



French limited company (société anonyme) with capital of €1,657,133.42
Registered office: 23 avenue Aristide Briand, 94110 Arcueil, France
Créteil trade and companies register: 484 964 036

COMPENSATION FOR EXECUTIVE DIRECTORS (2022-2023)

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

During its meeting on November 25, 2022, the Board of Directors, as recommended by the Appointments and Compensation Committee, reviewed and approved certain items of compensation and the compensation policy for the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer for FY 2022-23.

Compensation for the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer for FY 2022-23 (fixed, variable and long-term compensation)

In accordance with the compensation policy, the Board of Directors approved:

- The annual fixed compensation of the Company's Chairman and Chief Executive Officer for FY 2022-23 for a gross total of €400,000, unchanged from the previous year. The Chairman and Chief Executive Officer will not receive any variable compensation, any compensation for his position as a director, any benefits in kind or any exceptional compensation. Neither will he be entitled to any severance pay or any benefits linked to a non-compete clause.
- The annual fixed compensation of the Company's Deputy Chief Executive Officer for FY 2022-23 for a gross total of €400,000, unchanged from the previous year. The Deputy Chief Executive Officer will not receive any variable compensation, any compensation for his position as a director, any benefits in kind or any exceptional compensation. Neither will he be entitled to any severance pay or any benefits linked to a non-compete clause.
- A bonus share plan ("Executive Bonus Share Plan"), as part of the Long-Term Incentive Plan (LTIP), with up to 20,000 ordinary shares awarded to each of the two executive directors.
The free shares awarded under this "Executive Bonus Share Plan" are subject to a four-year vesting period from the date when they are granted. The awarding of free shares under this plan will be dependent on the executives' presence at the end of the vesting period and the number of free shares to be awarded will be determined based on the achievement of the following performance conditions:
 - (a) for 40%, the average growth rate in the number of refurbished *B2C* used vehicles delivered by the Group between 2022 and 2026;
 - (b) for 40%, the level of customer satisfaction, as measured by the *Net Promoter Score*¹ on average from 2023 to 2026; and
 - (c) for 20%, 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 (*B2C* + *B2B*) over the period from October 1, 2022 to September 30, 2026, compared with the volume of greenhouse gas emissions (scope 1 and 2) per vehicle recorded for the financial year ended September 30, 2020.

¹ The Net Promoter Score is a management tool used to measure customer satisfaction.

The awarding of performance shares under the Executive Bonus Share Plan is in any event subject to the achievement of positive Adjusted Group EBIT for 2023 or positive aggregate Adjusted Group EBIT for FY 2023 to FY 2026.

The performance shares definitively awarded under the Executive Bonus Share Plan will not be subject to a holding period.
