

**Compensation of Mr. Luis Martinez-Amago,  
Chief Executive Officer of Vantiva since September 27, 2022**

***Information disclosed in compliance with the AFEP - MEDEF Corporate Governance***

**Paris (France) – October 25, 2022** - Pursuant to the AFEP-MEDEF Corporate Governance Code and the information provided to the shareholders in the context of the combined general meeting held on September 6, 2022, and more specifically the information provided in the section 4 of the Addendum to the Board of Directors' report on corporate governance concerning the compensation policy applicable to the Chief Executive Officer, Vantiva (the Company) discloses the performance criteria on which shall be based the 2022 annual variable compensation of Mr. Luis Martinez-Amago, Chief Executive Officer of the Company since September 27, 2022.

The compensation policy applicable to Mr. Luis Martinez-Amago, approved by the General Shareholders' Meeting on September 6, 2022 (9th resolution), provides, concerning the annual variable remuneration and as indicated in this Addendum concerning the annual variable remuneration, as follows:

*“The Chief Executive Officer is entitled to annual variable compensation with respect to which the Board of Directors (upon the recommendation of the Remunerations Committee) defines every year performance objectives that are diverse, ambitious, specific and pre-defined, allowing for a comprehensive analysis of performance, and that are aligned with shareholders' interests.*

*This annual variable compensation will be based on financial and non-financial objectives, the achievement of which will be assessed by the Board of Directors after the end of the financial year.*

*Regarding financial objectives, the variable compensation is subject to the achievement of minimum targets with respect to the financial objectives the Board sets each year. The selected financial objectives applied are the performance indicators selected by the Group in its financial communications. The same financial objectives (with the same targets) also apply when determining the variable compensation of all Group employees who receive variable compensation. The objectives will therefore include quantitative and qualitative criteria relating to the Group's financial objectives, corporate social responsibility issues and individual objectives.*

*Subject to the achievement of the performance objectives, annual variable compensation will amount to:*

- *US \$0 if the objectives are not achieved;*
- *a target amount of US \$900,000 if the objectives are achieved at a rate of 100% (representing 120% of his fixed compensation);*
- *up to 167% of the target amount if his objectives are exceeded (i.e., US \$1,500,000, representing 200% of his fixed compensation).*

*The applicable performance criteria will be precisely defined once the Distribution has been made by the Board of Directors, upon the recommendation of the Compensation Committee. They will be disclosed to the public.”*





On October 25, 2022, the Board of Directors, following the recommendations of the Remuneration Committee, decided that for the last remaining quarter of fiscal year 2022, these performance objectives would be as follows:

- **Financial objectives**, accounting together for 60% of the target amount:
  - a consolidated adjusted EBITA objective accounting for 30% of the target amount,
  - a consolidated adjusted Operating Cash Flow objective accounting for 30% of the target amount.

These objectives are based on the guidance given to the market at the Capital Market Day on June 14, 2022.

- **Extra-financial objectives**, accounting together for 40% of the target amount:
  - 20% of the target amount will depend upon a strategic objective based on the successful completion of the Distribution including the setting-up of a three-year plans approved by the Board of Directors,
  - 10% of the target amount will depend upon a Talent Management objective, including the implementation of a management structure appropriate to the new scope of the Company, ensuring proper executive leadership teams are in place with the relevant experience and skillset to succeed, and including, in case of gaps, mitigation plans,
  - 10% of the target amount will depend upon a CSR objective based on the presentation to the Governance Committee of employee engagement survey actions plans per business division (25%), a "Diversity, Equity and Inclusion" objective based on the balance of training time per employee between women and men (for 25%), and the limitation of environmental impact assessed over the full year (2022 versus 2021) with the year-on-year reduction of carbon emissions within Connected Home and "Supply Chain Solutions" perimeters, and the securing of the percentage of renewable energy in the "Supply Chain Solutions" perimeter (for 50%).

Payment to the CEO of the variable compensation is subject to approval of his compensation package by the shareholders at the Annual General Meeting to be held to approve the financial statements for the year ending December 31, 2022, in accordance with the provisions of the French Commercial Code.

You should also be aware that the compensation policy applicable to the Chief Executive Officer provides for his eligibility for a long-term incentive plan; This plan has not yet been set up by the Board of Directors and will be the subject of a subsequent communication.

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