



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

Decisions of the Board of Directors of January 27, 2020

1. 2020 compensation of Jean Mouton, Chairman of the Board of Directors

The Board decided to maintain the same fixed compensation of 250,000 euros for Jean Mouton as Chairman of the Board for 2020, without variable compensation or other benefits, as recommended by the Appointments, Compensation and Corporate Governance Committee.

2. 2020 compensation of Christopher Guérin, Chief Executive Officer

The Board decided to maintain the same fixed compensation of 600,000 euros and the variable portion of compensation for the Chief Executive Officer for 2020, as recommended by the Appointments, Compensation and Corporate Governance Committee.

For 2020, the targeted percentage of Christopher Guérin's variable annual compensation will represent 100% of his fixed annual compensation and will be determined 60% based on the fulfillment of collective objectives and 40% based on the achievement of specific pre-determined individual objectives. Christopher Guérin's variable compensation for 2020 may vary based on the achievement of objectives set by the Board of Directors, from 0% to 150% of his fixed annual compensation.

The Board of Directors decided to set the financial objectives for the collective portion and their relative weighting as follows: (1) return on capital employed (ROCE): 25%, (2) EBITDA: 50% and (3) Operating Free Cash Flow: 25%.

The target amounts for the collective objectives are those of the 2020 budget. Furthermore, if the Free Cash Flow is negative, no collective portion of the variable compensation corresponding to Operating Free Cash Flow will be paid for 2020.

The Board of Directors has also decided to set the individual objectives and their relative weighting as follows:

1. Anchor the transformation Change internally, deliver against the transformation plan targets (including Land High Voltage) and achieve the Net Income at € 80 million adjusted from CORE exposure impact and FX results, below € 40 million achievement will be 0: 25%;
2. Deploying and overseeing projects to boost operating efficiency and tracking and controlling the related cost (All workstreams, + Charleston Capex deployment project): 20%;
3. Strategic plan update beyond 2021, to prepare the next sequence to be introduced to the market through an Investor day to be held in Q3 2020: 20%;
4. CSR deployment, continue the deployment of the CSR scorecard: 15%;
5. Finalize the assessment Business Units leaders and prepare development accordingly. Strengthen the succession plan for the Top Executives. Define a new mission statement, culture and values for the group: 20%.