



Compensation elements published in accordance with the AFEP-MEDEF Code of Corporate Governance

2018 Variable compensation of Christopher Guérin as Chief Executive Officer

In accordance with the decision of the Board of Directors on July 3, 2018, the amount of Christopher Guérin's variable compensation as Chief Executive Officer from July 4, 2018 to December 31, 2018, may vary between 0% and 150% of the 2018 base compensation as Chief Executive Officer and is determined 60% based on the fulfillment of collective objectives and 40% based on the achievement of specific pre-determined individual objectives.

On February 13, 2019, the Board of Directors decided on the amount of Christopher Guérin's variable compensation as Chief Executive Officer for 2018 as follows:

- as regards the collective portion of the variable compensation, under strict application of the level of achievement of the objectives set for 2018 (30% ROCE, 25%: EBITDA / Sales, 25%: standard sales organic growth and 20% free cash flow),
 - The achievement rate for ROCE is 0%,
 - The achievement rate for EBITDA / Sales is 0%,
 - The achievement rate for standard sales organic growth is 0%,
 - The achievement rate for free cash flow is 0%.

Based on these figures, the Board of Directors noted that the collective portion is nil.

- as regards the portion related to individual objectives, they are specific and predetermined and their achievement was assessed for the period from July 4, 2018, to December 31, 2018. After assessing the extent to which they were achieved, the Board of Directors set them as follows:
 - The achievement rate of the management team mobilization to ensure efficiency is 100% of the maximum amount: a new executive team was embarked and announced in December 2018 with new governance guidance and key principles, being stated that each business division has its specific mandate with mission and financial goals;
 - The achievement rate of implementation of all required initiatives to accelerate the Group transformation is 100% of the maximum amount. The equity story was prepared and widely communicated, following diagnosis and financial stress test and Board of Directors recommendation during the strategic seminar of September 2018. More than 80 managers are fully dedicated to the Group transformation fully embarked (restructuring plan preparation, audit of land high voltage, Shift program deployment);
 - The achievement rate of the deployment of strategic plan (growth and M&A) is 100% of the maximum amount given the strategic deals signed with new customers in Telecom & Data, and important high voltage order book;
 - The achievement rate of the Company profile improvement regarding CSR is 66.7% of the maximum amount, given the significant improvement of CSR performance with non-financial rating agencies (ISS Oekom, CDP, EcoVadis, Sustainalytics) and recognition obtained for the integrated report under the Integrated Thinking Awards.

Based on these figures, the Board of Directors decided that the individual portion came at 162,462 euros (relative to a potential maximum amount of 177,231 euros, i.e. 91.7 % of such amount).

The total amount of the variable compensation paid to Christopher Guérin as determined by the Board for 2018 was thus 162,462 euros, being 36.7% of the maximum amount, being specified that the payment of the annual variable compensation due to Christopher Guérin for 2018 is conditional on its approval by the Annual Ordinary General Shareholders' Meeting of May 15, 2019.