executive corporate officers without obtaining the prior approval of the shareholders for the financial year concerned (say on pay, *ex post* vote).

Other benefits

Each executive corporate officer receives a Company car as well as a health insurance plan, the health, death and disability insurance coverage of which is in line with employee coverage.

The remuneration policy provides, where applicable, for the assumption of certain costs when the duties require the Chief Executive Officer and the Deputy Chief Executive Officer and their families to relocate to different locations. In particular, housing costs, moving costs and school fees for children whose enrolment in a school of the relevant nationality/language is justified may be covered. To that end, Tim ALBERTSEN and John SAFFRETT receive housing allowances.

Recognition of performance conditions applicable to deferred compensation

The Board of Directors recognised the achievement of the performance conditions applicable to deferred remuneration payable in 2024.

Furthermore, with regard to the performance assessments by the Board of Directors and the independent assessments by Societe Generale's Risk and Compliance Departments, there was no need to make use of the "malus" clause or clawback mechanism.

Recognition of the performance condition for the acquisition of pension rights

Tim Albertsen and John Saffrett benefit from a supplementary defined contribution pension plan set up for the members of the Societe Generale Management Committee.

The plan provides for the payment of an annual contribution by the Company into an individual retirement account opened in the name of the eligible employee, based on their fixed compensation exceeding four annual social security ceilings. The Company rate has been set at 8%.

In accordance with applicable law, employer contributions relating to a given year will only be paid in full if at least 50% of the performance conditions for the variable remuneration component for the same year have been met.

As this performance condition is met, the supplementary pension rights in respect of 2023 are vested for Tim ALBERTSEN and John SAFFRETT.