



French limited company (société anonyme) with capital of Euro 1,656,566.90
Registered office: 23 avenue Aristide Briand, 94110 Arcueil, France
Créteil trade and companies register: 484 964 036

REMUNERATION OF EXECUTIVE DIRECTORS (2021-2022)

(Publication made in accordance with the AFEP-MEDEF corporate governance code)

At its meeting of December 8, 2021, the Board of Directors, on the recommendation of the Nominations and Remuneration Committee, reviewed and approved certain elements of the remuneration and remuneration policy for the Chairman and Chief Executive Officer, Nicolas Chartier, and the Deputy Chief Executive Officer, Guillaume Paoli.

Remuneration of the Chairman and Chief Executive Officer and Deputy Chief Executive Officer for the financial year 2021-2022 (fixed, variable and LTI remuneration)

In accordance with the remuneration policy, the Board of Directors decided:

- The annual fixed remuneration of Mr Nicolas Chartier, in respect of his duties as Chief Executive Officer of the Company for the financial year 2021-2022, at a gross amount of 400,000 euros.

Mr Nicolas Chartier will not receive any variable compensation. He will not receive any severance pay, non-competition pay or benefits in kind;

- The annual fixed remuneration of Mr Guillaume Paoli, in respect of his duties as Deputy Managing Director of the Company for the financial year 2021-2022, at a gross amount of 400,000 euros.

Mr Guillaume Paoli will not receive any variable compensation. He will not receive any severance pay, non-competition pay or benefits in kind;

- The implementation of a performance share plan by granting up to 40,000 free ordinary shares to the two executive directors as part of the Long Term Incentive Strategy (LTI) for the Group.

The free shares granted under this "AGA Executive Plan" are subject to a vesting period of 4 years from their grant date. The number of free shares granted under this plan will be determined based on the achievement of the following performance conditions:

- a. for 40 %, on the average growth rate of the number of B2C used vehicles delivered by the Group over the years 2022 to 2025;
- b. for 40 %, on the level of customer satisfaction, as measured by the Net Promoter Score on average over the years 2022 to 2025; and
- c. for 20%, on a CSR criterion linked to the reduction in the volume of greenhouse gas emissions directly linked to the Group's activity (scope 1 and 2) per vehicle sold (B2B and B2C) over the period from October 1, 2021 to September 30, 2025, compared to the volume of greenhouse gas emissions recorded for the financial year ending September 30, 2021.



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The grant of performance shares under the Executive Share Plan is in any event subject to the achievement of positive adjusted EBIT for the financial year ending 30 September 2025.

Performance shares definitively granted under the Executive Share Plan are not subject to a holding period.
