



Bernin, August 2, 2021

COMPENSATION COMPONENTS RELATING TO THE CHIEF EXECUTIVE OFFICER
PUBLISHED IN ACCORDANCE WITH THE AFEP-MEDEF CORPORATE GOVERNANCE CODE OF LISTED COMPANIES (ARTICLE 26.1)

Allocation of free ordinary performance shares to Mr. Paul Boudre, Chief Executive Officer of the Company – Onyx 2024 Plan

Pursuant to the authorization granted at the July 28, 2021 Shareholders' General Meeting (twenty-seventh resolution), at its July 28, 2021 meeting, our Board of Directors decided, upon recommendation of its Compensation Committee, to allocate free ordinary performance shares (Onyx 2024 plan) to Mr. Paul Boudre, Chief Executive Officer (as well as to the members of the Executive Committee and certain Group executives).

This performance share allocation is in line with the compensation policy approved by the July 28, 2021 Shareholders' General Meeting (fourteenth resolution).

Our Board of Directors has decided to grant Mr. Paul Boudre 8,240 free ordinary performance Company shares, representing approximately 0.024% of the Company's share capital as of the date of publication of this document.

These free ordinary performance shares granted to Mr. Paul Boudre, Chief Executive Officer, are subject to a vesting period running from August 2, 2021 to August 1, 2024 and will vest definitively, subject to compliance with a presence condition, at the end of the vesting period and after the assessment by our Board of Directors of performance conditions.

The vesting of the shares granted to Mr. Paul Boudre, Chief Executive Officer, is subject to the assessment by our Board of Directors of the following performance conditions (the achievement level of which will be determined after the publication of the consolidated financial statements for the fiscal year ending March 31, 2024):

- one third (33.33%) of the shares granted will be subject to a performance condition based on consolidated EBITDA margin expressed as a percentage of consolidated revenues in euros, it being specified that this performance condition is measured in relation to milestones established according to the expected progress of the strategic plan;

- one-third (33.33%) of the shares granted will be subject to a performance condition based on a consolidated revenue, it being specified that this performance condition is measured in relation to milestones established according to the expected progress of the strategic plan; and
- one third (33.33%) of the shares granted will be subject to a performance condition based on the Company's Total Shareholders Return (TSR) performance compared to the Euro Stoxx 600 Technology index.

The vesting of shares granted to Mr. Paul Boudre, Chief Executive Officer, is also subject to a *pro rata temporis* presence condition, which is assessed in thirds on three successive dates, July 1, 2022, July 1, 2023 and July 1, 2024, subject to the following exceptions:

- in the event of removal for gross negligence or misconduct, the presence condition is deemed not to be fulfilled;
- in the event of death or disability, the presence condition is deemed to be fulfilled at 100%;
- in the event of retirement with a full pension, the presence condition will be deemed to have been fulfilled on a *pro rata temporis* basis (subject to the performance conditions' achievement level), the Board of Directors being able, if necessary, to lift the presence condition on a reasoned decision.

Our Board of Directors has also decided that Mr. Paul Boudre, Chief Executive Officer, must hold in registered form at least 10% of the ordinary shares that may be delivered to him under the Onyx 2024 plan until the end of his Chief Executive Officer term.

Vesting of preferred shares (PS2) to the benefit of Mr. Paul Boudre, Chief Executive Officer (Topaz Plan)

Under a co-investment plan set up by our Board of Directors on December 18, 2019, making use of the delegation of authority granted by the July 26, 2019 Shareholders' General Meeting, Mr. Paul Boudre, Chief Executive Officer, was granted 31,982 free preferred shares (PS2), not listed on the Euronext Paris regulated stock market and convertible into ordinary Company shares (subject to the fulfillment of demanding performance conditions based on the achievement of EBITDA, revenue and the Total Shareholder Return (TSR) of our Company's ordinary share compared with the Euro Stoxx 600 Technology index). The conversion (and performance) conditions as well as the characteristics of the PS2 are set out in the PS2 terms and conditions which were approved by the July 26, 2019 Shareholders' General Meeting (in the thirty-third resolution relating to the PS2 creation) and are described in the Company by-laws.

In accordance with the initial grant decision, the PS2 granted to Mr. Paul Boudre, Chief Executive Officer, shall definitively vest, subject to compliance with a presence condition, at the end of the following three vesting periods:

- 40% of the PS2 granted have vested on December 18, 2020 (*i.e.*, a total of 12,792 PS2);
- 30% of the PS2 granted will vest on August 1, 2021 at the latest; and

- 30% of the PS2 granted will vest on August 1, 2022 at the latest.

Having satisfied the presence condition set by our Board of Directors as at August 1, 2021, 9,594 PS2 have vested to Mr. Paul Boudre, Chief Executive Officer.

The attendance and conversion conditions as well as the characteristics of these PS2 are described in paragraphs 4.2.1.1 C and 7.2.3 of the 2020-2021 Universal Registration Document.