

3. Corporate governance

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The information presented in this section constitutes the report of the Board of Directors on corporate governance prepared in accordance with the provisions of Articles L. 225-37 et seq., L. 22-10-9 and L. 22-10-10 of French Commercial Code. This report was presented to the Audit Committee, the Appointments and CSR Committee and the Compensation Committee for the sections that fall under their areas of responsibility. Thereafter it was approved by the Board of Directors at its meeting of February 19, 2025.

It describes in particular the conditions for the preparation and organization of the work of the Board of Directors, including in particular the organizational principles guaranteeing a balance of powers. It also includes the Board's diversity policy. The components of the compensation of directors are also specified, as well as the transactions in OPmobility shares declared by the directors in 2024 and the compensation policy pursuant to the aforementioned provisions of the French Commercial Code.

3.1 Composition and conditions for the preparation and organization of the work of the Board of Directors

3.1.1 Composition of the Board of Directors

3.1.1.1 Balance of the composition of the Board of Directors

Pursuant to Articles 11 and 11a of the Company's bylaws and in accordance with the provisions of Articles L. 225-17 and L. 22-10-6 of the French Commercial Code, the Board of Directors of OPmobility SE is composed of up to eighteen members, two of whom represent the Group's employees when the number of directors is greater than or equal to eight.

The term of office of each director is three years and is renewable. Directors are appointed by the General Meeting for three-year terms expiring at the close of the General Meeting called during the year in which their term expires to approve the accounts for the previous fiscal year.

The balance of powers within the Board of Directors is based mainly on its consistent composition, the role of its Chairman and the qualities of its directors.

As of the date of this report, the Company is governed by a Board of Directors composed of fourteen members and a panel of two censors:

- 12 directors elected by the General Shareholders' Meeting in accordance with the provisions of the *French Commercial Code*, including the Chairman of the Board of Directors (Mr. Laurent Burelle), the Chief Executive Officer (Mr. Laurent Favre) and the Managing Director (Ms. Félicie Burelle);
- 2 directors representing the employees appointed in accordance with the provisions of Articles L. 22-10-6 et seq. of the *French Commercial Code*.

General Meeting of April 24, 2024,

- acknowledged the non-renewal of the director of Burelle SA, represented by Ms. Éliane Lemarié,
- ratified the co-option made by the Board of Directors on December 6, 2023 of Mr. Gonzalve Bich as director
- reappointed Ms. Anne-Marie Couderc and Ms. Lucie Maurel Aubert as directors,
- reappointed as director Mr. Laurent Burelle, Mr. Paul Henry Lemarié Mr. Gonzalve Bich and Mr. Alexandre Mérieux, and
- duly noted the resignation of Ms. Martina Buchhauser from her directorship.

At December 31, 2024, the Board of Directors comprised five independent directors (see section 3.1.1.5); the percentage of independent directors was 42%. These independent directors fulfill their role well, given their profile and experience. They hold high-level responsibilities in international groups, which enables them to understand all aspects of the OPmobility Group's activities, to inform discussions and to interact effectively with Senior Executives. It is specified here that, in accordance with the AFEP-MEDEF Code, the number of directors representing employees is not included in the calculation of the percentage of independent directors.

Each member of the Board of Directors of OPmobility SE is involved in the discussions and is a source of proposals. The diversity and complementarity of the directors' experience (managerial, financial, non-financial including ESG, digital, industrial, etc.) enables a rapid and in-depth understanding of OPmobility's development challenges.

3.1.1.2 Diversity policy applied to the Board of Directors: profiles, experience and expertise of current directors

In accordance with the provisions of Article L. 225-17 of the *French Commercial Code*, which establishes a principle of balanced representation of women and men on Boards of Directors, the Board of Directors of OPmobility SE comprises seven female directors out of fourteen. For the assessment of the proportion of women and men on the Boards of Directors, Order No. 2024-934 of October 15, 2024 on a better balance between women and men among the directors of listed companies provides that directors representing employees who are not elected by the General Meeting are not taken into account. As the Board of Directors of OPmobility SE includes two directors representing employees at December 31, 2024, the assessment is made on the basis of 12 directors, of whom six are women, *i.e.* 50%.

In addition, the principle of balanced representation of women and men among directors representing employees, introduced by Order No. 2024-934 of October 15, 2024 and whose entry into force has been set for January 1, 2026 is already respected by OPmobility SE.

The Board of Directors of OPmobility SE endeavors have diverse profiles for its directors in terms of skills and nationalities.

SUMMARY TABLE OF THE DIVERSITY POLICY APPLIED TO THE BOARD OF DIRECTORS

| Criteria | Policy and target objectives | Implementation methods and position at December 31, 2024 |
|---|---|---|
| Age and length of service of directors | <p>Seeking a generational balance in compliance with the Internal Rules of the Board and the Company's bylaws:</p> <ul style="list-style-type: none"> • limitation of the number of directors over the age of 75 to half of the directors. | <p>The directors of OPmobility SE are between 42 and 77 years old, with an average age of 58.</p> <p>The Board considers that its composition is balanced, with directors having a historical knowledge of OPmobility and directors who have joined the Board more recently.</p> |
| Gender parity | <ul style="list-style-type: none"> • Compliance with the "Copé-Zimmermann" French law of January 27, 2011 on gender balance on boards of directors and supervisory boards, imposes a minimum quota of 40% of directors of the same gender these bodies. • Compliance with the Order of October 15, 2024 transposing the so-called "Women on Boards" directive, which extends the gender balance mechanism to directors representing employees. • Respect for gender balance on the Committees. | <p>The Board of Directors of OPmobility SE has a gender parity of 50% men and women.</p> <p>Although applicable from January 1, 2026, the obligation for parity in the composition of the panel of employee directors has already been met.</p> <p>Two Committees out of three are chaired by a woman (Audit Committee and the Appointments and CSR Committee).</p> |
| Nationality | <p>Recruitment of international profiles:</p> <ul style="list-style-type: none"> • Seeking directors of foreign nationality or international culture. • Seeking directors with international experience. | <p>The Board has three different nationalities (United States, France, Slovakia) and the majority of Board members have an international background and/or responsibilities.</p> |
| Qualifications and professional experience | <ul style="list-style-type: none"> • Seeking complementary directors' experiences. • Definition of a core of skills and expertise shared by all directors. • Highly sought-after skills in line with OPmobility's strategy and development objectives. | <p>The Appointments and CSR Committee has identified a set of skills and expertise within the Board.</p> |



SELECTION OF NEW DIRECTORS

The appointment of directors, put to the vote of the General Meeting, is subject to a transparent selection process.

When one or more directors' seats become vacant, and after considering the size of the Board of Directors, the Appointments and CSR Committee, together with the Chairman of the Board of Directors, defines the profile(s) sought, having regard in particular to the diversity policy and to ensure that the composition of the Board of Directors is in line with the Group's activities, challenges and strategic orientations, as well as with the rule of gender balance.

The skills matrix includes in particular the following criteria:

- management skills acquired in large French or foreign international companies;
- knowledge of the Group or its division sector;
- professional experience;
- financial and accounting expertise;
- CSR, R&D and digital skills;
- availability and commitment to perform their office.

On the basis of these profiles, the Chairman of the Appointments and CSR Committee, together with the Chairman of the Board of Directors, organizes the search and selection process for new independent directors, with, where appropriate, assistance from an external firm. Candidates are interviewed at the end of the process with a view to making a recommendation to the Board. During these interviews, the Appointments and CSR Committee ensures in particular the independence, availability and motivation of the

prospective candidate(s) and their adherence to the Group's values.

The replacement of directors appointed by the General Meeting whose position has become vacant during their term of office due to death or resignation is subject to the legal and regulatory provisions in force, it being specified that these provisions are not applicable in the event of a vacancy for any reason whatsoever of the seat of a director elected by the employees.

Thanks to the selection work by the Appointments and CSR Committee and the Board of Directors, the General Meeting can appoint responsible directors, able to exercise their total freedom of judgment and participate independently in the work and the collegial decisions of the Board as well as the activities of the Committees. The balance of powers put in place within the Board allows its members to exercise independent judgment with the presence of:

- the Chief Executive Officer and the Managing Director, who enrich the work and discussions of the Board;
- the Chairman of the Board, who takes care to develop a regular and trusting relationship between the Board and the Senior Executives, given, in particular, his expertise in governance matters and the quality of the exchanges with the Chief Executive Officer, based on a relationship of trust;
- directors who are particularly concerned about the long-term interests of the Company;
- five independent directors with a high level of experience, independence of mind, perspective and freedom of speech;
- two directors representing employees who have in-depth knowledge of the Company.

3

Corporate governance

Composition and conditions for the preparation and organization of the work of the Board of Directors

SELECTION PROCESS FOR NEW INDEPENDENT DIRECTORS APPOINTED BY THE GENERAL SHAREHOLDERS' MEETING

| 1 | 2 | 3 | 4 | 5 |
|---|--|--|--|--|
| <p>Profile</p> <ul style="list-style-type: none"> Review of expiring terms of office or resignations Definition of the profile sought, with regard to: <ul style="list-style-type: none"> skills and expertise ensuring the complementarity of directors professional and personal qualities laws establishing gender parity Analysis, where applicable, of the profiles of the candidates presented by a member of the Board of Directors representing a significant portion of the Company's share capital and/or voting rights | <p>Applications: Work of the Appointments and CSR Committee</p> <ul style="list-style-type: none"> Proposed reappointments Proposal for external recruitment Selection of a recruitment firm if necessary Discussions and debate within the Appointments and CSR Committee Establishment of a list of candidates to be submitted | <p>Selection: Recommendations of the Appointments and CSR Committee</p> <ul style="list-style-type: none"> Discussion of proposed profiles: suitability for identified needs, verification of compliance with AFEP-MEDEF Code recommendations (multiple offices, independence criteria, skills) Individual interviews with the Chairman of the Board of Directors and the members of the Appointments and CSR Committee Discussions at committee meetings with a view to making a recommendation to the Board of Directors, the Chairman of the Board of Directors may participate in meetings of the Appointments and CSR Committee, in accordance with the AFEP-MEDEF Code | <p>Proposed appointments: Decision of the Board of Directors</p> <ul style="list-style-type: none"> Proposed reappointments Proposed appointments of new directors Decisions to co-opt new directors Drafting of the draft resolutions to be submitted to the General Shareholders' Meeting | <p>Appointments: Vote at the General Meeting</p> <ul style="list-style-type: none"> Appointment of new directors Renewal of the terms of office of directors Ratifications of the co-option of new directors decided by the Board of Directors |

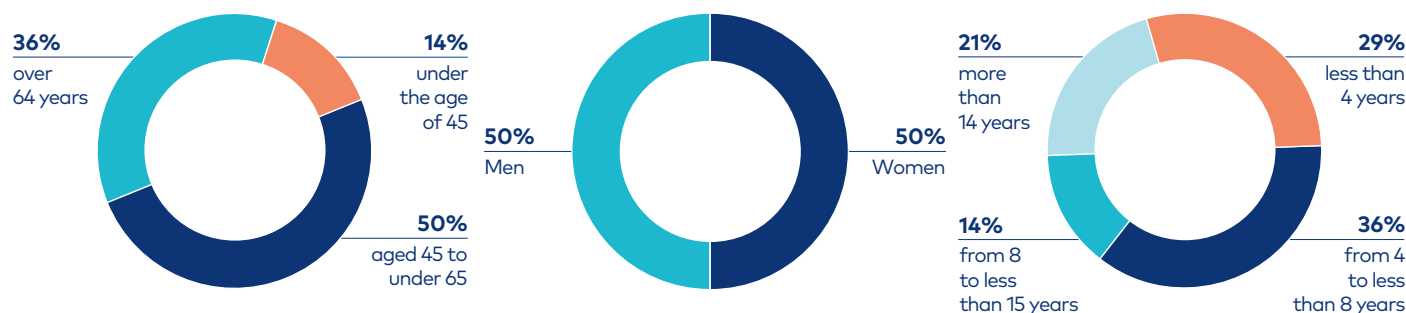
When joining the Board of Directors, each director receives a copy of the Board's Internal Rules, the bylaws of OPmobility SE, the Stock Market Ethics Charter and the Charter on identification and assessment of related-party agreements and unrestricted agreements. This corpus of rules adopted by the Company serves as a reference for the directors regarding the level of requirements expected by OPmobility SE. As soon as they take office, directors

also receive support in the form of personalized discussions with the Chairman of the Board of Directors, the Chief Executive Officer, the Managing Director, the Chairmen of the Committees and the Board Secretary. Training is also offered to directors, particularly in terms of CSR, and directors who so wish can benefit from personalized support.

At December 31, 2024, the main characteristics of the composition of the Board of Directors were as follows:



BREAKDOWN BY AGE – MEN AND WOMEN – YEARS IN OFFICE



3

Qualifications and professional experience of the directors in office

The Board of Directors is committed to promoting gender equality and diversity in its composition regarding the qualifications, professional experience, nationality and age of its members. All directors bring the following qualities to the Board of Directors:

| | |
|---------------------|---|
| Strategic vision | Sense of innovation and entrepreneurial dimension |
| Quality of judgment | International openness |
| Ethics | Defense of the Group's interests |

The directors have additional experience (international, financial, industrial, commercial expertise, etc.), with some having former, in-depth knowledge of OPmobility SE and its environment.

Regarding directors' professional qualifications and experience, the Board's objective is to ensure that its composition is appropriate to the activities of OPmobility SE, the challenges raised and its strategic orientations, thus contributing to the quality of the Board's decisions. The subjects dealt with by the Board of Directors are becoming more complex, such as ESG issues, which are part of OPmobility's strategy. It is therefore essential for the Board to continue to rely on competent directors who are committed to sustainability challenges.

The wide range of directors' experiences should enable the Board to address ESG issues in a collegial manner and to analyze them with the

help of internal and external experts. Thus, the Group's climate strategy requires the support of experts in the climate science field to be able to examine the strategic implications of the main decarbonization levers identified, such as the supply chain strategy with regard to supplier commitment.

The table below summarizes the diversity and complementarity of the skills brought to the Board. This matrix is monitored and reviewed by the Appointments Committee and the Board of Directors, in particular to determine the profiles to be identified in the context of changes in Board composition. In this context, the Committee ensures that it incorporates a forward-looking vision, from short- to medium- and long-term in the development of skills, in line with the Company's strategic orientations, by complementing or strengthening those already present on the Board.

| | Senior Executives | Digital, Innovation, New technologies | Industry sector | International profile | CSR | Finance, Audit | Automotive sector | Human Resources | Knowledge of the Group |
|---------------------------------|-------------------|---------------------------------------|-----------------|-----------------------|------------|----------------|-------------------|-----------------|------------------------|
| Laurent Burelle | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |
| Laurent Favre | ✓ | | ✓ | ✓ | | | ✓ | ✓ | ✓ |
| Félicie Burelle | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | |
| Gonzalve Bich | ✓ | ✓ | ✓ | ✓ | | ✓ | | ✓ | |
| Anne-Marie Couderc | ✓ | | ✓ | | ✓ | | | ✓ | |
| Virginie Fauvel | ✓ | ✓ | | | ✓ | ✓ | | | |
| Vincent Labruyère | ✓ | ✓ | | ✓ | | ✓ | | | ✓ |
| Paul Henry Lemarié | ✓ | | ✓ | | | ✓ | ✓ | | ✓ |
| Lucie Maurel Aubert | ✓ | | | | ✓ | ✓ | | | |
| Alexandre Mérieux | ✓ | ✓ | ✓ | ✓ | ✓ | | | ✓ | |
| Cécile Moutet | | | | ✓ | | | | | ✓ |
| Élisabeth Ourliac | | | ✓ | ✓ | | ✓ | | | |
| Amandine Chaffois | | | ✓ | | ✓ | | ✓ | | ✓ |
| Martin Krivan ⁽¹⁾ | | | ✓ | ✓ | | | ✓ | | ✓ |
| Ireneusz Karolak ⁽²⁾ | | | ✓ | | | | ✓ | | ✓ |
| | 67% | 33% | 73% | 60% | 40% | 53% | 47% | 40% | 47% |

(1) Director representing employees since June 20, 2024

(2) Director representing employees until June 20, 2024

SUMMARY PRESENTATION OF THE BOARD OF DIRECTORS AS OF DECEMBER 31, 2024

| First and last name | Age | Male/ Female | Nationality | No. of offices and positions in listed companies ⁽¹⁾ | Date of initial appointment | End of current term | Board seniority in terms of time in office | Study committees | | |
|---|-----|-----------------|---|---|--------------------------------|---------------------------|---|------------------|-------------------------|--------------|
| | | | | | | | | Audit | Appointments and CSR | Compensation |
| Chairman of the Board of Directors | | | | | | | | | | |
|  Laurent Burelle | 75 | M |  | 1 | 06/18/1981 | 2027 | 43 | | | |
| Senior Executives | | | | | | | | | | |
|  Laurent Favre | 53 | M |  | 1 | 01/01/2020 | 2027 | 5 | | | |
|  Félicie Burelle | 45 | F |  | 2 | 04/27/2017 | 2026 | 7 | | | |
| Independent directors ⁽²⁾ | | | | | | | | | | |
|  Gonzalve Bich | 45 | M |  | 1 | 12/06/2023 | 2027 | 1 | | | • |
|  Virginie Fauvel | 50 | F |  | 1 | 04/26/2023 | 2026 | 2 | | | • |
|  Lucie Maurel Aubert | 62 | F |  | 0 | 12/15/2015 | 2027 | 9 | • | ★ | |
|  Alexandre Mérieux | 50 | M |  | 1 | 04/26/2018 | 2027 | 6 | | | ★ |
|  Élisabeth Ourliac | 65 | F |  | 0 | 12/07/2022 | 2025 | 2 | ★ | | |
| Non-independent directors | | | | | | | | | | |
|  Anne-Marie Couderc | 74 | F |  | 1 | 07/20/2010 | 2027 | 14 | | | • |
|  Vincent Labryère | 74 | M |  | 0 | 05/16/2002 | 2026 | 22 | • | | |
|  Paul Henry Lemarié | 77 | M |  | 1 | 06/26/1987 | 2027 | 37 | | | |
|  Cécile Moutet | 51 | F |  | 0 | 04/27/2017 | 2026 | 7 | | | |
| Directors representing employees | | | | | | | | | | |
|  Amandine Chaffois | 44 | F |  | 0 | 07/04/2019 | 2025 | 5 | | | • |
|  Martin Krivan | 42 | M |  | 0 | 06/20/2024 | 2025 | 0.5 | | | |
| Censors and Honorary Chairman | | | | | | | | | | |
|  Jean Burelle, Censor and Honorary Chairman | 85 | M |  | 1 | 02/17/2021 | 2027 | 4 | | | |
|  Prof. Dr. Bernd Gottschalk, Censor | 81 | M |  | 0 | 07/24/2023 | 2027 | 1 | | | |

(1) Number of offices, excluding OPmobility SE, held in listed companies.

(2) Independence within the meaning of the AFEP-MEDEF Code criteria

• Member of the Committee ★ Chairman of the Committee

CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS AND ITS SPECIALIZED COMMITTEES IN 2024

| | Departure | Appointments/Co-options/ Ratifications of co-options | Renewal |
|---------------------------------------|---|---|--|
| Board of Directors | Martina Buchhauser (04/24/2024) | Gonzalve Bich (04/24/2024) | Laurent Burelle (04/24/2024) |
| | Burelle SA, represented by Éliane Lemarié (04/24/2024) Ireneusz Karolak (06/20/2024) | Martin Krivan (06/20/2024) | Laurent Favre (04/24/2024) Paul Henry Lemarié (04/24/2024) Gonzalve Bich (04/24/2024) Anne-Marie Couderc (04/24/2024) Lucie Maurel Aubert (04/24/2024) Alexandre Mérieux (04/24/2024) |
| Compensation Committee | | Gonzalve Bich (12/11/2024) | |
| Audit Committee | Lucie Maurel Aubert (Chairwoman-12/11/2024) | Élisabeth Ourliac (Chairwoman-12/11/2024) | Audit Committee |
| Appointments and CSR Committee | Anne-Marie Couderc (Chairwoman-12/11/2024) | Lucie Maurel Aubert (Chairwoman-12/11/2024) | Appointments and CSR Committee |

Two directors representing employees

Two directors representing the employees have been members of the Board of Directors since 2019. With a particular viewpoint linked to their knowledge of the business, they provide additional insight and enhance the quality of the Board's discussions through their ability to understand the Group's interests and define its risks in their capacity as employees. The directors representing the employees enrich the discussions of the Board of Directors in the service of a sustainable and long-term governance of the Company.

Amandine Chaffois, appointed by the France Group Works Council, is the Group's Vice President of Environmental Sustainability.

Martin Krivan, appointed by the European Works Council, serves as Manufacturing Manager for the Exterior & Lighting business group in Slovakia.

Directors representing OPmobility employees are entitled to training and are offered an individualized program to enhance their knowledge of the company, understand their rights and obligations as directors and, if necessary, prepare them for membership on a specialized Board committee.

The term of office of Amandine Chaffois was renewed in 2022 for a new three-year term. Martin Krivan was appointed in June 2024 following the retirement of his predecessor, Ireneusz Karolak. Amandine Chaffois and Martin Krivan receive compensation as members of the Board of Directors in accordance with the same distribution rules as the other directors and censors. The components of their compensation as employees are not published.



LIST OF OFFICES AND POSITIONS OF DIRECTORS AND CENSORS HELD DURING THE FISCAL YEAR ENDED DECEMBER 31, 2024

**Laurent Burelle**

Chairman of the Board of Directors of OPmobility SE and Chairman and Chief Executive Officer of Burelle SA

BIOGRAPHY

Laurent Burelle is a graduate of the Federal Institute of Technology (ETH) in Zurich, and holds a Master of Science Degree in Chemical Engineering from the Massachusetts Institute of Technology (MIT).

He began his career with the Plastic Omnium Group, now named OPmobility, as a production engineer and assistant to the director of the Langres plant.

In 1977, he was appointed Chief Executive Officer of Plastic Omnium SA in Valencia (Spain). He was Director of the Environment Division from 1981 to 1988 before becoming Vice-Chairman and Chief Executive Officer of Compagnie Plastic Omnium, since renamed OPmobility SE, in 1988, and then Chairman and CEO in 2001, a position he held until December 31, 2019. On this date, the functions of Chairman of the Board of Directors and Chief Executive Officer were separated. Laurent Burelle has been Chairman of the Board of Directors of OPmobility SE since January 1, 2020, and Chairman and CEO of Burelle SA since January 1, 2019.

Laurent Burelle has been Chairman of AFEP (*Association Française des Entreprises Privées*) from May 2017 to July 2023. Laurent Burelle is also a director-founder of the Jacques Chirac Foundation.

Laurent Burelle is a *Grand Officier de l'Ordre National du Mérite* and *Commandeur de la Légion d'Honneur*.

Nationality: French

Business address:
OPmobility
1, allée Pierre Burelle
92300 Levallois-Perret

First appointment:
06/18/1981

End of current term:
2027

Shares held at 12/31/2024:
609,142

| Companies | Positions and offices held | Listed company | OPmobility Group company/Burelle SA Group company |
|--|---|---|---|
| FRENCH COMPANIES AND ASSOCIATIONS | | | |
| Burelle SA | Chairman and CEO | ● | ● |
| Sofiparc | Chairman and CEO | | ● |
| Sofiparc Hotels | Chairman | | ● |
| Burelle Participations | Director | | ● |
| Jacques Chirac Foundation (association) | Director – Founder | | |
| INTERNATIONAL COMPANIES | | | |
| Plastic Omnium Holding (Shanghai) Co. Ltd (China) | Director | | ● |
| Sogec 2 (Belgium) | Managing Director | | |
| Compagnie Financière de la Cascade SA (Belgium) | Chairman of the Board of Directors Managing Director | | |
| Skills related to OPmobility SE's strategy and development objectives | | | |
| <ul style="list-style-type: none"> • Knowledge of the OPmobility Group • Experience of the Senior Executives | <ul style="list-style-type: none"> • Knowledge of the automotive industry • International profile | <ul style="list-style-type: none"> • Financial expertise • Industrial expertise • ESG expertise, of which Governance | |



Laurent Favre

Chief Executive Officer of OPmobility SE

BIOGRAPHY

Laurent Favre has an engineering degree from the *École Supérieure des Techniques Aéronautiques et de Construction Automobile* (ESTACA). He began his career in the automotive industry in Germany.

For more than twenty years, he has held various positions of responsibility with leading German automotive equipment suppliers such as ThyssenKrupp (steering systems), ZF (gearboxes and steering columns) and Benteler (structural components), where he was Chief Executive Officer of the Automotive Division.

Laurent Favre has been Chief Executive Officer of OPmobility SE since January 2020. He has also been Chairman of the Franco-German Economic Club since September 2023.

Nationality: French

Business address:

OPmobility
1, allée Pierre Burelle
92300 Levallois-Perret

First appointment:

01/10/2020

End of current term:

2027

Shares held at 12/31/2024:

17,831

| Companies | Positions and offices held | Listed company | OPmobility Group company/Burelle SA Group company |
|--|---|---|---|
| FRENCH COMPANIES AND ASSOCIATIONS | | | |
| OPmobility Exterior Holding | Chairman and CEO | | ● |
| OPmobility C-Power Holding | Chairman | | ● |
| Plastic Omnium Finance | Manager | | ● |
| OPmobility Lighting Holding | Chairman and Chairman of the Supervisory Committee | | ● |
| Plastic Omnium Software House | Chairman and Chairman of the Supervisory Committee | | ● |
| Imerys | Independent director | ● | |
| Franco-German Economic Club (association) | Chairman | | |
| INTERNATIONAL COMPANIES | | | |
| Plastic Omnium GmbH ⁽¹⁾ (Germany) | Manager | | ● |
| Plastic Omnium New Energies (Belgium) | Director | | ● |
| Yanfeng Plastic Omnium Automotive Exterior Systems Co. Ltd (China) | Director | | ● |
| Plastic Omnium Holding (Shanghai) Co. Ltd (China) | Chairman of the Board of Directors | | ● |
| OPmobility Holding USA Inc. (USA) | Chairman | | ● |
| Skills related to OPmobility SE's strategy and development objectives | | | |
| <ul style="list-style-type: none"> • Knowledge of the OPmobility Group • Experience of the Senior Executives | <ul style="list-style-type: none"> • Financial expertise • Knowledge of the automotive industry | <ul style="list-style-type: none"> • HR: Labor relations | |

(1) Company name change in January 2025: OPmobility Holding Germany GmbH



Félicie Burelle

Managing Director of OPmobility SE

BIOGRAPHY

Félicie Burelle graduated from the ESCE Business School and holds a graduate degree in Business-Finance from South Bank University of London and an MBA from the *Instituto de Empresa* (IE) Business School of Madrid.

After beginning her career in 2001 within the Plastic Omnium Group, since renamed OPmobility, as Accounting Manager of a subsidiary of the Auto Exteriors Division in Spain (Madrid), Félicie Burelle joined the Mergers & Acquisitions Department of Ernst & Young Transaction Services in 2005. In 2010, she rejoined Compagnie Plastic Omnium, since renamed OPmobility SE, and took over the Strategic Planning and Commercial Coordination Department of the Auto Exteriors Division. She also became member of the Executive Committee of this Division.

Félicie Burelle has been a member of the Burelle SA Board of Directors since 2013.

In 2015, she was appointed Strategy and Development Director of OPmobility SE and has been member of the Executive Committee since then.

Appointed Chief Operating Officer of OPmobility SE on January 1, 2018, Félicie Burelle has been Managing Director since January 1, 2020.

Félicie Burelle is a *Chevalier de la Légion d'Honneur*.

Nationality: French

Business address:
OPmobility
1, allée Pierre Burelle
92300 Levallois-Perret

First appointment:
04/27/2017

End of current term:
2026

Shares held at 12/31/2024:
20,127

| Companies | Positions and offices held | Listed company | OPmobility Group company/Burelle SA Group company |
|--|---|---|---|
| FRENCH COMPANIES | | | |
| Burelle SA | Director | ● | ● |
| Burelle Participations | Director | | ● |
| OPmobility Exterior Holding | Director | | ● |
| CIC Lyonnaise de Banque | Director | | |
| Plastic Omnium Software House | Member of the Supervisory Committee | | ● |
| Bouygues S.A. | Director | ● | |
| INTERNATIONAL COMPANIES | | | |
| Compagnie Financière de la Cascade SA (Belgium) | Director | | |
| Plastic Omnium New Energies (Belgium) | Director | | ● |
| PLASTIC OMNIUM HOLDING (Shanghai) Co. Ltd (China) | Vice-Chairwoman of the Board of Directors (since April 2024) | | ● |
| Skills related to OPmobility SE's strategy and development objectives | | | |
| <ul style="list-style-type: none"> • Experience of the Senior Executives • Knowledge of the OPmobility Group | <ul style="list-style-type: none"> • Knowledge of the automotive industry • Financial expertise | <ul style="list-style-type: none"> • CSR expertise • Digital/New technologies | |



Gonzalve Bich

Chief Executive Officer of Bic Group

BIOGRAPHY

Gonzalve Bich is a graduate of Harvard University, where he obtained a Bachelor of Arts in History in 2001.

He began his career in management consulting at Deloitte, then joined the BIC group in 2003. Over the next fifteen years, he held regional and international positions in Human Resources, Marketing, Innovation and Business Operations. In 2018, he was appointed Chief Executive Officer of BIC SA.

Gonzalve Bich was also, until March 2024, Chairman of Enactus, a platform that aims to inspire tomorrow's leaders to use innovation and business organization to create a better and more sustainable world.

Gonzalve Bich sits on the international advisory board of EDHEC, a French business school.

Nationalities:
American & French

Business address:
Société BIC
12 boulevard Victor Hugo
92110 Clichy

First appointment:
12/06/2023

End of current term:
2027

Shares held at 12/31/2024:
900

| Companies and associations | Positions and offices held | Listed company | OPmobility Group company/Burelle SA Group company |
|--|---|--|---|
| FRENCH COMPANIES | | | |
| BIC SA | Chief Executive Officer and Director | ● | |
| BIC International Development SAS | Chairman | | |
| EDHEC Business School | Director (International Advisory Board) | | |
| FOREIGN COMPANIES AND ASSOCIATIONS | | | |
| Cello Writing Instruments & Containers Pvt Ltd (India) | Director | | |
| Cello Pens Pvt Ltd (India) | Director | | |
| Pentek Pens & Stationery Pvt Ltd (India) | Director | | |
| BIC - Cello Exports Pvt Ltd (India) | Director | | |
| BIC UK Ltd (Great Britain) | Director | | |
| Weber LLC (USA) | Director | | |
| BIC International Co. (USA) | Chairman Chief Operating Officer and Director | | |
| Stewardship Foundation (USA) | Director | | |
| Enactus Global (USA) | Chairman of the Board and Director (until March 2024) | | |
| Skills related to OPmobility SE's strategy and development objectives | | | |
| <ul style="list-style-type: none"> • General management experience • Human Resources/Labor relations | <ul style="list-style-type: none"> • Financial expertise • International experience | <ul style="list-style-type: none"> • Digital/New technologies • Industrial knowledge | |

3

Corporate governance

Composition and conditions for the preparation and organization of the work of the Board of Directors



Anne-Marie Couderc

Chairwoman of the Board of Directors of Air France KLM

BIOGRAPHY

After starting her professional career in 1973 as an attorney in Paris, Anne-Marie Couderc joined the Hachette Group in 1982 as Deputy Corporate Secretary. She then became the Group's Deputy Chief Executive Officer in 1993.

A Paris city councilor, then Deputy Mayor and member of Parliament for Paris, she was appointed Secretary of State for Employment in the office of the Prime Minister in 1995, then Minister attached to the Ministry of Labor and Social Affairs with responsibility for employment until 1997.

At the end of 1997, Anne-Marie Couderc was appointed Chief Executive Officer of Hachette Filipacchi Associés and, from 2006 to 2010, General Secretary of Lagardère Active (press and audiovisual activities). From 2011 to 2017, she was Chairwoman of the Presstalis group (press distribution business).

Anne-Marie Couderc has been Chairwoman of the Board of Directors of Air France-KLM since 2018.

Anne-Marie Couderc is an *Officier de la Légion d'Honneur* and an *Officier de l'Ordre national du Mérite*.

Nationality: French

Business address:

Air France KLM
7 rue du Cirque
75008 Paris

First appointment:

07/20/2010

End of current term:

2027

Shares held at 12/31/2024:

1,350

| Companies | Positions and offices held | Listed company | OPmobility Group company/Burelle SA Group company |
|---|--|----------------|---|
| FRENCH COMPANIES AND FOUNDATIONS | | | |
| Air France KLM | Chairwoman of the Board of Directors | ● | |
| Air France | Chairwoman of the Board of Directors | | |
| Transdev | Director Member of the Audit Committee Member of the CSR Committee | | |
| Ramsay – Générale de Santé | Director Chairwoman of the Compensation Committee Member of the Audit and Risk Committee | | |
| C.E.S.E | Member | | |
| Veolia Foundation | Director | | |
| Skills related to OPmobility SE's strategy and development objectives | | | |
| <ul style="list-style-type: none"> • Experience of the Senior Executives • Industry knowledge | <ul style="list-style-type: none"> • CSR expertise • Human Resources/Labor relations | | |



Virginie Fauvel

Chairwoman and Chief Executive Officer of the Harvest Group

BIOGRAPHY

An engineer by training, a graduate of the *École des Mines de Nancy*, Virginie Fauvel began her career at Cetelem in 1997, where she worked in risk forecasting. There, she discovered the world of digital technology and its ability to change industry and the economy.

In 2008, Virginie Fauvel took over management of online banking and created Hellobank!.

In 2013, she joined Allianz as a member of the Management Committee, where she led a digital transformation, before joining the Management Board of Euler Hermes in 2018.

In 2020, she became CEO of Harvest, TechForFin specializing in wealth management, and thus succeeded the founders of this digital sector company.

Nationality: French

Business address:
Harvest
5 rue de la Baume
75008 Paris

First appointment:
04/26/2023

End of current term:
2026

Shares held at 12/31/2024:
900

| Companies | Positions and offices held | Listed company | OPmobility Group company/Burelle SA Group company |
|---|---|---|---|
| FRENCH COMPANIES | | | |
| Harvest SAS | Chairwoman and CEO | | |
| Pernod Ricard | Director Member of the Strategy Committee | ● | |
| CERES | Chairwoman and CEO | | |
| Medef | Co-Chairwoman of the Innovation and Digital Commission | | |
| Numeum | Director | | |
| Les Transformers | Vice-Chairwoman | | |
| Skills related to OPmobility SE's strategy and development objectives | | | |
| <ul style="list-style-type: none"> • Experience of the Senior Executives • Digital/New technologies | <ul style="list-style-type: none"> • Financial expertise • Industrial expertise/Research and innovation | <ul style="list-style-type: none"> • CSR expertise | |



Vincent Labryère

Chairman of the Labryère Group

BIOGRAPHY

An engineering graduate of ETH Zurich (Swiss Federal Institute of Technology), Vincent Labryère started his professional career in 1976 with Établissements Bergeaud Mâcon, a subsidiary of Rexnord Inc. USA, manufacturer of equipment for the preparation of materials.

In 1981, he became head of Imprimerie Perroux, a printer of checkbooks and bank forms, which he diversified in 1985 by creating DCP Technologies, a subsidiary specializing in credit card manufacture and encoding.

In 1989, he founded the SPEOS Group, specialized in desktop publishing and electronic archiving of management documents and the manufacture of means of payment, which he sold to the Belgian Post Office in 2001.

Vincent Labryère then became Chief Executive Officer and later Chairman of the Management Board, and subsequently Chairman of the Supervisory Board of the Labryère Group, a family-owned company operating vineyards in France and the United States, which also operates in commercial real estate, hotels and growth capital in France and abroad.

Nationality: French

Business address:
Groupe Labryère
70, avenue Édouard-Herriot
71009 Mâcon

First appointment:
05/16/2002

End of current term:
2026

Shares held at 12/31/2024:
12,932

| Companies | Positions and offices held | Listed company | OPmobility Group company/Burelle SA Group company |
|--|---|---|---|
| FRENCH COMPANIES | | | |
| Groupe Labryère | Chairman of the Supervisory Board | | |
| Société Financière du Centre | Chairman | | |
| SC Domaine Jacques Prieur Meursault | Manager | | |
| Skills related to OPmobility SE's strategy and development objectives | | | |
| <ul style="list-style-type: none"> • Knowledge of the OPmobility Group • Experience of the Senior Executives • Digital/New technologies | <ul style="list-style-type: none"> • Financial expertise • Industrial expertise/Research and innovation | <ul style="list-style-type: none"> • International profile | |



Paul Henry Lemarié

Chairman of the Board of Directors of Burelle Participations

BIOGRAPHY

Paul Henry Lemarié holds a doctorate in physics from University of Paris-Orsay and a post-graduate degree (*Diplôme d'Études Approfondies* [DEA]) in Management and Finance from University of Paris-Dauphine.

After completing a doctorate in physics at CEA, he began his career in the Finance Department of Paribas bank in 1973. He then joined Sofresid, an engineering group (steel, mining, offshore), before moving to the Plastic Omnium Group in 1980 as Head of the 3P (Performance Plastics Products) Division. In 1985, he became Chairman of the Automotive Division. In 1987, he was appointed Chief Operating Officer of Compagnie Plastic Omnium SE, then Chief Executive Officer in 1988 and Managing Director from 2001 to December 31, 2019. He was appointed Chief Executive Officer of Burelle SA in April 1989, then Managing Director from 2011 until December 31, 2020.

Paul Henry Lemarié was Chairman and Chief Executive Officer of Burelle Participations from July 2021 to December 31, 2023, then became Chairman of the Board of Directors on January 1, 2024.

Nationality: French

Business address:
Burelle Participations
42, rue Paul-Vaillant Couturier
92300 Levallois-Perret

First appointment:
06/26/1987

End of current term:
2027

Shares held at 12/31/2024:
315,900

| Companies | Positions and offices held | Listed company | OPmobility Group company/Burelle SA Group company |
|--|------------------------------------|---|---|
| FRENCH COMPANIES | | | |
| Burelle Participations | Chairman of the Board of Directors | | ● |
| Burelle SA | Director | ● | ● |
| Sofiparc | Director | | ● |
| INTERNATIONAL COMPANY | | | |
| Garamond (Belgium) | Director | | |
| Skills related to OPmobility SE's strategy and development objectives | | | |
| <ul style="list-style-type: none"> • Knowledge of the OPmobility Group • Experience of the Senior Executives | | <ul style="list-style-type: none"> • Knowledge of the automotive industry • Financial expertise | |



Lucie Maurel Aubert

Chairwoman of the Board of Directors of Rothschild Martin Maurel/Vice-Chairwoman of the Supervisory Board of Rothschild & Co

BIOGRAPHY

After starting her professional career in 1985 as a business attorney in the law firm Gide Loyrette Nouel, Lucie Maurel Aubert joined, in 2002, the family bank Martin Maurel, of which she has been a director since 1999.

In 2007, Lucie Maurel Aubert was appointed Managing Director of Compagnie Financière Martin Maurel, followed by Vice-Chairwoman and Managing Director in 2011. In 2013, she was appointed Chief Executive Officer of Banque Martin Maurel.

Since 2020, Lucie Maurel Aubert has been Vice-Chairwoman of the Supervisory Board of Rothschild & Co and Chairwoman of the CSR Committee.

Since 2023, Lucie Maurel Aubert has been Chairwoman of the Board of Directors of Rothschild Martin Maurel.

Lucie Maurel Aubert is a *Chevalier de la Légion d'Honneur* and *Officier de l'Ordre National du Mérite*.

Nationality: French

Business address:
Rothschild Martin Maurel
29, avenue de Messine
75008 Paris

First appointment:
12/15/2015

End of current term:
2027

Shares held at 12/31/2024:
910

| Companies | Positions and offices held | Listed company | OPmobility Group company/Burelle SA Group company |
|--|---|----------------|---|
| FRENCH COMPANIES AND ASSOCIATIONS | | | |
| Rothschild Martin Maurel | Chairwoman of the Board of Directors | | |
| Rothschild & Co | Vice-Chairwoman of the Supervisory Board | | |
| Association Française des Banques | Vice-Chairwoman | | |
| SNEF | Director | | |
| Robertet | Director | | |
| Foundation for the Festival of Aix en Provence - Academy of Fine Arts | Member of the Board of Directors | | |
| Skills related to OPmobility SE's strategy and development objectives | | | |
| <ul style="list-style-type: none"> • Experience of the Senior Executives • CSR expertise | <ul style="list-style-type: none"> • Financial expertise | | |



Alexandre Mérieux

Executive Chairman of bioMérieux

BIOGRAPHY

Alexandre Mérieux graduated from the University of Lyon-I with a degree in biology and from HEC Montreal Business School.

From 1999 to 2004, Alexandre Mérieux was responsible for marketing in the United States and Europe at Silliker Group Corporation, then Director of Marketing and Business Unit Head.

He has held various operational positions within bioMérieux. Managing Director in 2014 after having headed the Industrial Microbiology unit between 2005 and 2011, and then the Microbiology unit between 2011 and 2014.

He was Chairman and Chief Executive Officer of bioMérieux from December 2017 to 2023. On July 1, 2023, he passed on the General Management of bioMérieux and remained Executive Chairman of the company.

Alexandre Mérieux is also Vice-Chairman of the Institut Mérieux and Chairman of Mérieux Développement. He also chairs the Board of Directors at Mérieux NutriSciences.

Nationality: French

Business address:
bioMérieux
376, chemin de l'Orme
69280 Marcy l'Étoile

First appointment:
04/26/2018

End of current term:
2027

Shares held at 12/31/2024:
1,000

| Companies | Positions and offices held | Listed company | OPmobility Group company/Burelle SA Group company |
|---|--|---|---|
| FRENCH COMPANIES AND FOUNDATIONS | | | |
| bioMérieux SA | Executive Chairman and Director | ● | |
| Institut Mérieux | Vice-Chairman, Managing Director and director | | |
| Finance Senior Mendel SAS | Representative of Mérieux Participation 2, director | | |
| Christophe et Rodolphe Mérieux Foundation | Director | | |
| Mérieux Foundation | Director | | |
| Mérieux Développement SAS | Chairman | | |
| Mérieux Equity Partners | Chairman | | |
| Compagnie Mérieux Alliance | Chief Executive Officer | | |
| SCI ACCRA | Manager | | |
| Jacques Chirac Foundation | Director | | |
| INTERNATIONAL COMPANY | | | |
| Mérieux NutriSciences Corporation (USA) | Chairman | | |
| Skills related to OPmobility SE's strategy and development objectives | | | |
| <ul style="list-style-type: none"> • Experience of the Senior Executives • Digital/New technologies | <ul style="list-style-type: none"> • CSR expertise • Human Resources/Labor relations | <ul style="list-style-type: none"> • Industrial expertise • International profile | |

3

Corporate governance

Composition and conditions for the preparation and organization of the work of the Board of Directors



Cécile Moutet

Director of OPmobility SE

BIOGRAPHY

Cécile Moutet has a Specialized Master's degree in Market Research and Marketing Management from NEOMA Business School (formerly ESC Rouen) and from the Institut Européen des Affaires.

She started her career as a communication consultant in the IRMA Communication agency, where she assumed the responsibility of the Client Division, designed press relations campaigns of various groups and organized public relations events.

Between 2006 and 2008, Cécile Moutet was self-employed in Spain as a communications consultant.

In 2009 and 2010, Cécile Moutet worked at IRMA Communication (which became Cap & Cime PR in 2010) and coordinated various consulting assignments.

Nationality: French

Business address:
OPmobility
1, allée Pierre Burelle
92300 Levallois-Perret

First appointment: 04/27/2015

End of current term:
2026

Shares held at 12/31/2024: 8,160

| Companies | Positions and offices held | Listed company | OPmobility Group company/ Burelle SA Group company |
|--|--|----------------|---|
| INTERNATIONAL COMPANY | | | |
| Financière Protea SA (Belgium) | Director | | |
| Skills related to OPmobility SE's strategy and development objectives | | | |
| <ul style="list-style-type: none"> Knowledge of the OPmobility Group International profile | <ul style="list-style-type: none"> Industrial knowledge | | |



Élisabeth Ourliac

Chairwoman of Toulouse School of Management

BIOGRAPHY

Élisabeth Ourliac is a graduate of the *Grande Ecole* Program of Toulouse Business School, has a law degree from the University of Toulouse and holds a diploma from the Franco-German Chamber of Commerce and the Executive Program from Stanford University School of Business.

Élisabeth Ourliac started her career in an audit firm, and then joined Airbus in 1983. After holding several positions of responsibility within the Finance Department, she became Director of Audit in 2000 and then Director of Audit and Risk Management until 2007. In 2008, Élisabeth Ourliac became Director of Commercial Aircraft Business Strategy, where she participated in the establishment of the Airbus final assembly plant on the American continent. From 2016 to 2022, Élisabeth Ourliac has been Vice-President Strategy at Airbus.

Élisabeth Ourliac is also Chairwoman of the Board of Directors of the Toulouse School of Management and a member of the Board of Directors of the International Women Forum.

Élisabeth Ourliac is a *Chevalier de la Légion d'Honneur* and an *Officier de l'Ordre National du Mérite*.

Nationality: French

Business address:
Toulouse School of Management
2 rue du Doyen Gabriel Marty
31042 Toulouse Cedex 9

First appointment:
12/07/2022

End of current term:
2025

Shares held at 12/31/2024:
900

| Companies | Positions and offices held | Listed company | Group company OPmobility/Burelle SA |
|---|---|----------------|--|
| FRENCH COMPANIES | | | |
| Toulouse School of Management | Chairwoman of the Board of Directors | | |
| EO Advisory | Chairwoman | | |
| INTERNATIONAL COMPANIES | | | |
| International Women Forum (USA) | Vice Chairwoman of the Board of Directors and Director | | |
| Skills related to OPmobility SE's strategy and development objectives | | | |
| <ul style="list-style-type: none"> • Expertise of the Senior Executives • Financial expertise / Audit | <ul style="list-style-type: none"> • Industrial knowledge • International profile | | |



Nationality: French

Business address:
OPmobility
1, allée Pierre Burelle
92300 Levallois-Perret

First appointment:
07/04/2019

End of current term:
2025

Amandine Chaffois

Director representing the employees of OPmobility SE

BIOGRAPHY

Amandine Chaffois is a graduate engineer from the Institut National des Sciences Appliquées in Lyon and holds a Diploma of Higher Specialized Studies in Purchasing from the Institut d'Administration des Entreprises de Lyon, from which she graduated at the top of her class.

She joined the Plastic Omnium Group in 2004 as part of her end-of-studies internship in the Exterior Systems segment in the Plastic Omnium Industries activity. She then held various positions in the purchasing departments in France, Brazil and the United States.

Appointed Director of Launches for Europe in September 2018, then Innovation Director for the Exterior Systems segment, Amandine Chaffois has been Group VP Environmental Sustainability since 2021.

Amandine Chaffois has been appointed Group VP OP'nsoft on March 1, 2024.

The term of office of Amandine Chaffois as employee director of OPmobility SE was renewed for a further three years by the France Group Works Council on July 6, 2022.

Skills related to OPmobility SE's strategy and development objectives

- Knowledge of the OPmobility Group
- Knowledge of the automotive industry
- International profile
- CSR expertise



Nationality: Slovakian

Business address:
OPmobility
Lozorno 995,
SK-900 55 Lozorno, Slovakia

First appointment:
06/20/2024

End of current term:
2025

Martin Krivan

Director representing the employees of OPmobility SE

BIOGRAPHY

Martin Krivan is a graduate engineer of the University of Matěj Bel in Slovakia and holds a Master's degree in International Industrial Project Management from the École Nationale des Arts et Métiers in Cluny, France.

His studies in France led him to integrate French companies with international activities, first within the Dirickx Group, where he was in charge of production performance projects and the restructuring of the administration of the sites located in France, Slovakia and the Czech Republic. He then became Purchasing Manager for the Beijing site in China.

In 2011, Martin Krivan joined OPmobility, and more specifically the Exterior & Lighting business group, in the heart of the R&D center in Bratislava, Slovakia, where he carried out project management assignments, then managed the Manufacturing Process Development team. In 2014, he left for China and OPmobility's R&D sites for the manufacture of composite products, where he spent two years. Since 2021, he has been a member of the Operations Management team, as Technical Team Manager and Continuous Improvement for the Poland and Slovakia Region.

Martin Krivan was appointed employee director of OPmobility SE by the European Works Council on June 20, 2024 for the duration of his predecessor's term of office, i.e. until 2025.

Skills related to OPmobility SE's strategy and development objectives

- Knowledge of the OPmobility Group
- Knowledge of the automotive industry
- International profile
- Human Resources

INFORMATION ABOUT THE HONORARY CHAIRMAN OF THE PANEL OF CENSORS

Honorary Chairman

The Honorary Chairman is appointed on an honorary basis on the proposal of the Chairman of the Board of Directors. Unless otherwise decided by the Board, this appointment is made for an indefinite period.

The Honorary Chairman is invited to attend Board meetings without voting rights. He participates in the Group's major events.

The Honorary Chairman does not receive any compensation for his position. Travel expenses incurred by the Honorary Chairman are reimbursed upon presentation of the corresponding receipts.

Panel of censors

Pursuant to Article 17 of the bylaws, the Board of Directors may appoint one or more censors. Their term of office is three years and renewable.

Censors are invited to the meetings of the Board of Directors and take part in the deliberations in an advisory capacity. They may be consulted by the Chairman of the Board of Directors on the Group's strategic orientations and, more generally, on all subjects

concerning the organization or development of the Company. Committee Chairmen may also request their opinions on subjects falling within their respective areas of responsibility.

Their absence does not affect the validity of the deliberations of the Board of Directors.

OPmobility SE currently has two censors: Mr. Jean Burelle, director of OPmobility from 1970 to 2021, who provides the Board of Directors with his in-depth knowledge of the Group and the international environment, and Prof. Dr. Bernd Gottschalk, director of OPmobility SE from 2009 to 2023, who contributes in particular to the Board of Directors' discussion on the evolution of the automotive market as well as on the environmental challenges related to the Group's activities.

The term of office of Mr. Jean Burelle as a censor was renewed by a decision of the Board of Directors on February 21, 2024 for a new period of three years, and Prof. Dr. Bernd Gottschalk was appointed a censor by decision of the Board of Directors on July 21, 2023 for a period of three years, *i.e.* both until the end of the Board of Directors meeting which will approve the 2026 financial statements.



Jean Burelle

Censor and Honorary Chairman of OPmobility SE

BIOGRAPHY

Jean Burelle is a graduate of the Federal Institute of Technology (ETH) in Zurich, and holds an MBA from Harvard Business School.

He started his career in 1966 with L'Oréal and left for the Plastic Omnium Group in 1967 as Department Director. In 1986, he was appointed Executive Vice-President, and in 1987 became Chairman and Chief Executive Officer, a position that he occupied until June 30, 2001. Jean Burelle was a director of Compagnie Plastic Omnium SE from 1970 to 2021. He has been Honorary Chairman since July 1, 2001.

From July 1, 2001 to December 31, 2018, Jean Burelle was Chairman and CEO of Burelle SA, of which he was a director until December 2023. He was also a member of the Supervisory Board of Soparexo SCA until June 2023. Since December 2023, Jean Burelle has been Honorary Chairman of Burelle SA.

Jean Burelle was the Chairman of MEDEF International from November 2005 until May 2016, when he became Honorary Chairman and director. From 1977 to 2009, he was a director of Essilor International and Chairman of the Directors Committee.

Jean Burelle is an *Officier of the Légion d'Honneur* and an *Officier de l'Ordre National du Mérite*.

Nationality: French

Business address:

Burelle SA
1, allée Pierre Burelle
92300 Levallois-Perret

First appointment:

02/17/2021

End of current term:

2027

Shares held at 12/31/2024:

416,378

| Companies | Positions and offices held | Listed company | Group company OPmobility/Burelle SA |
|---|---|----------------|--|
| FRENCH COMPANIES AND FOUNDATIONS | | | |
| Burelle SA | Honorary Chairman | ● | ● |
| Burelle Participations | Director | | ● |
| Sofiparc | Director | | ● |
| MEDEF International | Honorary Chairman Director | | |
| Association pour le Rayonnement de l'Opéra National de Paris (AROP) | Director | | |
| INTERNATIONAL COMPANIES | | | |
| Sogec 2 SA (Belgium) | Chairman of the Board of Directors Managing Director | | |
| Financière Protea SA (Belgium) | Chairman of the Board of Directors Managing Director | | |



Prof. Dr. Bernd Gottschalk

Founder and Chairman of AutoValue GmbH

BIOGRAPHY

Doctorate in economics, Prof. Dr. Bernd Gottschalk studied economics at the University of Hamburg and Saarbrücken, then at Stanford (California). He began his career in Finance at Daimler Benz AG Group, and then became Plant Manager, before being appointed Chairman of Mercedes-Benz Brasil.

In 1992, he was appointed to the Executive Committee of the Daimler Benz AG Group, Global Vice-President of the Commercial Vehicles Division.

In 1997, Prof. Dr. Bernd Gottschalk was appointed Chairman of the Federation of German Automotive Industry (VDA) and, in 2007, created AutoValue GmbH, an automotive consultancy that he has headed since that date.

Nationality: German

Business address:

AutoValue GmbH
Feldbergstraße 51
60325 Frankfurt-am-Main

First appointment:

07/21/2023

End of current term:

2027

Shares held at 12/31/2024:

2,400

| Companies | Positions and offices held | Listed company | Group company OPmobility/Burelle SA |
|------------------------------------|--|----------------|--|
| INTERNATIONAL COMPANIES | | | |
| AutoValue GmbH (Germany) | Chairman | | |
| Schaeffler AG (Germany) | Director | | |
| Bentler international AG (Austria) | Director | | |
| Aeye Inc. (USA) | Director Member of the Audit Committee Chairman of the Appointments and Governance Committee | | |

3.1.1.3 Changes in the terms of office and positions of the Board of Directors

Changes in 2024

RATIFICATION OF THE CO-OPTION OF A DIRECTOR: MR. GONZALVE BICH

The General Meeting of April 24, 2024 ratified the co-option made by the Board of Directors on December 6, 2023, of Mr. Gonzalve Bich as director for the duration of his predecessor's term of office, i.e. until the end of the General Meeting called to approve the 2023 financial statements.

RENEWAL OF THE TERM OF OFFICE OF SEVEN DIRECTORS: MR. LAURENT BURELLE, MR. LAURENT FAVRE MR. PAUL HENRY LEMARIÉ MR. GONZALVE BICH, MS. ANNE-MARIE COUDERC, MS. LUCIE MAUREL AUBERT AND MR. ALEXANDRE MÉRIEUX

The General Meeting of April 24, 2024 renewed the terms of office for a period of three years of Mr. Laurent Burelle, director of OPmobility SE since 1981, Mr. Laurent Favre, director of OPmobility SE since 2020, Mr. Paul Henry Lemarié, director of OPmobility SE since 1987, Mr. Gonzalve Bich, director of OPmobility SE since 2023,

Ms. Anne-Marie Couderc, director of OPmobility SE since 2010, Ms. Lucie Maurel Aubert, director of OPmobility SE since 2015 and Mr. Alexandre Mérieux, Director of OPmobility SE since 2018.

END OF TERM OF OFFICE OF THREE DIRECTORS: BURELLE SA, REPRESENTED BY MS. ÉLIANE LEMARIÉ, MS. MARTINA BUCHHAUSER, MR. IRENEUSZ KAROLAK

Burelle SA, director since 1987, represented by Ms. Éliane Lemarié, director since 2009, not wanting to renew its term of office, the General Meeting of April 24, 2024 acknowledged this decision.

The Board of Directors meeting of February 21, 2024 acknowledged the resignation of Ms. Martina Buchhauser effective April 24, 2024.

Mr. Ireneusz Karolak, director representing employees since 2019, having decided to retire, resigned from his position with OPmobility SE on June 20, 2024.

APPOINTMENT OF A NEW DIRECTOR REPRESENTING EMPLOYEES: MR. MARTIN KRIVAN

The European Works Council of OPmobility of June 20, 2024 appointed Mr. Martin Krivan as director representing employees for the remainder of the term of office of his predecessor, Mr. Ireneusz Karolak, i.e. until June 2025.

Changes to the composition of the Board of Directors and Committees in 2025

RENEWAL OF THE TERM OF OFFICE OF A DIRECTOR: MS. ÉLISABETH OURLIAC

The term of office of Ms. Élisabeth Ourliac will expire at the end of the General Meeting of April 24, 2025.

The Appointments and CSR Committee recommends the reappointment of Ms. Élisabeth Ourliac as director for a term of three years.

Ms. Élisabeth Ourliac has been a director of OPmobility SE since December 2022. She has been Chairwoman of the Audit Committee since December 2024. She began her professional career in an audit firm before joining Airbus in 1983. After holding several positions of responsibility within the Finance Department, she became Director of Audit in 2000 and then Director of Audit and Risk Management until 2007. In 2008, Élisabeth Ourliac was appointed Director of Commercial Aircraft Business Strategy, where she helped establish the Airbus final assembly plant on the American continent. From 2016 to 2022, Élisabeth Ourliac was Vice-President Strategy at Airbus.

Ms. Élisabeth Ourliac acts as an independent director with commitment and freedom of judgment. She brings to the Board her recognized financial expertise, combined with international business experience. She makes an active contribution, particularly as Chairwoman of the Audit Committee, to the development of a sustainable business model based on both economic as well as

environmental and societal excellence.

Over the two years of her term of office as Director, Ms. Élisabeth Ourliac's attendance rate was 100% for Board meetings and 100% for the Audit Committee.

COMPOSITION OF THE BOARD OF DIRECTORS AND COMMITTEES FOLLOWING THE GENERAL MEETING OF APRIL 24, 2025

Subject to the approval of the resolutions submitted to the vote of the General Meeting to be held on April 24, 2025, at the end of this General Meeting, the Board of Directors of OPmobility SE will be composed of 14 members. The percentage of independent directors will be 42% and the percentage of women, 50%, with directors representing the employees not being taken into account in calculating these rates.

The composition of the Committees of the Board of Directors would be as follows:

- the Audit Committee is chaired by Ms. Élisabeth Ourliac. Ms. Lucie Maurel Aubert and Mr. Vincent Labruyère are members;
- the Compensation Committee is chaired by Mr. Alexandre Mérieux. Ms. Anne-Marie Couderc, Ms. Amandine Chaffois, director representing employees, and Mr. Gonzalve Bich are members;
- the Appointments and CSR Committee is chaired by Ms. Lucie Maurel Aubert. Ms. Anne-Marie Couderc and Ms. Virginie Fauvel are members.

| | Age | Male/Female | Independent director | Audit Committee | Compensation Committee | Appointments and CSR Committee |
|---------------------|-----|-------------|----------------------|-----------------|------------------------|--------------------------------|
| Laurent Burelle | 75 | M | | | | |
| Laurent Favre | 53 | M | | | | |
| Félicie Burelle | 45 | F | | | | |
| Gonzalve Bich | 46 | M | ✓ | | ● | |
| Amandine Chaffois | 44 | F | | | ● | |
| Anne-Marie Couderc | 75 | F | | | ● | ● |
| Virginie Fauvel | 50 | F | ✓ | | | ● |
| Martin Krivan | 42 | M | | | | |
| Vincent Labruyère | 74 | M | | ● | | |
| Paul Henry Lemarié | 78 | M | | | | |
| Lucie Maurel Aubert | 63 | F | ✓ | ● | | ★ |
| Alexandre Mérieux | 51 | M | ✓ | | ★ | |
| Cécile Moutet | 52 | F | | | | |
| Élisabeth Ourliac | 65 | F | ✓ | ★ | | |

✓ Independence within the meaning of the AFEP-MEDEF Code criteria

● Member of the Committee ★ Chairman of the Committee

3.1.1.4 Responsible directors

Within the scope of the law and the rights and duties of directors as defined in the Internal Rules of the Board of Directors of OPmobility SE and in accordance with the AFEP-MEDEF Code, directors and censors are subject to compliance with the rules applicable to the situation of conflict of interest and stock exchange *Code of Ethics*.

Statements on the position of directors

EXISTING FAMILY TIES BETWEEN DIRECTORS

Mr. Laurent Burelle and Mr. Jean Burelle are brothers; Mr. Paul Henry Lemarié is the brother-in-law of Mr. Laurent Burelle and Mr. Jean Burelle.

Ms. Félicie Burelle is the daughter of Mr. Laurent Burelle.

Ms. Cécile Moutet is the daughter of Mr. Jean Burelle.

There are no family ties between the other directors of OPmobility SE.

NO CONVICTION OR INCRIMINATION OF DIRECTORS

Each director has declared, as they do every year, that he/she:

- has not been convicted of fraud in the last five fiscal years;
- has not been involved as a director in a bankruptcy, receivership or liquidation during the last five years;
- is not the subject of an official public offense and/or sanction pronounced by a statutory or regulatory authority;
- has not been prevented by a court from acting as a member of a management, administrative or supervisory body of an issuer, nor from participating in the management or conduct of the affairs of an issuer during the last five years.

MANAGEMENT OF CONFLICTS OF INTEREST

Directors are required to act in the interests of the Company in all circumstances.

Each year, the Board of Directors examines potential situations of conflicts of interest and the agreements reported to it pursuant to Article 6.2 of its Internal Rules.

The Appointments and CSR Committee conducts an annual review of the summary table, prepared by the Company, of financial flows during the fiscal year between OPmobility SE and interested parties within the meaning of the regulations to report to the Board of Directors as part of the regular assessment procedure for current agreements entered into under normal conditions pursuant to Article L. 22-10-12 of the *French Commercial Code*. If there is any doubt as to whether an agreement qualifies as a related-party agreement, the Committee verifies that it is of an ordinary nature and complies with normal conditions, so that the Board can apply the procedure applicable to related-party agreements. In this case, the persons directly or indirectly concerned in this agreement do not take part in this assessment.

In addition to the provisions of the *French Commercial Code* applicable to related-party agreements, the Internal Rules of the Board of Directors set out the specific rules for preventing conflicts of interest applicable to directors in the following terms:

"6.2 Duty of loyalty, non-competition and disclosure of conflicts of interest

Directors undertake to act in good faith in all circumstances and in the interests of the Company. They also undertake to ensure that the decisions of the Board of Directors do not favor one category of shareholders to the detriment of another.

This duty of loyalty obliges directors to comply with a non-competition commitment. Throughout their term of office, each member of the Board of Directors is prohibited from holding any position whatsoever in a company that competes with OPmobility SE and the companies it controls.

In a situation that gives rise to or could give rise to a conflict between the interests of the Company and a director's direct or indirect personal interests or the interests of the shareholder or group of shareholders he or she represents, the director concerned must:

- inform the Board of Directors as soon as he or she becomes aware of such conflict,

- and draw any appropriate conclusions therefrom for the exercise of his or her office. Thus, depending on the case, directors must:
 - abstain from participating in the discussions and voting on the corresponding resolutions, or
 - not attend the meetings of the Board of Directors during the period in which he/she is in a situation of conflict of interest, or
 - resign from his or her duties as a director.

Failure to comply with these abstention or withdrawal rules could result in the director being held liable.

In addition, the Chairman of the Board of Directors will not be required to provide any information or documents relating to the subject at issue to the director(s) if he has serious grounds for believing that said director is in a situation of conflict of interest, and will inform the Board of Directors that such documents have not been provided."

On the basis of the declarations prepared by each director in application of the delegated regulation (EU) no. 2019/980 supplementing regulation (EU) no. 2017/1129 called "Prospectus 3," the Board of Directors has not identified any potential conflict of interest between the duties of the directors with respect to OPmobility SE and their private interests and/or other duties. In particular, based on the work of the Appointments and CSR Committee, the Board of Directors found no business relationships of any nature between the OPmobility Group and any of its directors which could lead to conflicts of interest.

INFORMATION ON SERVICE CONTRACTS BINDING MEMBERS OF THE ADMINISTRATIVE BODIES

No director is bound either to the Company or to its subsidiaries through service contracts providing benefits of any kind.

Stock Exchange ethics

The Board of Directors is aware of the applicable rules on the prevention of insider misconduct, in particular the periods during which trading in securities of the Company is prohibited. It ensures that its Internal Rules and the Stock Exchange Ethics Charter are regularly updated. The stock exchange ethics charter was reviewed by the Board of Directors on February 19, 2024, specifying certain wordings to make the charter more explicit.

On the basis of laws, regulations and market recommendations, OPmobility SE's Stock Market Ethics Charter sets out the legal and regulatory framework applicable to insider information in order to enable each director to avoid breaching these rules.

Insider information is specific non-public information which, if it were to be made public, could have an appreciable influence on the share price. This insider information can be of three main types in particular: strategic, linked to the definition and implementation of the Group's development policy; recurring, linked to the annual calendar for the production and publication of annual and interim financial statements, regular communications or periodic meetings dedicated to financial information; or *ad hoc*, linked to a given project or financial transaction.

This Charter explains what is prohibited when holding inside information, in particular when it involves carrying out or having carried out financial transactions in OPmobility shares on the stock market. It reiterates that misconduct in this area is subject to criminal penalties.

Directors with permanent insider status are particularly requested not to carry out transactions on the securities of OPmobility during certain periods if they have insider information. The Internal Rules of the Board of Directors mention the obligation for all members of the Board of Directors and all censors of OPmobility SE to comply with the terms of the Charter. Members are periodically reminded of these obligations by the Company.

In the meeting of the Board of Directors of December 11, 2024, each director and censor received the schedule of closed periods for 2025 outside of which they may trade in OPmobility shares.

The confidentiality obligations for inside information are also defined in the Internal Rules of the Board of Directors of OPmobility SE.

Furthermore, the directors notify the French Financial Markets Authority (AMF – *Autorité des Marchés Financiers*) of each transaction carried out by themselves, or by persons closely related to them, involving OPmobility securities (see section 3.2.5 "Summary of transactions reported by executive corporate officers and directors during fiscal year 2024").

3.1.1.5 Independent directors

Directors who exercise their judgment freely

All the directors of OPmobility SE have access to permanent information and resources adapted to the performance of their duties. Each has a duty of care and participates independently in the work and decisions of the Board and, where applicable, its review Committees. Each director is subject to compliance with the rules in force on conflicts of interest.

Directors qualified as independent according to the criteria defined by the AFEP-MEDEF Code

Article 6.6 of the Internal Rules provides that the Board of Directors must carry out an annual assessment of the independence of each director with regard to the criteria of the AFEP-MEDEF Code to which it refers, *i.e.*:

Criterion 1: Employee or director during the past five years

Is not or has not been during the past five years:

- employee or executive corporate officer of the Company;
- employee, executive corporate officer or director of a company consolidated by the Company;
- employee, executive corporate officer or director of the Company's parent company or of a company consolidated by this parent company.

Criterion 2: Cross-directorships

Is not an executive corporate officer of a company in which the Company directly or indirectly holds an office of director or in which an employee designated as such or an executive corporate officer of the Company (at present or having been at any time in the past five years) holds an office of director.

Criterion 3: Significant business relations

Is not a significant customer, supplier, investment banker, corporate banker or adviser:

- of the Company or its Group;
- or for which the Company or its Group represents a significant part of its activity.

The assessment as to whether or not the relationship with the Company or its Group is significant is discussed by the Board, and the quantitative and qualitative criteria leading to this assessment (continuity, economic dependence, exclusivity, etc.) are explained in the annual report.

Criterion 4: Family ties

Does not have close family ties with a director.

Criterion 5: Statutory Auditors

Has not been Statutory Auditor of the Company during the past five years.

Criterion 6: Term of office over twelve years

Has not been a director of the Company for more than twelve years. Loss of status as independent director occurs on the twelfth anniversary of the start of the term of office.

Criterion 7: Status of non-executive corporate officer

A non-executive corporate officer cannot be considered independent if he or she receives variable compensation in cash or shares, or any compensation linked to the performance of the Company or of the Group.

Criterion 8: Status of major shareholder

Directors representing major shareholders in the Company or its parent company may be considered as independent providing these shareholders do not participate in the control of the Company. However, above a threshold of 10% of the capital or voting rights, the Board, based on a report by the Appointments Committee, systematically reviews the classification as independent, taking account of the composition of the Company's capital and the existence of any potential conflict of interest.

At its meeting of February 19, 2025, the Board of Directors, on the proposal of the Appointments and CSR Committee, examined the independence of the directors as of December 31, 2024. On the proposal of this committee, the Board considered, in accordance with the AFEP-MEDEF Code to which the Company refers, that a director is independent when "*he or she has no relationship of any kind with the Company, its Group or its management that could compromise the exercise of his or her freedom of judgment.*"

As of December 31, 2024, in addition to Mr. Laurent Favre and Ms. Félicie Burelle, executive corporate officers, it is specified that the following directors cannot be considered as independent:

- Mr. Laurent Burelle, Mr. Paul Henry Lemarié and Ms. Cécile Moutet are related to at least one of the executive corporate officers;
- Mr. Vincent Labruyère and Ms. Anne-Marie Couderc, by virtue of their length of service as directors of OPmobility SE, which amounts respectively to 22 years and 14 years;
- Ms. Amandine Chaffois and Mr. Martin Krivan, directors representing the employees appointed in accordance with the provisions of Articles L. 22-10-6 et seq. of the French Commercial Code.

INDEPENDENCE OF DIRECTORS AS OF DECEMBER 31, 2024 WITH REGARD TO THE AFEP-MEDEF CODE INDEPENDENCE CRITERIA

| | Employee/ director in the previous five years | Cross -directorships | Significant business relations | Family ties | Statutory Auditor | Term of office over 12 years | Status of non -executive corporate officer | Status of major shareholder |
|----------------------------------|--|-------------------------|--------------------------------------|-------------|----------------------|------------------------------------|--|-----------------------------------|
| Independent directors | | | | | | | | |
| Gonzalve Bich | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ (1 year) | ✓ | ✓ |
| Virginie Fauvel | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ (2 years) | ✓ | ✓ |
| Lucie Maurel Aubert | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ (9 years) | ✓ | ✓ |
| Alexandre Mérieux | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ (6 years) | ✓ | ✓ |
| Élisabeth Ourliac | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ (2 years) | ✓ | ✓ |
| Non-independent directors | | | | | | | | |
| Laurent Burelle | ✗ | ✗ | ✓ | ✗ | ✓ | ✗ (43 years) | ✗ | ✓ |
| Félicie Burelle | ✗ | ✗ | ✓ | ✗ | ✓ | ✓ (7 years) | ✓ | ✓ |
| Anne-Marie Couderc | ✓ | ✓ | ✓ | ✓ | ✓ | ✗ (14 years) | ✓ | ✓ |
| Laurent Favre | ✗ | ✓ | ✓ | ✓ | ✓ | ✓ (5 years) | ✓ | ✓ |
| Vincent Labruyère | ✓ | ✓ | ✓ | ✓ | ✓ | ✗ (22 years) | ✓ | ✓ |
| Paul Henry Lemarié | ✗ | ✓ | ✓ | ✗ | ✓ | ✗ (37 years) | ✓ | ✓ |
| Cécile Moutet | ✓ | ✓ | ✓ | ✗ | ✓ | ✓ (7 years) | ✓ | ✓ |
| Employee directors | | | | | | | | |
| Amandine Chaffois | n/a | n/a | n/a | n/a | n/a | n/a | n/a | n/a |
| Martin Krivan | n/a | n/a | n/a | n/a | n/a | n/a | n/a | n/a |

✓ Criterion for independence met. ✗ Criterion for independence not met.

As of December 31, 2024, five directors out of twelve (excluding directors representing employees) were considered independent:

- Mr. Gonzalve Bich
- Ms. Virginie Fauvel
- Ms. Lucie Maurel Aubert
- Mr. Alexandre Mérieux
- Ms. Élisabeth Ourliac

This gives 42% independent directors, in accordance with the provisions of the AFEP-MEDEF Code recommending, for controlled listed companies, a minimum of one-third independent directors, the number of directors representing employees not being included in establishing the percentage of independent directors.

3.1.1.6 Multiple directorships held by directors

The number of corporate offices held by directors in companies outside the Group, including international companies, was assessed as of February 19, 2025 in accordance with the recommendations

of the AFEP-MEDEF Code, according to which "executive corporate officers must not hold more than two other directorships in listed companies outside their Group, including international companies [...]. Directors must not hold more than four other corporate offices in listed companies outside their Group, including international companies."

SUMMARY OF MULTIPLE DIRECTORSHIPS HELD BY MEMBERS OF THE BOARD OF DIRECTORS

| As of February 19, 2025 | Number of offices in listed companies external to the OPmobility Group | Compliance with the AFEP-MEDEF Code criteria |
|-------------------------|--|--|
| Laurent Burelle | 1 | ✓ |
| Laurent Favre | 1 | ✓ |
| Félicie Burelle | 2 | ✓ |
| Gonzalve Bich | 1 | ✓ |
| Anne-Marie Couderc | 1 | ✓ |
| Virginie Fauvel | 1 | ✓ |
| Vincent Labruyère | 0 | ✓ |
| Paul Henry Lemarié | 1 | ✓ |
| Lucie Maurel Aubert | 0 | ✓ |
| Alexandre Mérieux | 1 | ✓ |
| Cécile Moutet | 0 | ✓ |
| Élisabeth Ourliac | 0 | ✓ |
| Amandine Chaffois | 0 | ✓ |
| Martin Krivan | 0 | ✓ |



3.1.2 Conditions for the preparation and organization of the work of the Board of Directors

3.1.2.1 Functioning of the Board of Directors

The Board of Directors met four times in 2024. A meeting was organized on December 11, 2024, at the Alphatech site, a research and innovation center located in Venette, France, to present innovations and products from different segments of the Group to the members of the Board of Directors.

Three committees prepare the Board's discussions and deliberations, and eight meetings were organized in 2024:

- 3 meetings of the Audit Committee;
- 3 meetings of the Appointments and CSR Committee, and
- 3 meetings of the Compensation Committee.

Directors may propose any subject relevant to good governance on the agenda of the Board and its Committees. The directors of OPmobility SE are regularly informed of all of the Company's activities and its performance.

Discussions within the Board, led by its Chairman, are conducted in a transparent and in-depth manner.

Frequency, duration and participation in meetings

The functioning of the Board is set out in Article 12 of the bylaws, and its organization is described in Article 3 of the Internal Rules of the Board of Directors.

The Board of Directors meets as often as the interests of the Company require and, pursuant to the Internal Rules, at least four times per year. Board meetings may be held by any means of videoconferencing or telecommunication allowing the identification of directors and ensuring their effective participation in accordance with the terms and conditions laid down in the Internal Rules.

In accordance with Article 11 of the bylaws, all directors must own at least 900 shares of the Company, to be acquired during open periods. This obligation does not apply to directors representing employees.

The functions of Chairman of the Board of Directors and Chief Executive Officer have been separate since 2020. Mr. Laurent Burelle is Chairman of the Board of Directors, Mr. Laurent Favre is Chief Executive Officer and Ms. Félicie Burelle is Managing Director.

The Board Secretary assumes the responsibilities of the secretariat of the Board and draws up the minutes of its meetings.

3

Corporate governance

Composition and conditions for the preparation and organization of the work of the Board of Directors

EXECUTIVE SESSIONS

The directors meet at least once a year without the presence of executive corporate officers, to conduct an overview of the functioning of governance and to assess the performance of the Chairman of the Board of Directors, Chief Executive Officer and Managing Director. The Chairwoman of the Appointments and CSR Committee chairs this meeting. She informs the members of the Board of Directors of the holding of these meetings and of their main conclusions. An executive session was held on October 25, 2024.

ATTENDANCE

The preparation and holding of Board meetings require significant investment and availability on the part of the directors. In 2024, the average attendance rate at Board meetings was 94%. The individual rate at Board and Committee meetings is detailed below. The breakdown of the compensation awarded to the directors, established according to the attendance of each of them at the meetings of the Board and the various committees, is detailed in section 3.2.1 "Compensation of directors in 2024" of this report.

INDIVIDUAL ATTENDANCE OF DIRECTORS AND CENSORS AT BOARD AND COMMITTEE MEETINGS IN 2024

| Directors | Board of Directors | | Audit Committee | | Compensation Committee | | Appointments and CSR Committee | |
|---|--------------------|-----------------|--------------------|-----------------|------------------------|-----------------|--------------------------------|-----------------|
| | Number of meetings | Attendance rate | Number of meetings | Attendance rate | Number of meetings | Attendance rate | Number of meetings | Attendance rate |
| Laurent Burelle | 4/4 | 100% | - | - | - | - | - | - |
| Laurent Favre | 4/4 | 100% | - | - | - | - | - | - |
| Félicie Burelle | 4/4 | 100% | - | - | - | - | - | - |
| Gonzalve Bich | 3/4 | 75% | - | - | - | - | - | - |
| Martina Buchhauser ⁽¹⁾ | 1/1 | 100% | - | - | - | - | - | - |
| Amandine Chaffois | 4/4 | 100% | - | - | 3/3 | 100% | - | - |
| Anne-Marie Couderc | 4/4 | 100% | - | - | 3/3 | 100% | 3/3 | 100% |
| Virginie Fauvel | 4/4 | 100% | - | - | - | - | 3/3 | 100% |
| Ireneusz Karolak ⁽²⁾ | 1/1 | 100% | - | - | - | - | - | - |
| Martin Krivan ⁽³⁾ | 2/2 | 100% | - | - | - | - | - | - |
| Vincent Labruyère | 4/4 | 100% | 3/3 | 100% | - | - | - | - |
| Paul Henry Lemarié | 4/4 | 100% | - | - | - | - | - | - |
| Éliane Lemarié, permanent representative of Burelle SA ⁽¹⁾ | 1/1 | 100% | - | - | - | - | 1/1 | 100% |
| Lucie Maurel Aubert | 4/4 | 100% | 3/3 | 100% | - | - | 3/3 | 100% |
| Alexandre Mérieux | 3/4 | 75% | - | - | 3/3 | 100% | - | - |
| Cécile Moutet | 3/4 | 75% | - | - | - | - | - | - |
| Élisabeth Ourliac | 4/4 | 100% | 3/3 | 100% | - | - | - | - |
| Censors | | | | | | | | |
| Jean Burelle | 3/4 | 75% | - | - | - | - | - | - |
| Prof. Dr. Bernd Gottschalk | 4/4 | 100% | - | - | - | - | - | - |
| OVERALL ATTENDANCE RATE | | 94% | | 100% | | 100% | | 100% |

(1) Director until April 24, 2024

(2) Director representing employees until June 20, 2024

(3) Director representing employees since June 20, 2024

Senior Executive procedures

OPmobility SE has a corporate governance method adapted to its specificities and which is part of a constant process of progress. The procedures used by the Senior Executives to manage OPmobility SE have always been decided in the best interest of the Company and with the constant concern to enable the corporate governance method chosen to optimize the economic and financial performance of the Group and create the most favorable conditions for its long-term development.

At its meeting of September 24, 2019, the Board of Directors resolved to split the positions of Chairman of the Board of Directors and Chief Executive Officer. This split of positions took effect on January 1, 2020. Since that date, Laurent Burelle has been Chairman of the Board of Directors, Laurent Favre is Chief Executive Officer and Félicie Burelle is Managing Director.

The organization of the Senior Executives guarantees the sustainability of the Group's performance and commitments, as well as the quality of its governance.

Mr. Laurent Burelle brings to the Board of Directors and the Senior Executives his successful and recognized experience in both positions. The Board can count on its expertise in governance matters to meet the expectations of stakeholders.

Role of the Chairman of the Board of Directors

Mr. Laurent Burelle, as Chairman of the Board of Directors, organizes and directs the work of the Board, on which he reports to the General Meeting. He chairs Board meetings, directs the discussions and ensures compliance with the provisions of the Internal Rules. In this respect, the Chairman:

- convenes meetings of the Board according to a schedule of meetings communicated to the directors and decides whether to convene the Board at any other time, if necessary;
- prepares the agenda, supervises the creation of the Board file and ensures the completeness of the information contained therein;
- ensures that certain topics are discussed by the committees in preparation for Board meetings and ensures that they have the power to make proposals to the Board;
- leads and directs the discussions of the Board;
- ensures that directors comply with the provisions of the Board's Internal Rules;
- prepares and organizes, in conjunction with the Appointments and CSR Committee, the periodic assessment of the Board;
- ensures the smooth organization of the General Shareholders' Meeting, which he chairs.

He seeks to ensure the quality of discussions and to promote collective decision-making. He also ensures that the Board devotes sufficient time to its discussions, giving each item on the agenda time proportionate to the importance it represents for the Company. The directors collectively ensure that there is a correct balance in the speaking time of each one of them. The Chairman ensures that the questions asked in line with the agenda receive appropriate answers.

The Chairman of the Board takes care to develop and maintain a relationship of trust between the Board and Senior Executives in order to guarantee the permanence and continuity of the implementation of the orientations defined by the Board.

The Chairman ensures that Board meetings and committees operate smoothly, the meetings of which he may attend and submit questions for opinion, and that principles of good governance apply. In particular, he ensures that the directors are provided with the clear and appropriate information necessary to the performance of their duties in a timely manner.

The Chairman ensures the proper organization of the General Shareholders' Meeting which he chairs, answers shareholders' questions and more generally ensures good shareholder relations.

Should the Chairman be unable to attend, he is replaced by the Chief Executive Officer or the Managing Director, themselves directors, or, in their absence, by another director chosen by the Board at the beginning of the meeting.

Relations between the Chairman of the Board of Directors and Senior Executives

Taking into account the experience and expertise of Mr. Laurent Burelle, as well as his in-depth knowledge of the Group and automotive industry markets, the Chairman acts in close

collaboration with the Chief Executive Officer who, with the support of the Managing Director, is responsible for the management and operational management of the Company. The Board of Directors decided to extend the missions entrusted to the Chairman. At its meeting on December 11, 2024, on the recommendation of the Appointments and CSR Committee, the Board of Directors defined the organization of relations between the Chairman and Senior Executives as follows for 2025, thus confirming decisions made previously. The Chairman of the Board of Directors approves:

- the annual budget and the five-year strategic plan, after being regularly informed by the Chief Executive Officer of the progress of its preparation;
- proposed disposals and acquisitions with a value of more than €50 million or revenue exceeding €100 million;
- movements within the Executive Committee;
- the raising or cancellation of loans and banking agreements;
- strategic changes related to the Corporate Social Responsibility (CSR) policy.

In close collaboration with the Chief Executive Officer, he is also responsible for banking relations with the Senior Executives of banking institutions and choices in relation to tax matters for the OPmobility Group and its subsidiaries.

The Chairman of the Board of Directors coordinates with the Chief Executive Officer, who is responsible for the steering and operational management of the Group. In addition to the exercise of the powers conferred on him by French law, the Chairman may be consulted by the Chief Executive Officer on any matter relating to the running of the Company.

He is kept regularly informed by the Chief Executive Officer of significant events in the life of the Group, particularly with regard to strategy, organization, investments and divestments.

The Chairman of the Board of Directors ensures that the OPmobility Group's values and culture are respected.

The Board of Directors considers that this organization guarantees the sustainability of the Group's performance, values and commitments as well as the quality of its governance.

Relations between the Board of Directors and Senior Executives

The Senior Executives communicate transparently with the directors and keep them regularly informed of the Company's operations and its performance.

The Board has the means to deal freely with issues that concern it, in particular the Company's strategic orientations, to monitor and ensure their implementation and to control their proper management.

The Chairman of the Board of Directors is kept regularly informed by the Chief Executive Officer of significant events in the Group. If necessary, he informs members of the Board in between meetings. Only the Chairman is entitled to speak on behalf of the Board. He conducts the work of the Board in order to obtain the support and commitment of the directors for the actions of the Chief Executive Officer and to ensure the development of the Company with complete confidence.

The Board of Directors may meet at any time, depending on current events.

DIRECTORS' RIGHTS AND OBLIGATIONS

The Internal Rules of the Board of Directors provide that its members are subject to obligations such as to:

- act in the corporate interest;
- inform the Chairman of the Board and the Board of any situation of conflict of interest, even a potential one, and refrain from voting on any deliberation for which such a situation of conflict of interest exists;
- perform their duties in compliance with legal provisions, in particular those relating to limits on the number of terms of office, and attend Board and Committee meetings;
- be informed so that they can make a useful contribution to the topics on the agenda;
- consider themselves bound by true professional secrecy and be bound by an obligation of loyalty;
- comply with the Company's Stock Exchange Ethics Charter, in particular with regard to securities transactions;
- inform the Chairman of the Board of Directors without delay of any agreement entered into by the Company in which they are directly or indirectly interested or which has been entered into by an intermediary.

DIRECTORS' INFORMATION

The Chairman of the Board of Directors shall provide the directors with sufficient time to enable them to fully perform their duties. In addition, the Chairman of the Board of Directors constantly communicates to the members of the Board any material information concerning the Company. Each director receives and may request all information necessary for the performance of their duties. For this purpose, the directors may meet with the key executive corporate officers of the Company and the Group as soon as the Chairman of the Board of Directors has been informed in advance.

At the request of the Chairman of the Board of Directors or a director, an operational director may be invited to any meeting of the Board devoted to the prospects and strategies of their sphere of business.

A digital platform is available to directors to assist them in carrying out their duties. This tool is accessible *via* a tablet application provided by the Company to all members of the Board of Directors and allows in particular documents to be securely provided relating to the meetings of the Board of Directors and Committees.

3.1.2.2 Assessment of the Board of Directors' organization and functioning

- **Annual assessment** process for the Board of Directors within the framework of the AFEP-MEDEF Code, to which the Company refers, and market recommendations such as those of the AMF (French Financial Markets Authority).

The Board of Directors also conducts a **formal assessment** of its own operations at regular intervals, not exceeding three years. This assessment is carried out under the direction of the Chairman of the Appointments and CSR Committee, with or without the assistance of an external consultant.

In 2024, a new formal assessment took place under the direction of the Chairwoman of the Appointments Committee, with the assistance of an external consultant. It took the form of a detailed questionnaire, which all directors completed.

- **Main objectives:**

- verify that important issues are properly prepared and discussed within the Board; measure the contribution of each member to the work of the Board;

- make suggestions for improvements;
- improve the effectiveness of the Board of Directors.

- **Support and procedure:**

- steering of the assessment process by the Chairwoman of the Appointments and CSR Committee;
- reminder of the principles set out by the AFEP-MEDEF Code and stock market expectations so that each director analyzes the proper functioning of the Board and his or her personal contribution to its work and decisions;
- questionnaire prepared in 2021 with the assistance of an external consultant and reviewed annually;
- annual individual meetings between the directors and the Board Secretary;
- feedback on the responses provided at the Appointments and CSR Committee meeting, followed by a discussion between directors, and decisions made for 2025.

- **Main themes of the assessment:**

- composition of the Board of Directors, its organization and functioning;
- quality and relevance of the information provided and the agendas;
- Board of Directors' commitment to defining the Group's strategy;
- activity of the Committees, in particular the procedure for assessing current agreements, analysis of the independence of directors and any conflicts of interest;
- main governance issues.

Concerning **the composition of the Board**, the directors consider that it is satisfactory and balanced. The diversity in terms of profiles, age, gender and expertise makes it possible to actively discuss with Senior Executives the strategic challenges facing the Group and to make independent decisions. The number of independent directors is appropriate given their profile and the shareholding structure. The expected skills are well represented in relation to the needs defined by the Board, particularly the experience of directors in international companies. The **composition of Committees** is also considered appropriate, with competent directors within each of them.

Concerning **the organization of Board discussions**, it was stressed that each director fully plays his or her role by questioning Senior Executives. Discussions are open, and the directors express themselves in a positive climate of trust. The Chairman of the Board of Directors promotes exchanges and the quality of debates. Senior Executives communicate transparently and respond in detail to all questions.

Directors considered that **Board of Directors' meeting agendas** are adapted to the economic situation and cover all subjects. The in-depth presentation of revenue, the automotive market and new technologies allow directors to be immersed in OPmobility's operational business.

The **frequency and duration of meetings** was deemed sufficient, the time set aside for debates quite satisfactory.

Directors emphasized the **quality of information**, which is provided in full and is detailed, and which is communicated to them before each meeting of the Board and committees and which promotes the quality of discussions. The digital platform is well used. The topics addressed in 2024 were very diverse and aligned with the Group's issues. The managers' presentations provided a good understanding of the challenges. Information on changes in the market and the competitive environment was of good quality. The directors also noted a good level of information on the main strategic challenges, including those related to CSR. Concerning **acquisitions and restructuring**, the directors are satisfied with the way in which the discussions are presented and discussed in the Board. They are in line with the Group's strategy. The Senior Executives listen to the opinions of the directors.

The directors also believe that the attention paid to **conflicts of interest** is well managed by the rules in force. The confidentiality of the discussions is well respected.

The current holding of one **executive session** per year is considered appropriate.

The dynamics of the Board are quite satisfactory, with excellent interaction between the various directors. Regarding **governance**

issues, the procedures used by the Senior Executives, in particular the separation of the functions of Chairman and Chief Executive Officer, work very satisfactorily, with the complementarity of the Chairman of the Board of Directors and the Chief Executive Officer being considered a particular asset. Furthermore, regarding **the Chairman of the Board, the Chief Executive Officer and the Managing Director** individually, the transparency of the Chief Executive Officer and the Managing Director, their competence and their knowledge of projects were highlighted, and the way discussions are led by the Chairman of the Board of Directors and the operating procedures used by the Senior Executives were also singled out in particular. The balance of powers is well ensured. The directors do not consider it necessary to appoint a **lead director**, in light of the composition and functioning of the Board. This appointment would be of limited interest, as the directors wished to maintain a direct relationship with the Chairman and Senior Executives.

The **panel of Censors** was also assessed by the Board of Directors. The expertise of the censors, in particular in terms of knowledge of the Group and the international context in which it operates, exercised within the Board in order to protect the interests of the Company and the Group, were considered very positive. Without being able to take part in votes on decisions, their freedom of speech and judgment contributes to enriching the discussions within the Board.

Concerning **the work of the Committees**, their operation is satisfactory, the projects are well constructed. The directors, members of these committees, believe that the subjects are dealt with in a serious and solid manner. The Board of Directors can make its decisions with complete confidence on the basis of the recommendations of the Committees.

The **Audit Committee** fulfills its missions precisely, with work based on the detailed information provided by the Company's management. The balance between compliance and business issues is particularly appreciated. CSR topics and the monitoring of non-financial data are well addressed, and specific attention was paid to risk issues. The monitoring of acquisitions and the integration of acquired companies processed by the Audit Committee was greatly appreciated.

The **Compensation Committee** is well prepared and the work is well anticipated. The alignment of compensation with the strategic objectives pursued is verified. The inclusion of quantifiable criteria related to the Company's climate objectives, in particular the carbon neutrality strategy, is given particular attention by the Committee (see section 3.1.4).

The quality of the work of the **Appointments and CSR Committee** is highlighted. CSR issues are now widely addressed and include the Company's Climate and Carbon Neutrality strategy, the review of the CSRD, the Group's Health and Safety policy, gender diversity within management bodies, for which OPmobility is regularly recognized for its strong commitment, and diversity within the Group.

In addition, **points for improvement** identified by the Board of Directors concern the composition of the Board of Directors to maintain and strengthen the level and diversity of skills, in particular on sustainability issues as well as international experience. Discussions on market developments, advances in technology and their impact on the automotive industry could be the subject of a dedicated meeting. The contributions from Senior Executives deserve to be expanded upon.



Corporate governance

Composition and conditions for the preparation and organization of the work of the Board of Directors

3.1.2.3 Responsibilities and powers of the Board of Directors

Responsibilities of the Board

By virtue of the legal and regulatory provisions and of Article 11 of the bylaws, the Board of Directors sets the Group's strategies and ensures their implementation in accordance with its corporate interest, taking into consideration social and environmental challenges. It also exercises the following powers:

| | |
|--------------------------------------|--|
| Strategy | <ul style="list-style-type: none"> reviews, at least once a year, the Group's industrial and financial strategy determines the strategy, development model and long-term outlook, ensures that shareholders and investors receive relevant, balanced and informative information on the strategy, including the way significant non-financial challenges facing the Company are taken into account |
| CSR | <ul style="list-style-type: none"> promotes long-term value creation by the Company by taking into consideration the social and environmental challenges facing its activities ensures compliance with strategic climate guidelines and the achievement of objectives set in a specific timetable |
| Governance | <ul style="list-style-type: none"> selects the method of exercising Senior Executive procedures |
| Appointments and compensation | <ul style="list-style-type: none"> appoints the executive corporate officers and sets their compensation reviews, at least once a year, the policy on equal pay and equal opportunity in the workplace |

Subject to the powers expressly conferred on Shareholders' Meetings and within the limits of the Company's purpose, the Board examines any question in connection with the smooth running of the Company and through its deliberations settles matters concerning it. It is committed to promoting the long-term creation of value by the business.

The Board ensures that shareholders receive relevant and informative information on the Company's strategy, development model and the account taken of the significant non-financial challenges facing the Company as well as its long-term outlook.

The Board of Directors carries out the controls and verifications that it deems necessary. The directors control the Company's economic and financial management, and they review and approve the broad lines of actions considered by the Senior Executives, which implement them.

To this end, the Board constantly seeks a working method which, while strictly complying with the law and regulations, is conducive to the conditions of good corporate governance.

The work of the Board of Directors is based on its Internal Rules, which are intended to supplement the legal, regulatory and statutory rules and the market recommendations to which the Board refers.

Powers of the Board of Directors

The balance of powers within the Board of Directors is based mainly on its consistent and harmonious composition and on the qualities of its members. The diversity and complementarity of the directors' experiences and expertise (entrepreneurial, international, financial, industrial, digital, etc.) enables quick and in-depth understanding of the challenges associated with the OPmobility Group's development.

The balance between long-serving, seasoned directors and those more recently appointed allows a new vision to be combined with the consistency of long-term decisions.

Senior Executives have the broadest powers to act under any circumstances in the name of the Company, within the limits of the corporate purpose and subject to the powers that the law expressly grants to Shareholders' Meetings and to the Board of Directors. The Internal Rules of the Board of Directors contain limits on their powers to make certain decisions which, on account of their purpose or their amount, are notably subject to the prior approval of the Board of Directors.

Thus, the Board of Directors must approve material transactions likely to affect the Group's strategy or significantly change its financial structure or scope of businesses. These transactions are defined in point 5 of the Board of Directors' Internal Rules.

"5. Senior Executive Powers

Either by the Chairman of the Board who holds the title of Chairman and Chief Executive Officer, or another natural person holding the title of Chief Executive Officer is responsible for running the Company.

Whether this function is assumed by a Chairman and Chief Executive Officer or by a Chief Executive Officer, he or she is vested with the broadest powers to act in all circumstances on behalf of the Company. He or she exercises these powers within the limits of the corporate purpose and subject to the powers expressly granted by French law to General Meetings of Shareholders and to the Board.

The Chief Executive Officer also exercises these prerogatives within the framework defined, where applicable, in application of

Article 4 of the Internal Rules.

At least once a year, the Senior Executives submit to the Board of Directors the forecasts for the income statement, investments, changes in debt and working capital requirements, as well as significant transactions, the draft management report, the financial statements and the report on the composition of the Board of Directors and conditions for the preparation and organization of its work and internal control and risk management procedures, as well as the status of the bank credit lines available to the Company.

The members of the Board of Directors are also informed of changes in the markets, the competitive environment and the main challenges, including in the area of the Company's corporate social and environmental responsibility.

Material transactions likely to affect the strategy of the Company or the Group or significantly modify its financial structure or its scope of activity or consolidation are subject to prior approval by the Board of Directors, such as:

- acquisitions, mergers, disposals, equity investments and withdrawals likely to significantly change the financial structure;
- global investments;
- any significant transactions that fall outside the strategy announced by the Company;
- the approval of the OPmobility SE budget.

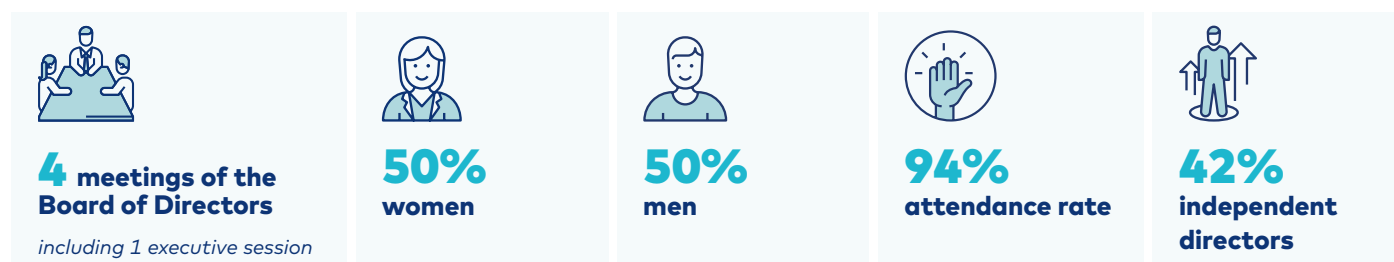
The Board of Directors is responsible for assessing the material nature of a transaction.

Senior Executives represent the Company in its relations with third parties. On the proposal of the Chief Executive Officer, the Board may appoint one or more natural persons to assist the Chief Executive Officer, with the title of Managing Director.

Notwithstanding the foregoing, when a sale is planned, in one or more transactions, involving at least half of the Company's assets over the last two fiscal years, the Board of Directors must, prior to the completion of this disposal, present a report on the context and process for such transactions to the General Meeting. This presentation is followed by an advisory vote of shareholders under the conditions of quorum and majority for the Ordinary General Meeting. If the Meeting issues a negative opinion, the Board of Directors must meet as soon as possible and immediately publish a release on the Company's website on the follow-up it intends to give to the transaction."

Each year, the Board authorizes the Senior Executives to issue sureties, endorsements and guarantees and to issue bonds in amounts for which the Board determines the total sum.

3.1.3 Activities of the Board of Directors



During fiscal year 2024, the Board of Directors met four times. The attendance rate at Board meetings was 94%. The attendance rate at the meetings of the Committees of the Board of Directors was 100%. The average individual attendance rate for Board of Directors' and Committee meetings for 2024 is shown, for each director, in section 3.1.2.1.

The agenda of the Board of Directors is drawn up by the Chairman of the Board of Directors in consultation with the Chief Executive Officer.

The Board is regularly informed of the work of the various Committees by their Chairman and makes its decisions based on their recommendations.

In 2024, the Board's activity mainly focused on the following topics:

Group strategic orientations and monitoring of its divisions

- operational implementation of new strategic orientations;
- the hydrogen mobility and H2-Power business group development strategy;
- the strategic outlook of the C-Power business group;
- presentation of the changes in the Group's organization, the new corporate name and the new brand;
- research and innovation;
- the impact on the Group's activities of changes in environmental laws and regulations;

- the review of the various issues relating to the Group's industrial activities;
- the impact of increased production costs, particularly energy costs.

Investments and asset sales

- monitoring the acquisitions, their integration into the Group, the synergies developed, the implementation of the business plan and the value created for the OPmobility Group;
- other investments, particularly in the Exterior & Lighting business group and in operations;
- progress reports on ongoing projects.

Finance, audit and risks

- approval of the statutory and consolidated financial statements, the proposed appropriation of net income and draft press releases;
- approval of management planning documents;
- approval of the 2025 budget and medium-term business plan;
- analysis of the annual review of the Group's risks and the assessment of internal control, as well as the operations put in place to combat cyber-attacks and associated risks;
- renewal of the annual authorizations granted to Senior Executives to issue bonds and to issue sureties, endorsements and guarantees;
- analysis of financial studies and analysts' notes;

- statement of asset impairments made in 2024;
- distribution of an interim dividend;
- analysis of current agreements entered into during the year or in previous years, but which remained in force during the fiscal year;
- analysis of related-party agreements entered into and authorized during the fiscal year or during previous fiscal years, but which continued to be executed during the last fiscal year, or whose execution has not yet taken place at the time of the review;
- reclassification or downgrading of any related-party agreement to a regulated agreement or a current agreement, as the case may be, in view of the qualification criteria defined by law, case law and professional organizations and used by the Group.

Governance, appointments and compensation

- the proper conduct of the Group's governance;
- assessment by the Board of its own functioning and its development (without the presence of the executive corporate officers and directors belonging to the family group);
- the compensation policy for directors and corporate officers for 2024, in particular that of the Chairman of the Board of Directors, the Chief Executive Officer and the Managing Director;
- Setting the compensation of the corporate officers for 2023 and assessment of the performance of the Chief Executive Officer and the Managing Director;
- Adoption of the free performance share plans of April 25, 2024 and July 22, 2024;
- Information on the Group's Human Resources policy, including the compensation policy, the diversity and gender equality policy, equal opportunity policy, the attractiveness of OPmobility and talent retention;
- Setting gender diversity objectives in strategic positions;
- preparation of the Combined General Meeting;
- the competence and independence of the directors in office;
- the reappointment of the Chairman of the Board of Directors and the Chief Executive Officer;
- the reappointment of the members of the Board of Directors;
- the renewal and appointment of members of the Specialized committees.

Corporate social responsibility

- regular monitoring of CSR objectives for 2050: net zero emissions and climate strategy;
- review of the adequacy of proposed investment with each of the Group's CSR criteria, taking into consideration social, ethical and climate challenges;
- review of the Vigilance Plan drawn up by the operational departments;
- the presentation of the reporting set up by the Company in the context of CSRD reporting obligations;
- the Group's diversity and gender balance policy;
- professional and salary policy;
- annual "health and safety" at work review.

3.1.4 Activities of the Board of Directors' Committees

Discussions and decisions of the Board of Directors are assisted by the work of its specialized committees, which report to it after each of their meetings. The details of the missions of each committee are given in the Internal Rules of the Board of Directors.

The Board of Directors' committees are responsible for studying all matters relating to the Company that the Board or its Chairman submits for them to examine and issue an opinion, preparing the tasks and decisions of the Board relating to these subjects or projects and reporting their conclusions to the Board in the form of minutes, proposals, opinions, information memorandums or recommendations. The committees carry out their duties under the responsibility of the Board of Directors, and in their own domain. Committees do not have decision-making power.

The Board of Directors, on the proposal of its Chairman, and following the recommendation of the Appointments and CSR Committee, appoints members of the committees as well as the committees' Chairpersons, taking into account the skills and experience of the directors.

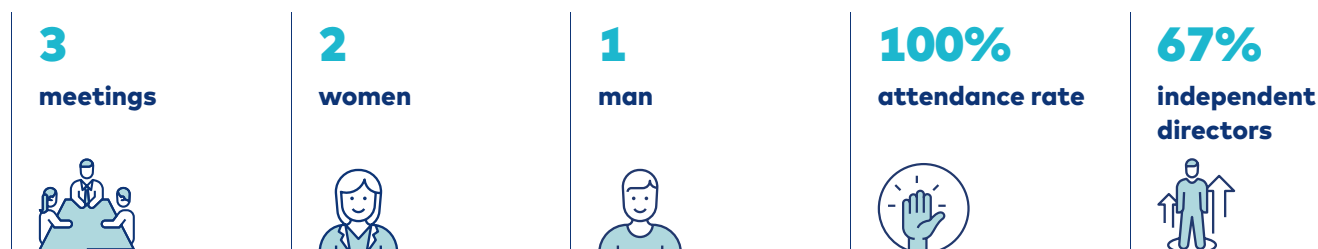
To carry out their work, after having informed the Chairman of the Board of Directors and subject to reporting to the Board of Directors, the committees may hear any responsible person within the Group and/or request technical studies on subjects falling within their areas of responsibility, at the expense of the Company. In the event of recourse by the committees to the services of external consultants, the committees must ensure the objectivity of the consultant concerned.

Three committees support the Board of Directors: the Audit Committee, the Appointments and CSR Committee and the Compensation Committee. Secretarial services for Board committees are provided by the Corporate Secretary.

Audit Committee

Chairwoman: Ms. Élisabeth Ourliac

The Audit Committee is composed of three members: *Élisabeth Ourliac, Lucie Maurel Aubert and Vincent Labruyère.*



The Audit Committee met three times during fiscal year 2024 with an attendance rate of 100%. The Statutory Auditors attended all meetings, as did the Group's Finance Department. The Internal Audit and Risk Management Director participated in one meeting.

Principal missions

The principal missions of the Audit Committee are:

- monitoring the basis of preparation for the Group's financial information;
- monitoring the legal audit of the annual financial statements and consolidated financial statements by the Statutory Auditors;
- reviewing the Statutory Auditors' audit plans and engagement program and the outcome of their verifications;
- monitoring the independence of the Statutory Auditors;
- monitoring the effectiveness of internal control and risk management systems and internal audit concerning the procedures relating to the preparation and processing of financial and non-financial accounting information put in place by Senior Executives that may have an impact on the financial statements;
- monitoring the Group's major exposures and sensitivity to risks;
- monitoring and approval of the Group's compliance program;
- warning the Chairman of the Board in the event of detection of a major risk, which the Committee believes has not been treated appropriately;
- reviewing the program and objectives of the Internal Audit Department, as well as the methods and procedures of the internal control systems used;
- reviewing the scope of consolidation and reasons why some companies would not be included;
- reviewing the main accounting options used, the significant off-balance sheet commitments as well as the financial position and the cash position;
- reviewing any proposed change in accounting standards or changes in accounting policies;
- reviewing matters likely to have a significant impact on the Group's financial situation.
- review of interim statutory and consolidated financial statements at June 30, 2024;
- review of the Statutory Auditors' reports on the statutory and consolidated financial statements;
- review of the Statutory Auditors' 2024 audit plan and the results of the audits carried out, their recommendations as well as the actions to be taken as part of the statutory audit;
- estimates and forecasts at 2024 year-end;
- review of the audit plan and the outcome of the verification carried out, their recommendations as well as the action taken as part of the statutory audit;
- implementation of the regular assessment procedure for current agreements entered into under normal conditions;
- review of the methods used and the results of asset impairment tests carried out in 2024;
- review of the audits carried out with regard to social, environmental and societal information;
- monitoring of internal audit activity including CSR commitments;
- review of the 2024 sustainability information and review of the sustainability auditors' report;
- study and validation of the risk mapping and associated action plans, in particular environmental and IT risks, including the priority risk of cyber-attacks as well as the risk related to the CSRD obligations, focus on "anti-corruption" risk and review of anti-fraud and anti-corruption measures in place, which were reviewed on several occasions;
- review of the information systems security system deployed within the Group;
- integration of companies acquired in 2023;
- monitoring of the business plan of the main acquisitions, goodwill and impairment;
- review of significant off-balance sheet commitments;
- review of the report of the Board of Directors on corporate governance;
- information on legal risks and potential disputes and major facts that are likely to have a significant impact on the financial position of the OPmobility Group.

Main activities in 2024

The activities of the Audit Committee focused on the following topics:

- approval of the 2023 statutory and consolidated financial statements;

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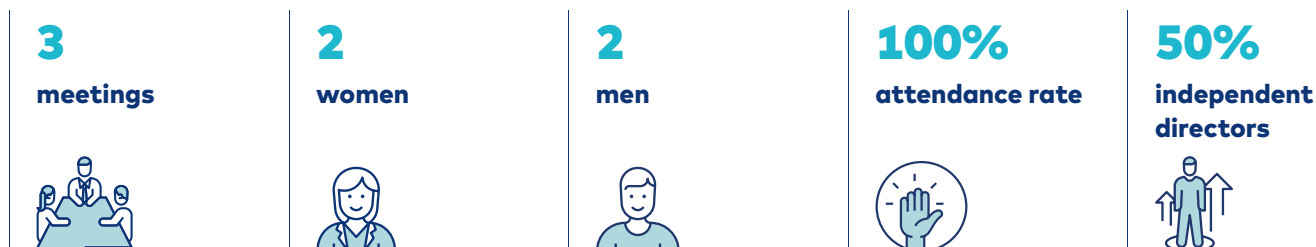
Corporate governance

Composition and conditions for the preparation and organization of the work of the Board of Directors

Compensation Committee

Chairman: **Mr. Alexandre Mérieux**

The Compensation Committee is composed of four members: **Alexandre Mérieux**, **Anne-Marie Couderc**, **Amandine Chaffois** (director representing employees) and **Gonzalve Bich**.



The Compensation Committee met three times during fiscal year 2024 with an attendance rate of 100%.

Principal missions

- drafting proposals for the compensation of the Chairman of the Board of Directors and executive corporate officers and conditions for the grant thereof;
- proposals for setting the variable portion for the executive corporate officers;
- proposals relating to the pension and insurance plans;
- fixing the overall amount of the compensation of directors to be submitted to the General Meeting and the distribution method;
- determining the incentive plan policy, mainly including free share award plans.

Main activities in 2024

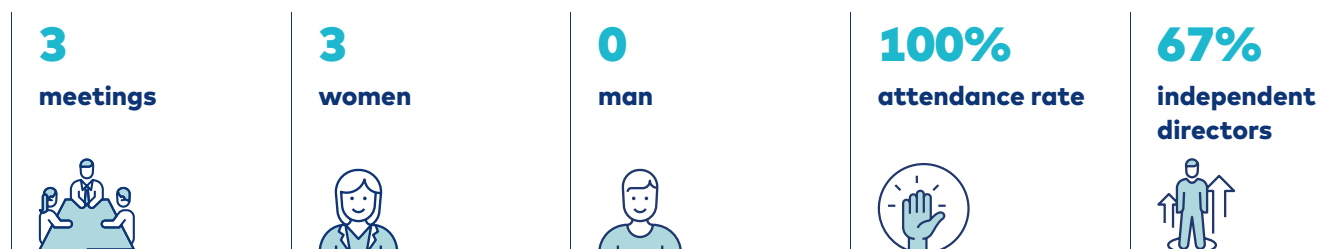
- reviewing the fixed compensation and variable components of executive corporate officers and recommendations to the Board;
- analyzing the performance of executive corporate officers in 2023 and communicating to the Board a recommendation for annual variable compensation for 2023;
- reviewing the compensation policy applicable to the Chairman of the Board of Directors, the Chief Executive Officer and the Managing Director for the 2025 fiscal year;
- reviewing the structure of the executive corporate officers' annual variable compensation and the targets set for 2025;

- analyzing and proposals regarding the allocation of free shares for 2024;
- analysis of deliveries made in 2024 relating to the 2020 free share award plan;
- analyzing and consideration of the structure of the executive corporate officers' annual variable compensation and the targets for 2025;
- proposal to grant exceptional compensation to executive corporate officers, principle and amount;
- proposal to award a severance payment to executive corporate officers in the event of departure at the Company's initiative;
- approval of the information given to shareholders in the annual report on the compensation of directors;
- preparing the draft resolutions presented to the General Shareholders' Meeting of April 24, 2024 (*ex-ante* vote on the compensation policy for 2024 and *ex-post* vote on the components of compensation paid to executive corporate officers in respect of 2023) and presentation of the criteria for the variable portion of compensation;
- executive corporate officers' pension: review of the situation of each executive corporate officer;
- breakdown of the amount allocated to directors and censors as compensation for their work on the Board of Directors and its committees: recommendation for the breakdown for 2024.

Appointments and CSR Committee

Chairwoman: **Ms. Lucie Maurel Aubert**

The Appointments and CSR Committee is composed of three members: **Lucie Maurel Aubert, Anne-Marie Couderc and Virginie Fauvel.**



The Appointments and CSR Committee met three times in fiscal year 2024, with an attendance rate of 100%.

Principal missions

- consideration and recommendations to the Board regarding procedures for the exercise of powers by Senior Executives;
- opinion on the proposal of the Chief Executive Officer for the appointment of Managing Directors;
- recommendation for new directors to the Board;
- examination of the qualification of independent directors, reviewed by the Board of Directors every year;
- verification of the proper application of the Corporate Governance Code referred to by the Company;
- discussion on issues pertaining to the governance related to the working and organization of the Board;
- preparation of succession plans for executive corporate officers in the event of unforeseen vacancies;
- assessment of risks and opportunities in terms of societal and environmental performance;
- the integration of the Group's commitments in terms of sustainability, with regard to the challenges specific to its activities and its objectives;
- analysis of non-financial information reporting;
- review of the non-financial reporting disclosure;
- review of risks and opportunities related to climate change, monitoring of the Group's consideration of non-financial challenges and long-term outlook, in particular through the setting of non-financial objectives;
- monitoring of the Group's level with respect to non-financial compliance and corporate social responsibility.

Main activities in 2024

- examination of the succession plans for executive corporate officers with a view to ensuring the continuity of Senior Executives' work;
- proposals submitted for approval to the General Meeting of April 24, 2024: acknowledgment of the non-renewal of the term of office of Burelle SA, represented by Ms. Éliane Lemarié, acknowledgment of the resignation of Ms. Martina Buchhauser as director, ratification of the co-option of Mr. Mr. Gonzalve Bich as a director, renewals of the terms of office of Mr. Laurent Burelle, Mr. Laurent Favre, Mr. Paul Henry Lemarié, Mr. Gonzalve Bich, Ms. Anne-Marie Couderc, Ms. Lucie Maurel Aubert and Mr. Alexandre Mérieux
- review of the composition of the Board of Directors' committees: proposal to grant the chairmanship of the Audit Committee to Ms. Elisabeth Ourliac and the chairmanship of the Appointments Committee to Ms. Lucie Maurel Aubert, and proposal to appoint Mr. Gonzalve Bich on the Compensation Committee in order to ensure a majority of independent directors on this Committee;
- review of the status of each director with regard to conflict of interest obligations;
- review of the independence of each director with respect to the criteria listed in the AFEP-MEDEF Code;
- review of the report of the Board of Directors on corporate governance;
- determination of the methods for the Board of Director's annual assessment;
- review of the latest initiatives in terms of sustainable development and the Sustainability Statement, impacts of the taxonomy;
- monitoring of CSR objectives and their deployment, in particular the roadmap for carbon neutrality presented by Senior Executives and validated by the Board of Directors, and the use of green electricity;
- analysis of the Sustainability Statement;
- analysis of the actions taken to ensure gender balance, diversity and inclusion;



3 Corporate governance

Compensation of members of the Board of Directors and executive corporate officers

3.2 Compensation of members of the Board of Directors and executive corporate officers

3.2.1 Compensation of directors in 2024

The information in this paragraph relating to the compensation of the directors of OPmobility SE (directors and executive corporate officers), required by Articles L. 22-10-9 and L. 22-10-34 II and III of the *French Commercial Code*, is submitted for approval to the General Meeting of April 24, 2025.

3.2.1.1 Compensation paid or awarded to directors and censors during fiscal year 2024

A total amount of €845,768, within the limits of the budget of €900,000 approved by the General Meeting of April 24, 2024, was distributed to directors and the censors in respect of fiscal year 2024, for a total of four meetings of the Board of Directors and nine Committee meetings.

The attendance rate at meetings for 2024 was 94% for the Board of Directors and 100% for each of the Committees.

AMOUNT OF COMPENSATION PAID (IN EUROS)

| | 2024 Fiscal year (4 Board meetings and 9 Committee meetings) | 2023 Fiscal year (4 Board meetings and 8 Committee meetings) |
|---|--|--|
| Directors | | |
| Laurent Burelle | 64,154 | 59,294 |
| Laurent Favre | 44,154 | 47,294 |
| Félicie Burelle | 44,154 | 47,294 |
| Lucie Maurel Aubert | 71,154 | 68,294 |
| Anne Asensio ⁽¹⁾ | - | 14,824 |
| Gonzalve Bich ⁽²⁾ | 33,116 | - |
| Martina Buchhauser ⁽³⁾ | 35,000 | 35,471 |
| Anne-Marie Couderc | 71,154 | 68,294 |
| Virginie Fauvel | 56,154 | 35,471 |
| Prof. Dr. Bernd Gottschalk ⁽⁴⁾ | - | 23,647 |
| Vincent Labruyère | 56,154 | 56,294 |
| Éliane Lemarié, permanent representative of Burelle SA ⁽³⁾ | 18,766 | 56,294 |
| Paul Henry Lemarié | 44,154 | 47,294 |
| Alexandre Mérieux | 48,116 | 47,471 |
| Cécile Moutet | 33,116 | 47,294 |
| Elisabeth Ourliac | 56,154 | 53,294 |
| Amandine Chaffois | 56,154 | 56,294 |
| Ireneusz Karolak ⁽⁵⁾ | 14,766 | 47,294 |
| Martin Krivan ⁽⁶⁾ | 22,078 | - |
| SUB-TOTAL | 768,498 | 811,412 |
| Censors | | |
| Jean Burelle | 33,116 | 47,294 |
| Prof. Dr. Bernd Gottschalk | 44,154 | 23,647 |
| TOTAL | 845,768 | 882,353 |

(1) Director since April 24, 2023

(2) Director since December 6, 2023

(3) Director until April 24, 2024

(4) Director until July 21, 2023, then Censor since that date

(5) Director representing employees until June 20, 2024

(6) Director representing employees since June 20, 2024

3.2.1.2 Compensation paid or awarded to executive corporate officers in respect of fiscal year 2024

This report, prepared by the Board of Directors, upon the proposal of the Compensation Committee, in accordance with the provisions of Article L. 22-10-8 of the *French Commercial Code*, presents the total compensation and all benefits in kind paid during fiscal year 2024 to executive corporate officers. It describes and distinguishes between the fixed, variable and exceptional elements that make up that compensation and those benefits as well as the criteria used to calculate them or the circumstances giving rise to them.

In accordance with the provisions of the AFEP-MEDEF Code, compensation paid to executive corporate officers is defined by the Board of Directors based on the proposal of the Compensation Committee. It is presented at the Annual General Meeting of Shareholders and subject to a binding vote in accordance with Articles L. 22-10-8 and L. 22-10-34 of the *French Commercial Code*. The compensation policy is reviewed every year by the Compensation Committee. In its recommendations to the Board of Directors, it proposes a compensation policy in line with the corporate interest and the practices of comparable international groups for similar positions based on a benchmark including SBF 120 companies. In addition, variable and long-term compensation, when it applies, depends predominantly on quantitative criteria, including for climate-related criteria or, more broadly, on ESG ambitions, which form a significant part of the criteria for these two types of compensation.

In accordance with the recommendations of Article 26.2 of the AFEP-MEDEF Code, the Chairman of the Board of Directors, who is a non-executive corporate officer, does not receive any variable compensation linked to the Company's performance.

The compensation of other executive corporate officers includes:

- a fixed annual compensation;
- a variable portion balanced in relation to total compensation, the purpose of which is to reflect the personal contribution of the executive corporate officer to the development of the Group and the improvement of its results;
- a long-term incentive portion subject to performance conditions.

Strict performance criteria are set for both the variable portion and the long-term incentive portion and maintain a link between the Group's sustainable performance and executive compensation, thus contributing to the Company's strategy and sustainability.

The compensation policies applicable to the Chairman of the Board of Directors, the Chief Executive Officer and the Managing Director, from 2024, are discussed in section 3.2.2.

3.2.1.2.1 Fixed compensation in respect of fiscal year 2024

Mr. Laurent Burelle, Chairman of the Board of Directors, received an annual fixed compensation of €950,000.

The annual fixed compensation of **Mr. Laurent Favre, Chief Executive Officer**, amounted to €1,100,900 in respect of fiscal year 2024. In addition to this annual fixed compensation, an annual benefit in kind is valued at €14,613.

The annual fixed compensation of **Ms. Félicie Burelle, Managing Director**, amounted to €750,900 for the period in question, plus an annual benefit in kind valued at an amount of €12,075.

3.2.1.2.2 Variable compensation

It should be noted that Mr. Laurent Burelle, Chairman of the Board of Directors, does not receive any variable compensation for his duties.

VARIABLE COMPENSATION OF MR. LAURENT FAVRE FOR FISCAL YEAR 2024

Mr. Laurent Favre's variable compensation is structured so that €1,400,000 is paid in 2025 in respect of 2024 if 100% of the objectives are achieved. It can vary between 80% and 150% of this amount, depending on the achievement of the objectives set by the Board of Directors. The variable compensation can thus vary between €1,120,000 if the criteria are 80% achieved and €2,100,000 if the criteria are 150% achieved.

On December 6, 2023, the Board of Directors set the variable compensation criteria applicable for 2024 and their respective weightings. Financial criteria represent 70% of the variable compensation and non-financial criteria 30%. The financial criteria are directly correlated with the Company's economic performance indicators: the change in cash flow, net earnings per share, operating profit and debt reduction.

On February 19, 2025, the Board of Directors assessed the performance of Mr. Laurent Favre, based on the recommendations of the Compensation Committee. The achievement rate is 110%, i.e. an achievement rate of 102% for financial criteria and 122% for non-financial and qualitative criteria.

It was therefore decided to award Mr. Laurent Favre annual variable compensation in respect of 2024 of €1,540,000.



Corporate governance

Compensation of members of the Board of Directors and executive corporate officers

2024 FINANCIAL OBJECTIVES (70% OF TOTAL ANNUAL VARIABLE COMPENSATION)

| Financial criteria | Weighting | 2024 results | Assessment of the Board of Directors |
|--|-----------|--------------|--------------------------------------|
| Cash flow | 20% | €246M | 107% |
| Net profit (loss) – Group share ⁽¹⁾ | 15% | €170M | 100% |
| Debt reduction | 15% | €1,577M | 95% |
| Operating margin | 20% | €440M | 105% |
| ACHIEVEMENT RATE OF FINANCIAL OBJECTIVES FOR 2024 | | | 102% |

(1) Diluted per share, Group share, excluding non-recurring items

2024 NON-FINANCIAL OBJECTIVES (30% OF TOTAL ANNUAL VARIABLE COMPENSATION)

| Non-financial and qualitative criteria | Weighting | 2024 performance indicators | Assessment of the Board of Directors |
|--|-----------|-----------------------------|--------------------------------------|
| Development and implementation of the strategy | 15% | See indicators below | 120% |
| ESG criteria | 15% | See indicators below | 125% |
| ACHIEVEMENT RATE OF NON-FINANCIAL AND QUALITATIVE OBJECTIVES FOR 2024 | | | 122% |

TABLE OF PERFORMANCE INDICATORS FOR NON-FINANCIAL OBJECTIVES FOR 2024

The Board of Directors' meeting of February 19, 2025 used the following indicators and achievements, examined by the Compensation Committee, to determine the level of achievement by Mr. Laurent Favre of the non-financial and qualitative objectives for 2024.

| | |
|--|---|
| Development and implementation of the strategy | Weighting: 15% |
| Growth plan for acquisitions completed in 2022 | 110% |
| Operational excellence and project start-ups | 140% |
| Long-term value creation | 110% |
| Optimized CapEx management, qualified and independent of financing | 120% |
| ESG criteria | Weighting: 15% |
| Workplace safety objective | FR2 is 25% better than target |
| Environment (Carbon neutrality roadmap) | 5.5% reduction in CO ₂ emissions in accordance with the Carbon Neutrality Plan |
| Compliance | Satisfactory training indicators despite a delay in the deployment of the Group's compliance plan |
| Gender balance | 25% of strategic positions held by women |

The proportion of quantitative elements included in the composition of the ESG criterion represents 53% of the total weighting defined at 15%, i.e. a sub-weighting of 8% out of the total 15% thus defined.

The quantifiable part of the criteria therefore represents 78% and the qualitative part 22%.

The amount of the variable portion for fiscal year 2024 is therefore €1,540,000. It will only be paid to Mr. Laurent Favre subject to a favorable vote of the shareholders at the General Meeting of April 24, 2025.

VARIABLE COMPENSATION OF MS. FÉLICIE BURELLE IN RESPECT OF FISCAL YEAR 2024

The structure of the annual variable compensation of Ms. Félicie Burelle paid in 2025 in respect of 2024 amounts to €950,000 if the objectives are achieved at 100%. It can vary between 80% and 150% of this amount, depending on the achievement of the objectives set by the Board of Directors. The variable compensation can thus vary between €760,000 if the criteria are 80% achieved and €1,425,000 if the criteria are 150% achieved.

On December 6, 2023, the Board of Directors set the variable compensation criteria applicable for 2024 and their respective weightings. Financial criteria represent 70% of the variable

compensation and non-financial criteria 30%. The financial criteria are directly correlated with the Company's economic performance indicators: the change in cash flow, net earnings per share, operating profit and debt reduction.

On February 19, 2025, the Board of Directors assessed the performance of Ms. Félicie Burelle, based on the recommendations of the Compensation Committee. The achievement rate is 102%, i.e. an achievement rate of 111% for financial criteria and 122% for non-financial and qualitative criteria.

It was therefore decided to allocate to Ms. Félicie Burelle an amount of €1,045,000 in respect of the annual variable compensation for 2024.



2024 FINANCIAL OBJECTIVES (70% OF TOTAL ANNUAL VARIABLE COMPENSATION)

| Financial criteria | Weighting | 2024 results | Assessment of the Board of Directors |
|--|-----------|--------------|--------------------------------------|
| Cash flow | 20% | €246 M | 107% |
| Net profit (loss) - Group share ⁽¹⁾ | 15% | €170 M | 100% |
| Debt reduction | 15% | €1,577 M | 95% |
| Operating margin | 20% | €440 M | 105% |
| ACHIEVEMENT RATE OF FINANCIAL OBJECTIVES FOR 2024 | | | 102% |

(1) Diluted per share, Group share, excluding non-recurring items

2023 NON-FINANCIAL OBJECTIVES (30% OF TOTAL ANNUAL VARIABLE COMPENSATION)

| Non-financial and qualitative criteria | Weighting | 2024 performance indicators | Assessment of the Board of Directors |
|--|-----------|-----------------------------|--------------------------------------|
| Development and implementation of the strategy | 15% | See indicators below | 120% |
| ESG criteria | 15% | See indicators below | 125% |
| ACHIEVEMENT RATE OF NON-FINANCIAL AND QUALITATIVE OBJECTIVES FOR 2024 | | | 122% |

TABLE OF PERFORMANCE INDICATORS FOR NON-FINANCIAL OBJECTIVES FOR 2024

The Board of Directors' meeting of February 19, 2025 used the following indicators and achievements, examined by the Compensation Committee, to determine the level of achievement by Ms. Félicie Burelle of the non-financial and qualitative objectives for 2024.

| | |
|--|---|
| Development and implementation of the strategy | Weighting: 15% |
| Growth plan for acquisitions completed in 2022 | 110% |
| Operational excellence and project start-ups | 140% |
| Long-term value creation | 110% |
| Optimized CapEx management, qualified and independent of financing | 120% |
| ESG criteria | Weighting: 15% |
| Workplace safety objective | FR2 is 25% better than target |
| Sustainability commitment | Decrease in CO ₂ emissions in accordance with the Carbon Neutrality Plan by 5.5% |
| Gender balance | 25% of strategic positions are held by women |
| Compliance | Satisfactory training indicators despite a delay in deployment the Group's compliance plan |

The proportion of quantitative elements included in the composition of the ESG criterion represents 53% of the total weighting defined at 15%, i.e. a sub-weighting of 8% out of the total 15% thus defined.

The quantifiable part of the criteria therefore represents 78% and the qualitative part 22%.

The amount of the variable portion for fiscal year 2024 is therefore €1,045,000. It will only be paid to Ms. Félicie Burelle subject to a favorable vote of the shareholders at the General Meeting of April 24, 2025.

3.2.1.2.3 Exceptional compensation

Article 26.3 of the AFEP-MEDEF Code allows executive corporate officers to receive exceptional compensation when justified by special circumstances.

In this context, the Compensation Committee recommended that the Board of Directors grant exceptional compensation to the executive corporate officers.

The Compensation Committee believes that during the first half of 2024, two exceptional events were carried by the executive corporate officers of OPmobility SE, Mr. Laurent Favre and Ms. Félicie Burelle, namely the Group's brand and name change and the rating of OPmobility by S&P. These two achievements of decisive strategic importance for the Group were carried out simultaneously and with a strong commitment on the part of the executive corporate officers. They obtained strong adherence from the new brand and corporate name and an optimal rating with regard to the S&P rating.

On the recommendation of the Compensation Committee, the Board of Directors of July 22, 2024 decided to award Mr. Laurent Favre exceptional compensation of €300,000 in cash and allocate 16,146 OPmobility shares.

On the recommendation of the Compensation Committee, the Board of Directors of July 22, 2024 decided to award Ms. Félicie Burelle exceptional compensation of €200,000 in cash and allocate 10,764 OPmobility shares.

The shares thus allocated to the executive corporate officers in respect of their exceptional compensation are subject to the achievement of the performance criteria in the February 21, 2024 plan.

3.2.1.2.4 Incentive compensation

The Compensation Committee, in accordance with the recommendations of the AFEP-MEDEF Code, which aims to ensure the long-term action of senior managers, has recommended to the Board of Directors that incentive compensation awarded to the executive corporate officers should be subject to strict performance conditions comparable to those of other beneficiaries.

PERFORMANCE SHARES IN RESPECT OF 2024

Mr. Laurent Burelle was not granted any performance shares in respect of 2024 in accordance with the compensation policy which stipulates that the compensation of the Chairman of the Board of Directors does not include any annual variable compensation or any long-term incentive scheme.

On the recommendation of the Compensation Committee, on February 21, 2024, the Board of Directors decided to grant **Mr. Laurent Favre**, in accordance with the authorization granted by the Combined General Meeting of April 24, 2024, 73,290 performance shares for fiscal year 2024, valued at €10 per share on the allocation date, i.e. a total amount €732,900.

On July 22, 2024, the Board of Directors decided to award in respect of exceptional compensation (see 3.2.1.2.3) to **Mr. Laurent Favre** 16,146 additional performance shares for fiscal year 2024, valued at €7.5 per share on the grant date, i.e. a total amount of €121,095. The total valuation of the performance shares granted for 2024 to **Mr. Laurent Favre** stood at €853,995.

The conditional grant of performance shares to Mr. Laurent Favre in 2024 represented 0.6% of the share capital as of July 22, 2024.

On the recommendation of the Compensation Committee, the Board of Directors of February 21, 2024 decided to grant to **Ms. Félicie Burelle**, in accordance with the delegation granted by the Combined General Meeting of April 24, 2024, 48,860 performance shares in respect of fiscal year 2024 valued at €10 per share on the allocation date, i.e. a total amount of €488,600.

On July 22, 2024, the Board of Directors decided to award in respect of exceptional compensation (see 3.2.1.2.3) to **Ms. Félicie Burelle** 10,764 additional performance shares for fiscal year 2024 valued at €7.5 per share on the allocation date, i.e. a total amount of €80,730. The total valuation of the performance shares granted for 2024 to **Ms. Félicie Burelle** stood at €569,330.

The conditional grant of performance shares to Ms. Félicie Burelle in 2024 represented 0.4% of the share capital as of July 22, 2024.

The detailed characteristics and performance conditions of this performance share plan are set out in section 3.2.3.

PERFORMANCE SHARES IN RESPECT OF 2025

On the recommendation of the Compensation Committee, the Board of Directors at its meeting of February 19, 2025 maintained the policy for allocating performance shares to executive corporate officers unchanged. Under this policy described in Section 3.2.2.2., The number of performance shares that would be granted to **Mr. Laurent Favre** would represent a value of €1,000,000 and the number of performance shares that would be granted to **Ms. Félicie Burelle** would represent a value of €750,000.

Like all components of their compensation, the grant in respect of fiscal year 2025 will be subject to the approval of the General Shareholders' Meeting to be held in 2026.

3.2.1.2.5 Pension plan

Burelle SA and Plastic Omnium Gestion, a subsidiary of OPmobility SE, have set up supplementary pension plans for some of their employees and executive corporate officers.

Plans implemented in December 2003

These are defined-benefit plans (Article 39 of the *French General Tax Code*), the rights of which are subject to the completion of the career of each participant in the Group. These plans fall under Article L. 137-11 of the *French Social Security Code* and have been declared to the URSSAF under the option Tax at 24% on contributions to the insurance contract.

In accordance with the provisions of Order no. 2019-697 of July 3, 2019, these plans were closed to new members as of July 4, 2019 and frozen from January 1, 2020. In December 2021, new plans in accordance with Article L. 137-11-2 of the *French Social Security Code*, described below, were set up. The Board of Directors had authorized these plans.

Plans implemented in December 2021

Following the closure and freezing of the defined-benefit plans described above (Article L. 137-11), defined-benefit pension plans were put in place by Burelle SA and Plastic Omnium Gestion at the end of 2021 with a retroactive effective date of January 1, 2020.

These pension plans, which fall under the certain rights regimes, in which pension rights are not conditional upon the completion of the employee's career with the Group, are covered by Article L. 137-11-2 of the *French Social Security Code*.

Compensation of members of the Board of Directors and executive corporate officers

The beneficiaries of these plans are employees of Burelle SA and Plastic Omnium Gestion, whose employment corresponds to coefficient 940 of the National Collective Agreement for the Plastics Industry, subject to being under the age of 60 on January 1, 2020 and being more than two years from the minimum retirement age for social security pensions referred to in Article L. 161-17-2 of the *French Social Security Code* (i.e. 62 years old as at this date). Directors may benefit from this supplementary pension plan provided they comply with the provisions of Articles L. 22-10-8 and R. 22-10-14, II of the French Commercial Code.

For directors and employees whose compensation, within the meaning of Article L. 242-1 of the *French Social Security Code*, is greater than eight times the amount of the social security ceiling, the acquisition of annual rights is subject to compliance with performance conditions as defined in the regulations of the said plan.

The plans are fully funded by Burelle SA and Plastic Omnium Gestion, which took out an insurance policy on December 1, 2021, meeting the requirements of securing, on the one hand, rights currently vesting, and on the other hand, annuities paid out, under European Union law.

The main features of these two plans are presented in the table below.

| | 2023 Plan | 2021 Plan | AFEP-MEDEF Code Recommendations |
|--|---|--|---------------------------------|
| | Under the defined-benefit plan with uncertain rights L. 137-11 ⁽¹⁾ | Under the new defined-benefit plan with certain rights L. 137-11-2 | |
| Required length of service | 7 years | 3 years | At least 2 years |
| Actual length of service of executive corporate officers: | | | |
| Laurent Burelle ⁽⁴⁾ | 48 years | N/A | |
| Laurent Favre | N/A | 4 years | |
| Félicie Burelle | 15 years | 4 years | |
| Reference compensation | Average of total annual compensation for the 5 years prior to retirement | Annual compensation | Several years |
| Annuity guarantee (as a % of reference compensation) | 1% ⁽²⁾ | 1% ⁽²⁾ | 5% maximum |
| Ceilings ⁽³⁾ | 10% of the reference compensation, or 8 times the Social Security ceiling | 13% of the reference compensation | 45% of compensation |
| Rights financing conditions | Outsourced | Outsourced | |
| Estimated amount of the annuity which would be paid to the executive corporate officers ⁽²⁾ : | | | |
| Laurent Burelle ⁽⁴⁾ | 376,800 | Not eligible | |
| Laurent Favre | Not eligible | 112,572 | |
| Félicie Burelle | 46,860 | 66,820 | |
| Reversion annuity | Spouse, yes 60% | Spouse, yes 60% | |
| Related tax and social charges | Taxes on contributions 24% | Taxes 29.7% | |

(1) For Plan L. 137-11, the rights under the defined-benefit plan are "uncertain" to the extent they are subject to the beneficiary's employment within the Group at the time of the liquidation of his or her pension under a legally compulsory old-age insurance scheme.

(2) This rate may be revised depending on the economic situation of the company and will be 0% if free cash flow and a net profit (loss) - Group share are negative.

(3) The cumulative benefits under the two plans may not exceed the more favorable ceiling.

(4) Burelle SA supplementary pension plan.

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Corporate governance

Compensation of members of the Board of Directors and executive corporate officers

3.2.1.2.6 Employment contract, specific pensions, end-of-service indemnities and non-competition clause

End-of-service indemnity

The Chief Executive Officer, Managing Director and executive corporate officers are covered by a commitment to pay an indemnity equal to two years' gross compensation in the event of involuntary departure. The reference basis for this compensation is the gross compensation (fixed and variable) for the last 12 months preceding the date of the dismissal or non-renewal of the corporate office.

It will not be due in the event of serious misconduct or gross negligence, or if the executive corporate officer leaves the Company on his or her own initiative, changes his or her position within the Group or will soon be entitled to a full pension.

The end-of-service indemnity is subject to the following conditions related to the performance of the beneficiary:

- Achievement of a positive operating margin during each of the three financial years preceding the termination of the term of office
- Achievement of a positive net cash flow during each of the three financial years preceding the termination of the term of office

The end-of-service indemnity commitment made to the Chief Executive Officer and the Managing Director was authorized by the Board of Directors on July 22, 2024, on the recommendation of the Compensation Committee and will be subject to the approval of the General Shareholders' Meeting of April 24, 2025.

| | Employment contract | Supplementary pension plans | Compensation or benefits due or likely to be due for loss or change of office | Non-competition indemnities |
|---|---------------------|-----------------------------|---|-----------------------------|
| Laurent Burelle <i>Chairman of the Board of Directors</i> | No | See above | No | No |
| Laurent Favre <i>Chief Executive Officer</i> | Suspended | See above | Yes | No |
| Félicie Burelle <i>Managing Director</i> | Suspended | See above | Yes | No |

3.2.1.2.7 Summary of the compensation of each executive corporate officer

| | 2024 | | 2023 | |
|---|--------------------------------|----------------------|--------------------------------|----------------------|
| | Amounts due in respect of 2024 | Amounts paid in 2024 | Amounts due in respect of 2023 | Amounts paid in 2023 |
| <i>In euros</i> | | | | |
| Laurent Burelle <i>Chairman of the Board of Directors</i> | | | | |
| Fixed compensation | 950,000 | 950,000 | 950,000 | 950,000 |
| Annual variable compensation | | | 0 | 0 |
| Exceptional compensation | | | 0 | 0 |
| Director's compensation | 64,154 | 64,154 | 59,294 | 59,294 |
| Benefits in kind (accounting valuation) | | | | |
| TOTAL | 1,014,154 | 1,014,154 | 1,009,294 | 1,009,294 |
| Laurent Favre <i>Chief Executive Officer</i> | | | | |
| Fixed compensation | 1,100,900 | 1,100,900 | 1,100,900 | 1,100,900 |
| Annual variable compensation | 1,540,000 | 1,320,000 | 1,320,000 | 1,127,775 |
| Exceptional compensation | 300,000 | 300,000 | 150,000 | 150,000 |
| Director's compensation | 44,154 | 44,154 | 47,294 | 47,294 |
| Benefits in kind (accounting valuation) | 14,613 | 14,613 | 20,860 | 20,860 |
| TOTAL | 2,999,667 | 2,779,667 | 2,639,054 | 2,446,829 |
| Félicie Burelle <i>Managing Director</i> | | | | |
| Fixed compensation | 750,900 | 750,900 | 750,900 | 750,900 |
| Annual variable compensation | 1,045,000 | 825,000 | 825,000 | 615,150 |
| Exceptional compensation | 200,000 | 200,000 | 75,000 | 75,000 |
| Director's compensation | 44,154 | 44,154 | 47,294 | 47,294 |
| • Benefits in kind (accounting valuation) | 12,075 | 12,075 | 12,129 | 12,129 |
| TOTAL | 2,052,129 | 1,832,129 | 1,710,323 | 1,500,473 |

(1) Variable compensation due in respect of fiscal year 2022 and paid in 2023.

3.2.1.2.8 Summary of compensation, stock options and shares awarded to each executive corporate officer

| In euros | 2024 | 2023 |
|--|------------------|------------------|
| Laurent Burelle | | |
| <i>Chairman of the Board of Directors</i> | | |
| Compensation due in respect of the year (see details in the table above) | 1,014,154 | 1,009,294 |
| Value of stock options awarded during the year | | 0 |
| Value of performance shares awarded during the year | | 0 |
| Valuation of other long-term compensation plans | | 0 |
| TOTAL | 1,014,154 | 1,009,294 |
| Laurent Favre | | |
| <i>Chief Executive Officer</i> | | |
| Compensation due in respect of the year (see details in the table above) | 2,999,667 | 2,639,054 |
| Value of stock options awarded during the year | | 0 |
| Value of performance shares awarded during the year | 853,995 | 773,010 |
| Valuation of other long-term compensation plans | | 0 |
| TOTAL | 3,853,662 | 3,412,064 |
| Félicie Burelle | | |
| <i>Managing Director</i> | | |
| Compensation due in respect of the year (see details in the table above) | 2,052,129 | 1,710,323 |
| Value of stock options awarded during the year | | 0 |
| Value of performance shares awarded during the year | 569,330 | 515,340 |
| Valuation of other long-term compensation plans | | 0 |
| TOTAL | 2,621,459 | 2,225,663 |

3.2.1.2.9 Components of the compensation paid during fiscal year 2024 or granted for the same fiscal year to each executive corporate officer of the Company, subject to the vote of the shareholders

In accordance with Article L. 22-10-34 II of the *French Commercial Code*, the General Shareholders' Meeting of April 24, 2025 will approve the fixed, variable and exceptional components of total compensation and benefits of any kind paid during or granted for fiscal year 2024 to Mr. Laurent Burelle, Chairman of the Board of Directors, Mr. Laurent Favre, Chief Executive Officer and Ms. Félicie Burelle, Managing Director.

The exceptional components of compensation paid during 2024 or granted for the same fiscal year are decided by the Board of Directors and will be ratified by the General Shareholders' Meeting.



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Corporate governance

Compensation of members of the Board of Directors and executive corporate officers

COMPONENTS OF COMPENSATION PAID DURING FISCAL YEAR 2024 OR GRANTED DURING FISCAL YEAR 2024 TO MR. LAURENT BURELLE, CHAIRMAN OF THE BOARD OF DIRECTORS

| Components of compensation | Amounts paid in fiscal year 2024 | Amounts granted in respect of fiscal year 2024 | Comments |
|--|----------------------------------|--|---|
| Fixed compensation | €950,000 | €950,000 | Laurent Burelle's annual fixed compensation has stood at €950,000 since January 1, 2023, unchanged in fiscal year 2024. |
| Annual variable compensation | €0 | €0 | Laurent Burelle does not receive any annual variable compensation. |
| Multi-year variable compensation | €0 | €0 | Laurent Burelle does not receive any multi-year variable compensation. |
| Exceptional compensation | €0 | €0 | Laurent Burelle does not receive any exceptional compensation. |
| Director's compensation | €64,154 | €64,154 | Laurent Burelle received compensation of €64,154 in respect of his offices as a director and Chairman of the Board of Directors for fiscal year 2024. |
| Grant of stock options, performance shares or other long-term compensation | €0 | €0 | Laurent Burelle does not receive any stock options, performance shares or other long-term compensation. |
| Joining or severance compensation | €0 | €0 | Laurent Burelle does not receive any compensation for taking up or leaving offices. |
| Supplementary pension plans | €0 | €0 | In addition to the pension rights in the mandatory plan, Laurent Burelle benefits from the supplementary pension plan provided by Burelle SA (OPmobility SE's parent company) |
| Benefits in kind | €0 | €0 | N/A |

COMPONENTS OF COMPENSATION PAID DURING FISCAL YEAR 2024 OR GRANTED IN RESPECT OF FISCAL YEAR 2024 TO MR. LAURENT FAVRE, CHIEF EXECUTIVE OFFICER

| Components of compensation | Amounts paid in fiscal year 2024 | Amounts granted in respect of fiscal year 2024 | Comments |
|------------------------------|---|--|--|
| Fixed compensation | €1,100,900M | €1,100,900M | Laurent Favre's annual fixed compensation stood at €1,100,900 since January 1, 2023, unchanged in fiscal year 2024. |
| Annual variable compensation | €1,320,000 (variable compensation awarded in respect of fiscal year 2023) | €1,540,000 | <p>During the meeting of February 19, 2025, the Board of Directors, on the recommendation of the Compensation Committee, determined and set the amount of the variable compensation (quantifiable and qualitative parts) of Laurent Favre in respect of fiscal year 2024 at €1,540,000.</p> <p>The Board of Directors, on the recommendation of the Compensation Committee, had decided to define the methods for calculating the variable compensation as follows:</p> <ul style="list-style-type: none"> weighting of 70% for the quantifiable part and 30% for the qualitative part; target variable part for 2024 (in the event of achievement of the objectives set by the Board of Directors) set at €1,400,000, with a trigger threshold set at 80% achievement of the results and a maximum of 150% of achievement of the results. <p>In application of these methods and the achievement of the criteria used to calculate the variable portion, the amount of the variable portion for 2024 was determined as follows:</p> <ul style="list-style-type: none"> For the financial part, the criteria used are: <ul style="list-style-type: none"> operating margin (20%), change in free cash flow (20%), change in net profit (loss) - Group share (15%), change in the Group's debt reduction (15%). <p>The financial targets for 2024 had been set in relation to the Group's provisional budget as approved by the Board of Directors on December 6, 2023.</p> <ul style="list-style-type: none"> The non-financial portion includes: <ul style="list-style-type: none"> effectiveness in the implementation of the strategy: returning acquisitions to on-track, operational excellence and project start-ups, long-term value creation, optimized CapEx management (15%), ESG criteria relating to safety (FR2): environment (roadmap to carbon neutrality), compliance (compliance indicators), diversity (according to objectives) (15%). <p>The proportion of quantitative elements included in the composition of the ESG criterion represents 53% of the total weighting defined at 15%, i.e. a sub-weighting of 8% out of the total 15% thus defined.</p> <p>The quantifiable part of the criteria therefore represents 78% and the qualitative part 22%.</p> <p>At its meeting of February 19, 2025, the Board of Directors, on the recommendation of the Compensation Committee:</p> <ul style="list-style-type: none"> noted that the achievement rate of the financial criteria was 102%, broken down as follows: <ul style="list-style-type: none"> free cash flow: 107%, net profit (loss) - Group share: 100%, debt reduction: 95%, operating margin: 105%; decided that the achievement rate for the non-financial criteria met the expectations and targets at 122%: <ul style="list-style-type: none"> strategy and development: 120%; ESG: 125%. <p>Overall achievement rate taking into account the weighting of the various criteria: 110%.</p> <p>The variable portion for 2024 thus amounts to €1,540,000 and will only be paid to Laurent Favre subject to the favorable vote of shareholders at the General Meeting of April 24, 2025.</p> <p>This annual variable compensation represents 106% of the total cash compensation granted in respect of fiscal year 2024 (excluding performance shares, pension plans and benefits in kind).</p> |

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Corporate governance

Compensation of members of the Board of Directors and executive corporate officers

| Components of compensation | Amounts paid in fiscal year 2024 | Amounts granted in respect of fiscal year 2024 | Comments |
|--|---|---|---|
| Multi-year variable compensation | None | None | Laurent Favre does not receive any multi-year compensation. |
| Director's compensation | €44,154 | €44,154 | Laurent Favre received compensation of €44,154 in respect of his office as director for fiscal year 2024. |
| Exceptional compensation | €300,000 16,146 shares awarded on 07/22/2024 under the Free Performance Share Plan 2024 and valued at €121,095 | €300,000 16,146 shares awarded on 07/22/2024 under the Free Performance Share Plan 2024 and valued at €121,095 | Laurent Favre received exceptional compensation of €300,000 in cash and the award of 16,146 free shares subject to the achievement of the performance criteria of the July 22, 2024 plan. |
| Grant of stock options, performance shares or other long-term compensation | €209,415 (corresponding to 13,961 shares delivered on 04/30/2024 under the 2020 Free Share Plan) | Valuation: €732,900 (corresponding to 73,290 shares allocated under the 04/2024 free share plan) | <p>The Board of Directors' meeting of February 21, 2024 decided to implement a new Free share Plan from April 25, 2024, under the authorization granted by the General Meeting of April 21, 2022.</p> <p>The vesting of the shares awarded in respect of the plans of April 24, 2024 and July 22, 2024 is subject to the achievement of four performance conditions assessed in respect of each fiscal year 2024, 2025 and 2026. The number of performance shares vested depends on the achievement of the following objectives:</p> <ul style="list-style-type: none"> • for 25% on the level of the Group's cumulative free cash flow; • for 25% on the level of net profit (loss) • for 25% on the level of Debt/Ebitda • for 25% of the percentage of women, progress in the reduction of scope 3 CO₂ emissions and safety at work compared to the FR2 target. <p>The first full year taken into account for the assessment of the performance conditions for this grant is 2024. The Board of Directors defined a threshold for each of these criteria, below which no shares will be vested in respect of each of these criteria. This threshold is set at 80% achievement for the first two criteria. For the other two criteria, the trigger threshold is the achievement of the objective. The allocation cannot exceed 100% of the total, even if the objectives are exceeded.</p> |
| End-of-service indemnity | None | None | <p>The Chief Executive Officer receives a commitment to pay an indemnity equal to two years of gross compensation, in the event of an involuntary departure. The reference basis for this compensation is the gross compensation (fixed and variable) for the last 12 months preceding the date of the dismissal or non-renewal of the corporate office.</p> <p>Compensation will only be paid in the event of an involuntary departure and subject to performance conditions. The amount would be reduced by the amount that would, if applicable, be paid in respect of any other indemnity, such as for example the non-competition indemnity so that overall compensation greater than the aforementioned maximum amount of two years cannot be granted.</p> |
| Supplementary pension plans | €0 | €112,572 | In addition to the pension rights of the mandatory plan, Laurent Favre benefits from Compagnie Plastic Omnium SE's new pension plan with certain rights. |
| Benefits in kind | Valuation: €14,613 | Valuation: €14,613 | <p>Laurent Favre benefits from a company car whose total value is estimated at €14,613.</p> <p>Laurent Favre benefits from supplementary social protection schemes, in particular the welfare and health insurance scheme for Group employees in accordance with the decision of the Board of Directors of September 24, 2019.</p> |

COMPONENTS OF COMPENSATION PAID DURING FISCAL YEAR 2024 OR GRANTED IN RESPECT OF FISCAL YEAR 2024 TO FÉLICIE BURELLE, MANAGING DIRECTOR

| Components of compensation | Amounts paid in fiscal year 2024 | Amounts granted in respect of fiscal year 2024 | Comments |
|------------------------------|---|--|--|
| Fixed compensation | €750,900 | €750,900 | The annual fixed compensation of Félicie Burelle has stood at €750,900 since January 1, 2023, unchanged in fiscal year 2024. |
| Annual variable compensation | €825,000 (variable compensation awarded in respect of fiscal year 2023) | €1,045,000 | <p>During the meeting of February 19, 2025, the Board of Directors, on the recommendation of the Compensation Committee, determined and set the amount of the variable compensation (quantifiable and qualitative parts) of Félicie Burelle in respect of fiscal year 2024 at €1,045,000.</p> <p>The Board of Directors, on the recommendation of the Compensation Committee, had decided to define the methods for calculating the variable compensation as follows:</p> <ul style="list-style-type: none"> weighting of 70% for the quantifiable part and 30% for the qualitative part; target variable part for 2024 (in the event of achievement of the objectives set by the Board of Directors) set at €950,000, with a trigger threshold set at 80% of achievement rate and capped at 150%. <p>In application of these methods and the achievement of the criteria used to calculate the variable portion, the amount of the variable portion for 2024 was determined as follows:</p> <ul style="list-style-type: none"> For the financial part, the criteria used are: <ul style="list-style-type: none"> change in free cash flow (20%), change in operating margin (20%) change in net profit (loss) - Group share (15%), change in the Group's debt reduction (15%). <p>The financial objectives for 2024 had been set in relation to the Group's provisional budget as approved by the Board of Directors on December 6, 2023.</p> <ul style="list-style-type: none"> The non-financial portion includes: <ul style="list-style-type: none"> efficiency in the implementation of the strategy: acquisition plan completed in 2022, operational excellence and project start-ups, long-term value creation and deployment of the Hydrogen strategy (15%), ESG criteria, safety performance: compliance with sustainability commitments for 2030; the implementation of a Human Resources policy ensuring gender balance, talent development and access to training; the deployment of the compliance program (15%). <p>The proportion of quantitative elements included in the composition of the ESG criterion represents 53% of the total weighting defined at 15%, i.e. a sub-weighting of 8% out of the total 15% thus defined.</p> <p>The quantifiable part of the criteria therefore represents 78% and the qualitative part 22%.</p> <p>At its meeting of February 19, 2025, the Board of Directors, on the recommendation of the Compensation Committee:</p> <ul style="list-style-type: none"> noted that the achievement rate of the financial criteria was 102%, broken down as follows: <ul style="list-style-type: none"> free cash flow: 107%, net profit (loss) - Group share: 100%, debt reduction: 95%, operating margin: 105%; decided that the achievement rate for the non-financial criteria met the expectations and targets at 122%: <ul style="list-style-type: none"> strategy and development: 120%, ESG: 125% <p>Overall achievement rate taking into account the weighting of the various criteria: 110%.</p> <p>The variable portion for 2024 thus amounts to €1,045,000 and will only be paid to Félicie Burelle subject to the favorable vote of shareholders at the General Meeting of April 24, 2025.</p> <p>This annual variable compensation represents 105% of the total cash compensation granted in respect of fiscal year 2024 (excluding performance shares, pension plans and benefits in kind).</p> |

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Corporate governance

Compensation of members of the Board of Directors and executive corporate officers

| Components of compensation | Amounts paid in fiscal year 2024 | Amounts granted in respect of fiscal year 2024 | Comments |
|--|--|---|--|
| Multi-year variable compensation | None | None | Félicie Burelle does not receive any multi-year compensation. |
| Joining or severance compensation | None | None | Félicie Burelle does not receive any compensation for taking up or leaving office. |
| Director's compensation | €44,154 | €44,154 | Félicie Burelle was paid €44,154 as compensation for her office as director in respect of fiscal year 2024. |
| Exceptional compensation | €200,000 10,764 shares awarded on 07/22/2024 under the Free Performance Share Plan 2024 valued at €80,730 | €200,000 10,764 shares awarded on 07/22/2024 under the Free Performance Share Plan 2024 valued at €80,730 | Félicie Burelle received exceptional compensation of € 200,000 and the award of 10,764 free shares subject to the achievement of the performance criteria of the July 22, 2024 plan. |
| Grant of stock options, performance shares or other long-term compensation | €130,890 (corresponding to 8,726 shares delivered on 04/30/2024 under the 2020 Free Share Plan) | Valuation: €488,600 (corresponding to 48,860 shares allocated under the 04/2024 free share plan) | <p>The Board of Directors' meeting of February 21, 2024 decided to implement a new Free share Plan from April 25, 2024, under the authorization granted by the General Meeting of April 21, 2022.</p> <p>The vesting of the shares awarded in respect of the plans of April 24, 2024 and July 22, 2024 is subject to the achievement of four performance conditions assessed in respect of each fiscal year 2024, 2025 and 2026. The number of performance shares vested depends on the achievement of the following objectives:</p> <ul style="list-style-type: none"> • for 25% on the level of the Group's cumulative free cash flow • for 25% on the level of net profit (loss) • for 25% on the level of Debt/Ebitda • for 25% of the percentage of women, progress in the reduction of scope 3 CO₂ emissions and safety at work compared to the FR2 target. <p>The first full year taken into account for the assessment of the performance conditions for this grant is 2024. The Board of Directors defined a threshold for each of these criteria, below which no shares will be vested in respect of each of these criteria. This threshold is set at 80% achievement for the first two criteria. For the other two criteria, the trigger threshold is the achievement of the objective. The allocation cannot exceed 100% of the total, even if the objectives are exceeded.</p> |
| End-of-service indemnity | None | None | <p>The Managing Director receives a commitment to pay an indemnity equal to two years of gross compensation in the event of an involuntary departure. The reference basis for this indemnity is the gross compensation (fixed and variable) for the last 12 months prior to the date of the dismissal or non-renewal of the corporate office.</p> <p>The indemnity will only be paid in the event of an involuntary departure subject to performance conditions. The amount would be reduced by the amount that would, if applicable, be paid in respect of any other indemnity, such as for example the non-competition indemnity so that an overall compensation greater than the aforementioned maximum amount of two years cannot be granted.</p> |
| Supplementary pension plans | €0 | €66,820 (under the defined-benefit pension plan with certain rights under Article L. 137-11-2 of the French Social Security Code) € 46,860 (under the defined-benefit pension plan with uncertain rights under Article L. 137-11 of the French Social Security Code) | In addition to the pension rights of the mandatory plan, Félicie Burelle benefits from the OPmobility SE supplementary defined-benefit pension plans with uncertain rights and the new plan with certain rights. |
| Benefits in kind | Valuation: €12,075 | Valuation: €12,075 | <p>Félicie Burelle has a company car.</p> <p>Félicie Burelle benefits from supplementary social protection schemes, in particular the welfare and health insurance scheme for Group employees in accordance with the decision of the Board of Directors of September 24, 2019.</p> |

3.2.1.2.10 Compensation of executive corporate officers in comparison to the average and median compensation of Opmobility Group employees in France

In accordance with Article L. 22-10-9 of the *French Commercial Code*, the following table presents the changes, starting in 2020, in the equity ratio between the compensation paid to executive corporate officers and the average and median compensation paid to Opmobility employees in France.

The ratios are usually compared to the Group's performance. However, the impact of the Covid-19 health crisis on the Group's performance makes the change in the equity ratio difficult to compare.

The payroll taken into account increased by 22.3% during the same period of comparison.

The average compensation of employees located in France and taken into account to produce this equity ratio rose from €60,075 in 2020 to €71,232 in 2024, an increase of 18.6%.

METHODOLOGY FOR CALCULATING THE RATIO

The ratios were calculated using the following methodology:

- As Opmobility SE is a company with no employees, the scope taken into account is all legal entities in France;

- fixed and variable compensation paid during the year in question;
- LTI plans, including performance shares recognized at IFRS value at the grant date (2019, 2020, 2021, 2022 and 2023 plans);
- all full-time employees in France on fixed-term or permanent contracts, excluding work-study students, interns, temporary staff, expatriates and part-time employees due to their low representativeness;
- takes into account the total gross amount of compensation paid during the fiscal year reconstructed as a full-time equivalent over the reference year;
- takes into account, for each fiscal year concerned, employees present throughout the year;
- for periods of partial employment and for temporary salary reductions, the salary is recalculated

It should be noted that Mr. Laurent Favre and Ms. Félicie Burelle have been directors since January 1, 2020.

Mr. Laurent Burelle was Chairman and CEO until December 31, 2019; he has been Chairman of the Board of Directors since January 1, 2020.



CHANGE IN THE EQUITY RATIO BETWEEN THE LEVEL OF COMPENSATION OF EXECUTIVE CORPORATE OFFICERS AND THE AVERAGE AND MEDIAN COMPENSATION OF EMPLOYEES LOCATED IN FRANCE PAID BY THE OPMOBILITY GROUP

| | | Equity ratio | 2020 | 2021 | 2022 | 2023 | 2024 |
|---|--|--------------|------|------|------|------|------|
| Laurent Burelle <i>Chairman of the Board of Directors</i> | Average Individual compensation/ compensation of other employees | | 33.3 | 17 | 15.9 | 15.0 | 14.2 |
| | Median Individual compensation/ compensation of other employees | | 43.1 | 21.9 | 20.8 | 19.6 | 18.5 |
| Laurent Favre <i>Chief Executive Officer</i> | Average Individual compensation/ compensation of other employees | | 31.4 | 43.3 | 48.1 | 47.9 | 51.0 |
| | Median Individual compensation/ compensation of other employees | | 40.7 | 55.8 | 63 | 62.6 | 66.3 |
| Félicie Burelle <i>Managing Director</i> | Average Individual compensation/ compensation of other employees | | 16.1 | 21.4 | 29 | 30.0 | 33.7 |
| | Median Individual compensation/ compensation of other employees | | 20.8 | 27.5 | 37.9 | 39.2 | 43.8 |

CHANGE IN THE OPMOBILITY GROUP'S CONSOLIDATED NET PROFIT (LOSS) BETWEEN 2019 AND 2024 (IN MILLIONS OF EUROS)

The Group reports below the indicators usually monitored:

| | 2020 | 2021 | 2022 | 2023 | 2024 |
|-------------------------|--------|-------|-------|------|------|
| Net result, Group share | -251.1 | 126.3 | 167.6 | 163 | 170 |
| Change | -197% | +150% | +33% | -3% | +4% |



Corporate governance

Compensation of members of the Board of Directors and executive corporate officers

3.2.2 Directors' compensation policy

The 2025 compensation policy for the directors (executive corporate officers, directors and censors) presented below will be subject to approval at the General Shareholders' Meeting to be held on April 24, 2025, in accordance with Article L. 22-10-8 of the French Commercial Code. It will take effect upon its approval by the shareholders. The 2024 compensation policy approved by the 2024 General Shareholders' Meeting remains applicable until this date.

3.2.2.1 Compensation policy for directors and censors

Upon a proposal from the Board of Directors, the General Meeting sets the overall annual budget for the compensation of directors

and censors for their work on the Board of Directors and the Committees, to be distributed amongst them.

On the recommendation of the Compensation Committee, the Board of Directors approved the rules for distributing this annual budget according to an individual compensation distribution system based on effective participation by directors and censors at meetings of the Board of Directors and those of its Committees, in accordance with Article 22.1 of the AFEP-MEDEF Code. The distribution rules are set out below.

The Board of Directors decided to set the overall amount of compensation allocated to the directors at €1,000,000, as of January 1, 2025.

In its meeting on February 19, 2025, the Board of Directors defined the compensation distribution for directors as follows:

| Board of Directors | Per Board meeting |
|------------------------|-------------------------------|
| Chairman of the Board | €8,000 |
| Director | €3,000 |
| Censor | €3,000 |
| Specialized committees | Per meeting of each committee |
| Chairman | €5,000 |
| Member | €4,000 |

The balance is shared between the directors and censors based on their attendance at meetings of the Board of Directors and each Committee.

Directors representing employees receive compensation for their directorship under the same terms and conditions as any other director.

3.2.2.2 Compensation policy of executive corporate officers

Fundamental principles for determining the compensation of executive corporate officers

COMPETITIVE COMPENSATION COMPARED TO A CONSISTENT AND STABLE REFERENCE PANEL

The compensation of executive corporate officers must reflect the Company's strategy and be competitive in order to attract, motivate and retain the best talents in the highest positions of the Company.

This compensation is assessed on an overall basis, by taking into account all of its components.

The fixed portion is defined according to the role, experience and reference market of the executive corporate officer, having regard in particular to the compensation granted to executive corporate officers of groups similar in size and development to that of the OPmobility Group. It is set by the Board of Directors, on the proposal of the Appointments Committee.

The annual variable compensation is intended to reflect the executive corporate officer's personal contribution to the development of the Group and the improvement of its results. It is balanced in respect of the fixed portion decided by the Board of Directors and is between 80% and 150% of the fixed portion, depending on whether or not previously set targets have been achieved or exceeded.

To assess the competitiveness of this compensation, a consistent and stable reference panel is defined by the Compensation Committee. It is made up of French and international companies with a significant global position. These companies are located in comparable markets, being, within in the automotive sector, direct competitors of the OPmobility Group, or operate in the broader automotive industry, for all or part of their business. It is reviewed each year by the Compensation Committee in order to verify its relevance and is subject to change, in particular to take into account changes in the structure or business of the companies selected.

The variable compensation of executive corporate officers must include a predominant quantitative part subject to performance conditions with assessment periods adapted to the horizon of each of these objectives.

COMPENSATION IN LINE WITH CORPORATE INTERESTS

The Board of Directors has established the compensation policy applicable to executive corporate officers in the interests of the Company in order to ensure the Company's long-term sustainability and development.

The compensation policy applied to executive corporate officers is directly linked to the Group's strategy. It promotes harmonious, regular and sustainable growth, both in the short and long term. The aim of the Board of Directors is to encourage Senior Executives to maximize the performance of each fiscal year, and also ensure its repetition and regularity.

The Board of Directors chooses to directly correlate the performance of the executive corporate officer with that of the Company. These performance criteria make it possible to assess the Opmobility Group's performance through internal performance indicators and external growth indicators. The objectives selected generate long-term value. The choice of various operational financial criteria aims to encourage balanced and sustainable growth. The ESG criteria are an integral part of this analysis, and include quantitative criteria related to climate objectives (see below).

These objectives must also encourage the executive corporate officer to adapt the Group's strategy to the transformations of the automotive industry, in particular the digital transformation and the shift towards less carbon-intensive mobility.

COMPENSATION INCLUDING CLIMATE, GOVERNANCE AND SOCIETAL COMMITMENTS

Compensation must promote a long-term development approach, in line with the Group's permanent values, reflected in its purpose. For many years, the Opmobility Group, as part of its CSR ambitions, set out in the "Act for All" program, has permanently linked the issues of sustainable performance, safety and well-being at work to the compensation of its executive corporate officers. As a company committed over the long term to innovative and sustainable mobility, with a majority family shareholder, Opmobility SE intends to maintain this link between the annual variable compensation and the long-term compensation of its executive corporate officers and the ESG objectives, namely:

- the fight against global warming,
- workplace safety,
- gender equality in the Company,
- ethics.

In this context, ambitious and quantified objectives guide the definition of the variable and long-term compensation of executive corporate officers, in particular:

- quantifiable targets for reducing CO₂ emissions;
- identified and quantified workplace safety objectives, through the official frequency rate indicator;
- objectives relating to the number of women in governing bodies;
- quantifiable and qualitative objectives relating to ethics in the conduct of our operations. For the quantifiable part, the indicator relates in particular to the ethics index of the upstream value chain; for the qualitative part, the Board of Directors monitors and assesses the implementation of the Group's compliance program, based on a review and conclusions of the Audit Committee.

In addition to these elements having a significant impact on the Company's executive compensation, Opmobility pays particular attention to the well-being at work and the employment of seniors.

With regard to the compensation of the executive corporate officers (Chief Executive Officer and Managing Director), in accordance with the AFEP-MEDEF code to which Opmobility refers, the objectives and the degree of achievement of each one are assessed each year by the Compensation Committee.

For 2025, the weighting of ESG criteria in the definition of compensation has been set at 15% of the variable compensation. Within these criteria, the share of quantifiable criteria continue to be the much larger part. Thus, 53% of the ESG criteria are quantifiable: the "climate" criterion only includes quantifiable objectives, in application of Opmobility's "carbon neutrality" roadmap.

Similarly, the allocation of performance shares to the Chief Executive Officer and Managing Director is subject to compliance with two ESG criteria. The performance shares, whose final grant would take place in 2026, are thus subject, in addition to the applicable quantifiable financial objectives, to the achievement in 2025 of the carbon neutrality objective and the gender diversity targets in governing bodies, *i.e.* reaching 25% women on the governing bodies by 2025.

Process for decision-making, reviewing and implementing the compensation of executive corporate officers

Compensation is defined annually in such a way as to ensure the proper application of the policy and rules set by the Board of Directors. The latter is based on the work and recommendations of the Compensation Committee, which at December 31, 2024 was composed of three directors, including one employee director. The Committee has the information it needs to prepare its recommendations and, in particular, to assess the performance of the executive corporate officers with regard to the short-, medium- and long-term objectives.

INFORMATION GIVEN TO THE COMPENSATION COMMITTEE

The Compensation Committee has all the internal information it needs to perform its duties. This information enables it to assess the performance of the Group and of its executive corporate officers, both economically and in non-financial matters. The annual, economic and financial results of the Group are presented each year to the Compensation Committee in the month of February and serve as a basis to assess the financial performance criteria for the variable compensation of executive corporate officers.

The principles of the Human Resources policy are regularly presented to the members of this Committee or at Board meetings. The directors are able to verify the consistency between the compensation of the executive corporate officers and the compensation and employment conditions of the Group's employees.

The Committee and the Board may also deepen their assessment of the Company's performance by any means that they choose, for example by calling upon the Group's main executive corporate officers to provide information, in conjunction with Senior Executives.

Recommendations are made to the Board of Directors on the basis of this work, which then collectively makes decisions relating to the determination of the compensation of executive corporate officers.

When a new member of the Board of Directors is appointed or co-opted during the fiscal year, the Board discusses the elements of compensation to be granted, in accordance with the compensation policy previously voted by the General Shareholders' Meeting.

ANALYSIS OF THE RECOMMENDATIONS OF THE REGULATORY AUTHORITIES AND THE CORPORATE GOVERNANCE CODE FOR LISTED COMPANIES

The Compensation Committee carefully analyzes the texts and reports on the compensation of executive corporate officers, in particular the report on corporate governance and the compensation of the executives of listed companies of the French Financial Markets Authority, as well as the report of the High Authority on Corporate Governance. It complies with the recommendations of the AFEP-MEDEF Corporate Governance Code for listed companies, to which Opmobility SE refers.

It is attentive to the observations of investors and strives to take them into account, while maintaining the consistency of the compensation policy decided by the Board of Directors and subject to the constraints related to the confidentiality of information.

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Corporate governance

Compensation of members of the Board of Directors and executive corporate officers

The Compensation Committee's work is also based on an international panel of leading global companies, which serves as a reference for comparative compensation studies. This panel is composed of French and international companies, selected on the basis of their governance, business sector, size and nationality. These companies are located in similar markets, either directly competing with OPmobility SE or operating in the wider automotive market, for all or part of their activities.

RECOMMENDATIONS TO THE BOARD OF DIRECTORS

It is on this basis that recommendations are made to the Board of Directors, which then collectively makes its decisions concerning the compensation of executive corporate officers, in accordance with the compensation policy approved by the General Shareholders' Meeting.

2024 SCHEDULE OF THE WORK OF THE COMPENSATION COMMITTEE ON THE COMPENSATION OF EXECUTIVE CORPORATE OFFICERS

| | |
|---------------|--|
| February 2024 | <ul style="list-style-type: none">• Recommendations on the compensation of executive corporate officers in 2023:<ul style="list-style-type: none">• assessment of the annual variable compensation for 2023 after review of the financial and non-financial criteria, concerning Mr. Laurent Favre and Ms. Félicie Burelle• draft resolutions Say on Pay• Performance Share Plan<ul style="list-style-type: none">• review of the criteria and conditions for the allocation of the 2024 Performance Share Plan• Recommendations on compensation policies for 2024<ul style="list-style-type: none">• review of draft resolutions |
| July 2024 | <ul style="list-style-type: none">• Recommendations on adjustment of the compensation policy<ul style="list-style-type: none">• analysis of exceptional circumstances and allocation of exceptional compensation to executive corporate officers |
| December 2024 | <ul style="list-style-type: none">• Compensation policies for 2025<ul style="list-style-type: none">• analysis of the panel of companies, review of the compensation structure, link between performance and compensation• review of share holding periods |

Adjustments to the compensation policy in the event of exceptional circumstances

Article L.22-10-8 of the *French Commercial Code* allows for exceptions to be made in the compensation policy in the event of exceptional circumstances. Failing this, the Board of Directors would be unable to grant an element of compensation not provided for in the compensation policy previously approved by the General Meeting, even though this decision could be necessary in view of these exceptional circumstances. It is specified that this exemption can only be temporary while awaiting the approval of the modified compensation policy by the next General Meeting; it would be duly justified and in accordance with the Company's interests.

If necessary, modification of the compensation policy in light of exceptional circumstances would be decided by the Board of Directors on the recommendation of the Compensation Committee and in accordance with the provisions of the AFEP-MEDEF Code. Thus, for example, the recruitment of a new executive corporate officer under unforeseen conditions could require the temporary modification of certain existing compensation elements or the proposal of new compensation elements.

Furthermore, the Board of Directors may allocate, on the recommendation of the Compensation Committee, indemnities or benefits when executive corporate officers take up, terminate or change their office.

It could also be necessary to modify the performance conditions governing the acquisition of all or part of the existing compensation components in the event of exceptional circumstances resulting in particular from a significant change in the scope of the Group following a merger transaction, a sale, acquisition, or creation of a significant new business, a change in accounting method or a major event affecting the markets or the Group's business segment.

Fixed and variable compensation policy and the grant of performance shares

COMPENSATION POLICY FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS IN RESPECT OF 2025

The Board of Directors of February 19, 2025, in accordance with the recommendation of the AFEP-MEDEF Code, proposes to the General Meeting of April 24, 2025 that the compensation of the Chairman of the Board of Directors, who is not the Chief Executive Officer, be a fixed annual amount, excluding all variable remuneration and allocation of performance shares.

Mr. Laurent Burelle benefits from welfare insurance coverage and coverage of healthcare costs

The compensation of the Chairman of the Board of Directors is determined on the basis of the following items:

- expectations of the Board of Directors of OPmobility SE regarding the performance of the legal duties of the Chairman of the Board of Directors;
- experience, skills and reputation of the Chairman of the Board of Directors in Corporate Governance and Sustainable Governance;
- specific tasks entrusted to the Chairman of the Board of Directors;
- competitiveness and comparability of compensation compared to a relevant reference panel including companies with comparable governance structures.

It is essential for the Board of Directors to be able to count on a committed, experienced and competent Chairman such as Mr. Laurent Burelle, recognized for his involvement in governance issues and relations with stakeholders. Mr. Laurent Burelle, who has chaired the Board of Directors since 2001, has already raised the governance of OPmobility SE to an exemplary level while serving as Chief Executive Officer until 2019. The Board wishes to highlight Mr. Laurent Burelle's expertise, including an in-depth knowledge of the Company, its environment and its strategic challenges, which are major assets.

The compensation of Mr. Laurent Burelle corresponds to the Board's ambition to ensure the continuity of its work and enable its development.

The Board of Directors also took into account the extensive assignments that it decided to entrust to Mr. Laurent Burelle as Chairman of the Board of Directors.

DETAILS OF THE COMPONENTS OF COMPENSATION ATTRIBUTABLE TO MR. LAURENT BURELLE, CHAIRMAN OF THE BOARD OF DIRECTORS, FOR FISCAL YEAR 2025

| | Amount | Presentation |
|-------------------------------------|----------|---|
| Fixed compensation | €950,000 | The Board of Directors' meeting of December 11, 2024, on the recommendation of the Compensation Committee, proposes that the General Shareholders' Meeting of April 24, 2025 maintain the gross amount of compensation of Mr. Laurent Burelle be maintained at €950,000 |
| Benefits incidental to compensation | | <ul style="list-style-type: none"> • Supplementary social protection schemes Mr. Laurent Burelle benefits from coverage of welfare insurance and healthcare costs |



COMPENSATION POLICY FOR EXECUTIVE CORPORATE OFFICERS IN RESPECT OF 2025

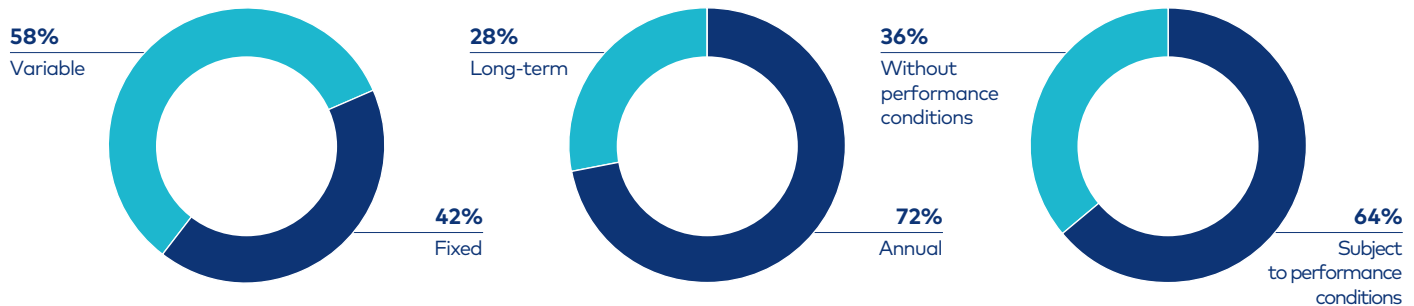
The compensation of the Chief Executive Officer and the Managing Director consists of fixed compensation, variable compensation and the allocation of performance shares.

The Board of Directors determines the various components of this compensation, being attentive to the necessary balance between each of them. Each component of compensation corresponds to a

defined and clearly stated objective. The various components of compensation form a balanced package with a breakdown of approximately:

- 42/58 split between fixed and variable compensation;
- 72/28 between annual compensation and long-term compensation (performance shares);
- 64/36 between compensation subject to performance conditions and compensation without performance conditions.

GRAPHIC ILLUSTRATION OF THE BALANCE BETWEEN THE VARIOUS COMPONENTS OF THE TARGET TOTAL ANNUAL COMPENSATION



The **fixed compensation** should reflect the responsibilities of the executive corporate officer, his or her level of experience and skills.

The fixed compensation serves as the basis for determining the maximum percentage of the target variable compensation.

In accordance with the principles set out above, the fixed compensation for 2025 of the Chief Executive Officer amounts to €1,300,000 for the full year, an 18% increase compared to the 2024 fiscal year. The fixed compensation for 2025 of the Managing Director amounts to €800,000 for the full year, a 7% increase compared to the 2024 fiscal year.

The target **annual variable compensation** would amount to €1,600,000 for 100% achievement of the objectives set for Mr. Laurent Favre, and €1,050,000 for 100% achievement of the objectives set for Ms. Félicie Burelle. It may vary between 80% and 150% of the target set, depending on the level of achievement of the objectives. If achievement is below 80%, no variable compensation is paid, the percentage of achievement being assessed for each criterion. The absolute maximum, for each

criterion and for the total variable compensation, is 150%. Thus, if the objectives are more than 150% achieved, the achievement rate will be 150%, making it possible to compensate for outperformance while limiting the short-term incentive.

As the principle is not to encourage inappropriate risk-taking, the annual variable compensation remains reasonable compared to the fixed compensation.

Variable compensation is designed to align the compensation of the executive corporate officer with the Group's annual performance and to promote the implementation of its strategy year after year.

It is determined according to specific performance assessment criteria determined by the Board of Directors.

These criteria are financial, non-financial and qualitative.

The financial and non-financial criteria are simple and quantifiable. They represent a predominant portion of the annual variable compensation.

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Corporate governance

Compensation of members of the Board of Directors and executive corporate officers

The weighting of each criterion as well as the objectives to be achieved are set at the beginning of the year in question and communicated to the executive corporate officer.

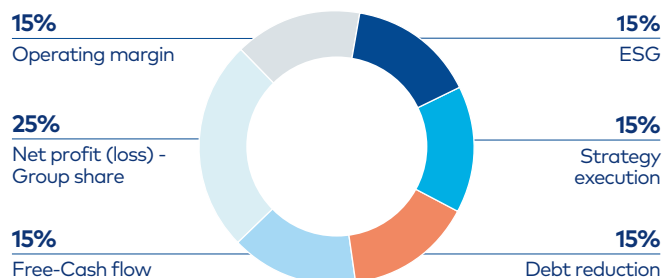
These criteria are as follows:

- for 70% of the annual variable compensation, financial criteria directly correlated with the Group's performance indicators:
 - change in free cash flow compared to budget (15%)
 - change in net income Group share compared to budget (25%)
 - change in the Group's debt reduction compared to the target (15%)
 - change in operating margin compared to revenue (15%)
- for 15% of the annual variable compensation, criteria related to strategy execution, in particular the organization of the business, excellence in operations and project start-ups and long-term value creation;
- for 15% of the annual variable compensation, ESG criteria (social and environmental governance), two-thirds of which can be quantified:
 - safety (FR2)

- environment (carbon neutrality roadmap)
- compliance (according to compliance indicators)
- diversity (according to objectives)

The quantifiable targets for determining the variable portion of the compensation due in respect of fiscal year 2025 were defined in relation to the Group's target forecasts presented to the Board of Directors on December 11, 2024.

PRESENTATION OF THE WEIGHTING OF THE ANNUAL VARIABLE COMPENSATION FOR 2025



DETAILS OF THE ESG CRITERIA USED TO ASSESS THE PERFORMANCE OF EXECUTIVE CORPORATE OFFICERS

| Criteria | Presentation |
|-----------------------------------|---|
| Climate change | <ul style="list-style-type: none"> • By 2025, reduction in the carbon footprint of the Group's sites by improving energy efficiency and increasing the share of renewable energies • Development of electricity production using solar panels to supply the Group's sites • Increase in the proportion of recycled or recovered waste in the industrial process • Increased commitments from suppliers and partners |
| Improvement in safety performance | <ul style="list-style-type: none"> • Decrease the frequency and severity rates compared to the previous year |
| Gender parity on governing bodies | <ul style="list-style-type: none"> • Achieve an average proportion of 40% of employees of each gender within the governing bodies by 2030, in accordance with the objectives defined by French law no. 2021-1774 of December 24, 2021 aimed at accelerating economic and professional equality, known as the "Rixain law" |
| Compliance | <ul style="list-style-type: none"> • Deployment of the Group's compliance plan |

In the event of the departure of an executive corporate officer during the first quarter, the Board of Directors may set the amount of the annual variable compensation for the current fiscal year *pro rata temporis* to the amount of the annual variable portion granted to the executive corporate officer concerned in respect of the previous fiscal year.

The **allocation of performance shares** is subject to quantifiable performance conditions. It aims to encourage the executive corporate officer to take action in the long term and to build loyalty and promote the alignment of their interests with the corporate interest and the interests of shareholders. To this end, the vesting of shares is subject to performance conditions that are recognized at the end of a vesting period of 3 years from the grant date.

Free share award plan of February 19, 2025

Under the authorization of the General Meeting of April 24, 2024, the Board of Directors, during its meeting of February 19, 2025, decided from April 25, 2025 to allocate free shares, known as performance shares, to executive corporate officers of OPmobility SE. (see section 3.2.3.3.1.).

The conditions for allocating performance shares are described below (section 3.2.3).

The value of these shares, estimated at the grant date in accordance with IFRS, used to prepare the consolidated financial statements, represents between 35% and 40% of the executive corporate officer's overall compensation, and may not exceed 100% of the fixed compensation.

The executive corporate officers formally undertake not to hedge the risk associated with performance shares until the end of the holding period set by the Board of Directors. They retain at least 10% of the shares granted until the end of their corporate office.

The Board of Directors decided to limit the beneficiaries of this plan to executive corporate officers and the Managing Director of the Company with the aim of mobilizing the Group's key players around its successful development.

The main features of this plan are as follows:

| Vesting period | From April 25, 2025 to the date of the General Meeting in 2028 |
|--|--|
| Presence conditions (contract in force with a Group company on these dates, except for retirement, death, disability or exceptional decision) | On the date of the 2028 General Meeting called to approve the financial statements for the 2027 fiscal year |
| Final vesting date | As of the date of the 2028 General Meeting called to approve the financial statements for the 2027 fiscal year |
| Holding period | No holding period except for a minimum of 10% of the performance shares allocated to executive corporate officers, which must be held until the end of their term of office |
| End of vesting period | As of the date of the 2028 General Meeting called to approve the financial statements for the 2027 fiscal year |
| Performance conditions | <ul style="list-style-type: none"> • Cumulative free cash flow level for 2025, 2026, 2027: 25% of the rights granted; • Level of net profit (loss) (Group share): 25% of rights granted; • Debt/Ebitda: 25% of the rights granted; • Percentage of women, progress in reducing CO₂ emissions and workplace safety as of December 31, 2027: 25% of rights granted. |

The threshold for achieving each of the objectives defined above is set at a minimum of 80%.

The **other components of the compensation of executive corporate officers** are as follows:

The executive corporate officers will continue to benefit from the protection of the collective welfare and health care plans for Senior Executives in order to have market-compliant social provision.

The Chief Executive Officer and the Managing Director, who are also directors, receive compensation for their participation on the Board of Directors.

On July 22, 2024, the Board of Directors approved the allocation of severance payments to executive corporate officers in the event of their departure from the Company, excluding serious misconduct or gross negligence. This severance payment would be of a maximum amount equivalent to 24 months of gross salary (i.e. base compensation and variable compensation depending on the achievement of objectives), including contractual and legal compensation.

Note that the employment contracts of Mr. Laurent Favre and Ms. Félicie Burelle with Plastic Omnium Gestion have been suspended since January 1, 2020.



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Corporate governance

Compensation of members of the Board of Directors and executive corporate officers

In addition, the Board of Directors has the option of negotiating a non-competition agreement with an executive corporate officer in the event of termination of the latter's duties within the Group when this would be in the Group's interests, and under financial conditions that comply with the principles set out by the AFEP-MEDEF Code to which OPmobility SE refers. No payment may be made unless this non-competition agreement has been approved by the General Shareholders' Meeting of OPmobility SE.

Lastly, executive corporate officers each have a company car.

The payment of variable and exceptional compensation in respect of fiscal year 2025 will be subject to the approval of the Annual General Meeting to be held in 2026.

BREAKDOWN OF COMPONENTS OF COMPENSATION ATTRIBUTABLE TO EXECUTIVE CORPORATE OFFICERS IN RESPECT OF THE 2025 FISCAL YEAR

| | Amount | Presentation | | | | | | | | | | | | | |
|--|--|--|--|--|-----------|---------------------------|--|------------|---|--|-------------------------------|--|------------|--|--|
| Fixed compensation | | | | | | | | | | | | | | | |
| Mr. Laurent Favre | €1,300,000 | The Board of Directors, meeting on December 11, 2024, and on the recommendation of the Compensation Committee, proposes to the General Shareholders' Meeting of April 24, 2025 to set the amount of the fixed compensation of executive corporate officers at €1,300,000 for Mr. Laurent Favre, Chief Executive Officer, and €800,000 for Ms. Félicie Burelle, Managing Director. | | | | | | | | | | | | | |
| Change 2024-2025 | +18% | | | | | | | | | | | | | | |
| Ms. Félicie Burelle | €800,000 | | | | | | | | | | | | | | |
| Change 2024-2025 | +7% | | | | | | | | | | | | | | |
| Annual variable compensation | | | | | | | | | | | | | | | |
| Mr. Laurent Favre | €1,600,000 (target 123% of fixed) maximum 150%, i.e. €2,400,000 | The annual variable compensation is designed to align the compensation of executive corporate officers with the Group's annual performance and to promote the implementation of its strategy year after year. The aim of the Board of Directors is to encourage executive corporate officers to both maximize the performance of each fiscal year and ensure its repetition and regularity over the years. | | | | | | | | | | | | | |
| Ms. Félicie Burelle | €1,050,000 (target 131% of fixed) Maximum 150%, i.e. €1,575,000 | | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th colspan="2">Performance assessment criteria for 2025</th> <th>Weighting</th> </tr> </thead> <tbody> <tr> <td colspan="2">Financial criteria</td> <td>70%</td> </tr> <tr> <td> <ul style="list-style-type: none"> change in free cash flow compared to budget change in net income Group share compared to budget Group debt reduction as forecast operating margin compared to budget </td> <td> <ul style="list-style-type: none"> 15% 25% 15% 15% </td> </tr> <tr> <td colspan="2">Non-financial criteria</td> <td>30%</td> </tr> <tr> <td> <ul style="list-style-type: none"> strategy execution quantifiable (8%) and qualitative (7%) ESG criteria: <ul style="list-style-type: none"> safety (FR2) environment (Carbon neutrality roadmap) compliance diversity </td> <td> <ul style="list-style-type: none"> 15% 15% </td> </tr> </tbody> </table> | | | Performance assessment criteria for 2025 | | Weighting | Financial criteria | | 70% | <ul style="list-style-type: none"> change in free cash flow compared to budget change in net income Group share compared to budget Group debt reduction as forecast operating margin compared to budget | <ul style="list-style-type: none"> 15% 25% 15% 15% | Non-financial criteria | | 30% | <ul style="list-style-type: none"> strategy execution quantifiable (8%) and qualitative (7%) ESG criteria: <ul style="list-style-type: none"> safety (FR2) environment (Carbon neutrality roadmap) compliance diversity | <ul style="list-style-type: none"> 15% 15% |
| Performance assessment criteria for 2025 | | Weighting | | | | | | | | | | | | | |
| Financial criteria | | 70% | | | | | | | | | | | | | |
| <ul style="list-style-type: none"> change in free cash flow compared to budget change in net income Group share compared to budget Group debt reduction as forecast operating margin compared to budget | <ul style="list-style-type: none"> 15% 25% 15% 15% | | | | | | | | | | | | | | |
| Non-financial criteria | | 30% | | | | | | | | | | | | | |
| <ul style="list-style-type: none"> strategy execution quantifiable (8%) and qualitative (7%) ESG criteria: <ul style="list-style-type: none"> safety (FR2) environment (Carbon neutrality roadmap) compliance diversity | <ul style="list-style-type: none"> 15% 15% | | | | | | | | | | | | | | |
| Quantifiable, financial (70%) and non-financial (8%) criteria represent 78% of annual variable compensation. The weighting of each criterion, as well as the objectives to be achieved, were set at the end of 2024 and communicated to the executive corporate officers. The assessment is made without offsetting between criteria. | | | | | | | | | | | | | | | |

| | Amount | Presentation |
|-------------------------------------|--|--|
| Performance shares | | <p>The Board of Directors, at its meeting of February 19, 2025, decided on the implementation of a new plan as part of the authorization approved by the General Meeting of April 24, 2025.</p> <p>The allocation decided in favor of the executive corporate officers complies with the recommendations of the AFEP-MEDEF Code. The allocation value is set at €1,000,000 for Mr. Laurent Favre and €750,000 for Ms. Félicie Burelle; the share equivalent will be calculated on the basis of the share price of the twenty trading sessions preceding the Combined General Meeting of April 24, 2025.</p> <p>Executive corporate officers are also required to hold 10% of the shares that would be vested to them at the end of the vesting period, until the end of their corporate office.</p> <p>The vesting of these shares is subject to the fulfillment of performance conditions which will be noted at the end of the vesting period and since the grant date. These performance conditions are based on four criteria, assessed over the years 2025, 2026 and 2027, and in line with the Company's strategic plan:</p> <ul style="list-style-type: none"> • the level of cumulative free cash flow • earnings per share - Group share • the pace of debt reduction • as well as an ESG criteria, targeting gender diversity in management bodies, the other the achievement of the CO₂ emission target, aiming for carbon neutrality on scope 3, in line with the climate roadmap adopted by the Board of Directors and presented in 2021, and finally Workplace Safety in relation to the FR2 target <p>For the first two criteria, an achievement rate of 80% triggers the allocation of shares, which increases linearly to a ceiling of 100%. For the last two criteria, the achievement of the objective triggers the allocation of shares. The achievement of each objective would trigger the allocation of 25% of the allocation in shares.</p> |
| Compensation as director | €3,000 per meeting of the Board of Directors | Mr. Laurent Favre and Ms. Félicie Burelle will receive compensation in respect of their offices as director |
| Benefits incidental to compensation | | <ul style="list-style-type: none"> • Benefits in kind <p>Executive corporate officers will be provided with the material resources necessary for the performance of their duties, such as the provision of a company car.</p> <p>They will also benefit from tax assistance and an annual medical check-up.</p> <ul style="list-style-type: none"> • Supplementary social protection scheme: defined-benefit pension, welfare insurance and healthcare costs <p>Executive corporate officers will continue to benefit from defined-benefit pension plans as well as welfare insurance and healthcare cost plans.</p> |
| End-of-service indemnity | | <p>Executive corporate officers receive a commitment to pay an indemnity equal to two years of gross compensation, in the event of forced departure. The reference basis for this compensation is the gross compensation (fixed and variable) for the last 12 months preceding the date of the dismissal or non-renewal of the corporate office.</p> <p>Compensation will only be paid in the event of an involuntary departure and subject to performance conditions. The amount would be reduced by the amount that would, if applicable, be paid in respect of any other indemnity, such as for example the non-competition indemnity, so that overall compensation greater than the aforementioned maximum amount of two years cannot be granted.</p> |

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Corporate governance

Compensation of members of the Board of Directors and executive corporate officers

The components of the total compensation attributable to each of the executive corporate officers are presented below:

| Fixed compensation components | | Variable compensation component | | | |
|--|---|---|---|---|---|
| Annual fixed | Benefits in kind | Annual variable | Long-term | Exceptional compensation | Retirement system |
| Determined according to experience and level of responsibility | Determined according to the level of responsibility | Determined according to economic, social, societal and environmental conditions | Determined according to economic, social, societal and environmental conditions | Determined in the event of exceptional events | Determined according to the Group's results and performance |
| | | Conditions defined each year | Performance conditions over three years Presence conditions over four years | Exceptional conditions | Presence conditions |
| Cash | Vehicle | Cash | OPmobility shares | Cash | Contributions and cash |

3.2.3 Information on the allocation of free shares or performance shares

3.2.3.1 OPmobility SE policy

Decisions relating to the allocation of shares are linked to performance and are intended to encourage the achievement of the Group's long-term objectives and the resulting value creation for shareholders. For this purpose, the vesting of the shares is subject to performance conditions that are recognized at the end of a vesting period of four years from the grant date.

The value of these shares, estimated at the grant date, may not exceed 100% of the annual compensation of the executive corporate officer.

If an event justifies it, the Board of Directors reserves the right to award an additional grant. This possible allocation to the executive corporate officer, duly justified by the Board of Directors, would be made in accordance with the annual ceiling authorized by the General Shareholders' Meeting.

The executive corporate officer is required to keep, in registered form and until the end of his or her duties, 10% of the performance shares granted and definitively vested at the end of the vesting period, after reviewing the performance conditions.

Non-executive corporate officers undertake not to use performance share risk hedging transactions until the end of the holding period set by the Board of Directors. They are required to hold, in registered form and until the termination of his or her duties, 5% of the shares previously granted and vested at the end of the vesting period.

Performance conditions

The performance criteria relate to all the shares allocated to an executive corporate officer.

These criteria, assessed over a period of three or four fiscal years preceding the grant date, are defined for each plan decided and must be complementary and in line with the objectives and specificities of the Group while promoting balanced and steady long-term growth.

Performance shares in the event of departure

The right to performance shares is lost in the event of departure for reasons of resignation or for serious or gross misconduct. In the event of the dismissal of an executive corporate officer, the Board will decide on how any performance shares granted since their appointment as an executive corporate officer will be treated.

3.2.3.2 Free share or performance share award plan for fiscal year 2024

Authorization of the General Meeting of April 24, 2024

The Combined General Meeting of OPmobility SE of April 24, 2024 resolved, in its 26th resolution, to authorize the Board of Directors to allocate free shares to certain employees and/or directors of Group companies, up to a limit of 0.2% of the Company's share capital on the date of the General Meeting, with an annual sub-ceiling of 0.1% of this same share capital.

Free share award plan for 2024

Free Share Award Plan of April 25, 2024

Under the authorization of the General Meeting of April 21, 2022, the Board of Directors, during its meeting of February 21, 2024, decided to implement, from April 25, 2024, an allocation of free shares, known as performance shares, in favor of executive corporate officers of OPmobility SE and employees of the Group (see section 3.2.3.3.1).

The main features of this plan, covering 153,909 shares and benefiting executive corporate officers and Group employees, are as follows:

| Vesting period | From April 25, 2024 to the date of the General Meeting in 2027 |
|---|--|
| Presence conditions <i>(contract in force with a Group company on these dates, except for retirement, death, disability or exceptional decision)</i> | On the date of the 2027 General Meeting called to approve the financial statements for the 2026 fiscal year |
| Final vesting date | As of the date of the 2027 General Meeting called to approve the financial statements for the 2026 fiscal year |
| Holding period | No holding period except for a minimum of 10% of the performance shares allocated to executive corporate officers, which must be held until the end of their term of office |
| End of vesting period | As of the date of the 2027 General Meeting called to approve the financial statements for the 2026 fiscal year |
| Performance conditions | <ul style="list-style-type: none"> • Cumulative free cash flow level for 2024, 2025, 2026: 25% of the rights granted; • Level of net profit (loss): 25% of rights granted; • Debt/Ebitda: 25% of the rights granted; • Percentage of women, progress in reducing CO₂ emissions and workplace safety as of December 31, 2026: 25% of rights granted. |

Free Share Award Plan of July 22, 2024

Under the authorization of the General Meeting of April 24, 2024, the Board of Directors, during its meeting of July 22, 2024, decided to implement, from July 22, 2024, an allocation of free shares, known as performance shares, in favor of executive corporate

officers of OPmobility SE (see section 3.2.3.3.1)

The Board of Directors decided to limit the beneficiaries of this plan to executive corporate officers, with the aim of mobilizing the Group's key players around its successful development.

The main features of this plan, covering 26,910 shares and benefiting executive corporate officers, are as follows:

| Vesting period | From July 22, 2024 to the date of the General Meeting in 2027 |
|---|--|
| Presence conditions <i>(contract in force with a Group company on these dates, except for retirement, death, disability or exceptional decision)</i> | On the date of the 2027 General Meeting called to approve the financial statements for the 2026 fiscal year |
| Final vesting date | As of the date of the 2027 General Meeting called to approve the financial statements for the 2026 fiscal year |
| Holding period | No holding period except for a minimum of 10% of the performance shares allocated to executive corporate officers, which must be held until the end of their term of office |
| End of vesting period | As of the date of the 2027 General Meeting called to approve the financial statements for the 2026 fiscal year |
| Performance conditions | <ul style="list-style-type: none"> • Cumulative free cash flow level for 2024, 2025, 2026: 25% of the rights granted; • Level of net profit (loss): 25% of rights granted; • Debt/Ebitda: 25% of the rights granted; • Percentage of women, progress in reducing CO₂ emissions and workplace safety as of December 31, 2026: 25% of rights granted. |

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Corporate governance

Compensation of members of the Board of Directors and executive corporate officers

3.2.3.3 Performance shares allocated and available for each executive corporate officer - history of current plans

3.2.3.3.1 OPmobility performance shares allocated by OPmobility SE during the 2024 financial year to each executive corporate officer of OPmobility SE under the authorizations of April 21, 2022 and April 24, 2024

| Name and positions of the director | plan date | Number of performance shares allocated during the fiscal year | Value of shares using the method applied in the consolidated financial statements (in €) | Grant date | End of vesting period* | Performance conditions |
|---|------------|---|--|------------|--|--|
| Laurent Burelle <i>Chairman of the Board of Directors</i> | N/A | 0 | 0 | N/A | N/A | N/A |
| Laurent Favre <i>Chief Executive Officer</i> | 04/25/2024 | 73,290 | 10 | 4/25/2024 | date of the 2027 General Meeting called to approve the financial statements for the 2026 fiscal year | 100% of the shares granted are subject to performance criteria (see section 3.2.3.2) |
| Félicie Burelle <i>Managing Director</i> | 04/25/2024 | 48,860 | 10 | 04/25/2024 | date of the 2027 General Meeting called to approve the financial statements for the 2026 fiscal year | 100% of the shares granted are subject to performance criteria (see section 3.2.3.2) |
| Laurent Favre <i>Chief Executive Officer</i> | 07/22/2024 | 16,146 | 7.50 | 07/22/2024 | date of the 2027 General Meeting called to approve the financial statements for the 2026 fiscal year | 100% of the shares granted are subject to performance criteria (see section 3.2.3.2) |
| Félicie Burelle <i>Managing Director</i> | 07/22/2024 | 10,764 | 7.50 | 07/22/2024 | date of the 2027 General Meeting called to approve the financial statements for the 2026 fiscal year | 100% of the shares granted are subject to performance criteria (see section 3.2.3.2) |

(1) Availability limited to 90% of the shares granted, with 10% of the shares to be held until the end of the term of office of executive corporate officers

3.2.3.3.2 Performance shares that became available during fiscal year 2024 for each executive corporate officer

| Name and position of the executive corporate officer | Plan date | Number of shares which became available during fiscal year 2024 |
|--|---------------------------|---|
| Laurent Favre <i>Chief Executive Officer</i> | 04/30/2020 ⁽¹⁾ | 13,961 |
| | 04/23/2021 | 0 |
| | 04/22/2022 | 0 |
| | 04/27/2023 | 0 |
| Félicie Burelle <i>Managing Director</i> | 05/02/2019 | 0 |
| | 04/30/2020 ⁽¹⁾ | 8,726 |
| | 04/23/2021 | 0 |
| | 04/22/2022 | 0 |
| | 04/27/2023 | 0 |

(1) After a 50% allowance for non-achievement of performance conditions

3.2.3.5 History of OPmobility SE performance share plans in force

| For the year | 2020 |
|---|---|
| | Plan of April 30, 2020 |
| Date of the GM authorization | 04/26/2018 |
| Board decision date | 12/11/2020 |
| Share value in euros ⁽¹⁾ | 15 |
| Start of vesting period | 04/30/2024 |
| Start of holding period | 04/30/2024 concerning the executive corporate officers for 10% of the shares |
| End of holding period | None except on the date of dismissal of the director |
| Related conditions | <ul style="list-style-type: none"> • 50% depending on the level of cumulative free cash flow for fiscal years 2020, 2021 and 2022 • 50% based on growth in net earnings per share. The 2 criteria are assessed at scope and market conditions unchanged |
| Number of performance shares awarded | 228,373 |
| Shares vested from 01/01/2024 to 12/31/2024 | 0 |
| Rights canceled at 12/31/2024 | 144,186 |
| Rights granted at 12/31/2024 | 84,187 |
| Balance of rights at 12/31/2024 | 0 |

(1) Weighted average value (according to the method used for the consolidated financial statements).

| For the year | 2021 | 2022 |
|---|---|---|
| | Plan of April 23, 2021 | Plan of April 22, 2022 |
| Date of the GM authorization | 04/26/2018 | 04/21/2021 |
| Board decision date | 02/17/2021 | 02/17/2022 |
| Share value in euros ⁽¹⁾ | 28 | 14 |
| Start of vesting period | After the 2025 General Meeting | After the 2025 General Meeting |
| Start of holding period | No later than June 30, 2025 concerning the directors for a total of 10% of the shares | No later than June 30, 2025 concerning the directors for a total of 10% of the shares |
| End of holding period | On the date of dismissal of the director | On the date of dismissal of the director |
| Related conditions | <ul style="list-style-type: none"> • 25% depending on the rate of return on capital employed in 2021, 2022, 2023 • 25% depending on the level of cumulative free cash flow in 2021, 2022, 2023 • 25% depending on the average annual growth rate of the Group's consolidated revenue for 2021, 2022, 2023 • 25% depending on the percentage of women and deployment of actions to reduce the carbon footprint in 2021, 2022, 2023 | <ul style="list-style-type: none"> • 25% depending on the rate of return on capital employed in 2022, 2023, 2024 • 25% depending on the level of cumulative free cash flow in 2022, 2023, 2024 • 25% depending on the average annual growth rate of the Group's consolidated revenue for 2022, 2023, 2024 • 25% depending on the percentage of women and deployment of actions to reduce the carbon footprint in 2022, 2023, 2024 |
| Number of performance shares awarded | 45,947 | 95,602 |
| Shares vested from 01/01/2024 to 12/31/2024 | 0 | 0 |
| Rights canceled at 12/31/2024 | 0 | 0 |
| Rights granted at 12/31/2024 | 0 | 0 |
| Balance of rights at 12/31/2024 | 45,947 | 95,602 |

(1) Weighted average value (according to the method used for the consolidated financial statements).



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| For the year | 2023 |
|---|---|
| | Plan of April 27, 2023 |
| Date of the GM authorization | 04/21/2022 |
| Board decision date | 02/21/2023 |
| Share value in euros ⁽¹⁾ | 14 |
| Start of vesting period | After the 2026 General Meeting |
| Start of holding period | No later than June 30, 2026 concerning the directors for a total of 10% of the shares |
| End of holding period | On the date of dismissal of the director |
| Related conditions | <ul style="list-style-type: none"> • 20% depending on the rate of return on capital employed in 2023, 2024, 2025 • 20% depending on the level of cumulative free cash flow in 2023, 2024, 2025 • 20% depending on the level of Debt/Ebitda for 2023, 2024, 2025 • 20% depending on the level of stock market performance over 2023, 2024, 2025 • 20% depending on the percentage of women and the deployment of actions to reduce the carbon footprint in 2023, 2024, 2025 |
| Number of performance shares awarded | 92,025 |
| Shares vested from 01/01/2024 to 12/31/2024 | 0 |
| Rights canceled at 12/31/2024 | 0 |
| Rights granted at 12/31/2024 | 0 |
| Balance of rights at 12/31/2024 | 92,025 |

(1) Weighted average value (according to the method used for the consolidated financial statements).

| For the year | 2024 | 2024 |
|---|---|---|
| | Plan of April 25, 2024 | Plan of July 22, 2024: |
| Date of the GM authorization | 04/21/2022 | 04/24/2024 |
| Board decision date | 02/21/2024 | 07/22/2024 |
| Share value in euros ⁽¹⁾ | 10 | 7.50 |
| Start of vesting period | After the 2027 General Meeting | After the 2027 General Meeting |
| Start of holding period | No later than June 30, 2027 concerning the directors for a total of 10% of the shares | No later than June 30, 2027 concerning the directors for a total of 10% of the shares |
| End of holding period | On the date of dismissal of the director | On the date of dismissal of the director |
| Related conditions | <ul style="list-style-type: none"> • 25% depending on the level of cumulative free cash flow in 2024, 2025, 2026 • 25% based on the level of net profit (loss) Group share for 2024, 2025, 2026 • 25% depending on the level of Debt/Ebitda for 2024, 2025, 2026 • 25% depending on the percentage of women, progress in reducing CO₂ emissions and workplace safety as of December 31, 2026 | <ul style="list-style-type: none"> • 25% depending on the level of cumulative free cash flow in 2024, 2025, 2026 • 25% based on the level of net profit (loss) Group share for 2024, 2025, 2026 • 25% depending on the level of Debt/Ebitda for 2024, 2025, 2026 • 25% depending on the percentage of women, progress in reducing CO₂ emissions and workplace safety as of December 31, 2026 |
| Number of performance shares awarded | 153,909 | 26,910 |
| Shares vested from 01/01/2024 to 12/31/2024 | 0 | 0 |
| Rights canceled at 12/31/2024 | 0 | 0 |
| Rights granted at 12/31/2024 | 0 | 0 |
| Balance of rights at 12/31/2024 | 153,909 | 26,910 |

3.2.3.6 History of performance shares granted to executive corporate officers as of December 31, 2024

| Plan | 05/02/2019 | 04/30/2020 | 04/23/2021 | 04/22/2022 |
|---|---------------------------|--|--|--|
| Total number of beneficiaries | 255 | 55 | 2 | 2 |
| Total number of performance shares awarded | 400,000 | 228,373 | 45,947 | 95,602 |
| <i>of which the number allocated to executive corporate officers:</i> | 10,500 | | | |
| <i>Laurent Burelle</i> | 0 | 0 | 0 | 0 |
| <i>Laurent Favre</i> | - | 13,961 ⁽²⁾ | 29,537 | 57,361 |
| <i>Félicie Burelle</i> | 14,000 ⁽¹⁾ | 8,726 ⁽²⁾ | 16,410 | 38,241 |
| Grant date | 05/02/2019 | 04/30/2020 | 04/23/2021 | 04/22/2022 |
| Start of vesting period | 05/02/2023 ⁽³⁾ | 04/30/2024 ⁽³⁾ | As of the date of the 2025 General Shareholders' Meeting called to approve the financial statements for fiscal year 2024 | As of the date of the 2025 General Shareholders' Meeting called to approve the financial statements for fiscal year 2024 |
| Term | 4 years | 4 years | 4 years | 3 years |
| Holding period | None | Lock-up of 10% until the end of the term of office of the executive corporate officers | Lock-up of 10% until the end of the term of office of the executive corporate officers | Lock-up of 10% until the end of the term of office of the executive corporate officers |

⁽¹⁾ Performance shares granted under the employment contract. The definitive allocation amounts to 10,500 shares, which vested on May 2, 2023.

⁽²⁾ After analysis of the achievement of the performance conditions attached to the plan.

⁽³⁾ Subject to a dual condition of performance and presence.

| Plan | 04/27/2023 | 04/25/2024 | 07/22/2024 |
|---|--|--|--|
| Total number of beneficiaries | 2 | 3 | 2 |
| Total number of performance shares awarded | 92,025 | 153,909 | 26,910 |
| <i>of which the number allocated to executive corporate officers:</i> | | | |
| <i>Laurent Burelle</i> | 0 | | |
| <i>Laurent Favre</i> | 55,215 | 73,290 | 16,146 |
| <i>Félicie Burelle</i> | 36,810 | 48,860 | 10,764 |
| Grant date | 04/26/2023 | 04/25/2024 | 07/22/2024 |
| Start of vesting period | As of the date of the 2026 General Shareholders' Meeting called to approve the financial statements for fiscal year 2025 | As of the date of the 2027 General Shareholders' Meeting called to approve the financial statements for fiscal year 2026 | As of the date of the 2027 General Shareholders' Meeting called to approve the financial statements for 2026 fiscal year |
| Term | 3 years | 3 years | 3 years |
| Holding period | Lock-up of 10% until the end of the term of office of the executive corporate officers | Lock-up of 10% until the end of the term of office of the executive corporate officers | Lock-up of 10% until the end of the term of office of the executive corporate officers |

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Corporate governance

Compensation of members of the Board of Directors and executive corporate officers

3.2.3.7 Summary of the performance shares granted during fiscal year 2024 to the top ten employees who are not directors and shares definitively vested by them

| Performance shares granted to the top 10 employees who are not directors and shares vested by them | Total number of shares awarded/shares vested | Value of shares using the method applied in the consolidated financial statements | Plan date |
|---|--|---|------------|
| Shares granted during fiscal year 2024 by OPmobility SE to the 10 employees of any subsidiary within the scope of the share grant, with the highest number of shares thus granted | 31,759 | €317,590 | 04/25/2024 |
| Shares vested during fiscal year 2024 by the 10 employees of any OPmobility SE subsidiary with the highest number of shares thus vested ⁽¹⁾ | 19,500 | €292,500 | 04/30/2020 |

(1) Does not include shares acquired by employees who have left the Group.

3.2.4 Stock options

3.2.4.1 OPmobility SE policy

OPmobility SE may set up long-term incentive plans for the benefit of its employees and executive corporate officers, in an international context.

These awards have a dual purpose:

- to motivate key staff members and give them a stake in the Group's future results;
- to strengthen teamwork and a sense of belonging among managers and thus encourage them to make their careers at the Company.

At the recommendation of the Compensation Committee, OPmobility SE's Board of Directors may grant stock options to managers and executive corporate officers whom the Company

wishes to recognize for their performance and their important role in business development and the Group's current and future projects, wherever they may be based.

These stock options are granted after publication of the financial statements for the previous year, in accordance with the AFEP-MEDEF recommendation. In any case, stock options are granted on the basis of the performance of the individual in question at the time the plan is put in place.

Employees and directors who receive stock options thus have a stake along with shareholders in the Group's strong and consistent growth.

The last stock option plan (2017) matured in March 2024. There are no longer any stock option beneficiaries outstanding at December 31, 2024.

The Board of Directors reminds stock option beneficiaries of the regulations in force relating to people who possess inside information. They must familiarize themselves with and abide by the provisions of the Stock Exchange Ethics Charter accompanying the rules governing stock option plans.

3.2.4.2 Stock options granted to executive corporate officers and/or exercised during fiscal year 2024

STOCK OPTIONS GRANTED BY OPMOBILITY SE DURING THE FISCAL YEAR TO EACH EXECUTIVE CORPORATE OFFICER

Not applicable

STOCK OPTIONS EXERCISED DURING THE FISCAL YEAR BY EACH EXECUTIVE CORPORATE OFFICER

Not applicable

3.2.4.3 History of stock options granted to executive corporate officers that may still be exercised at December 31, 2024

Not applicable

3.2.4.4 History of outstanding OPmobility stock options granted to corporate officers as of December 31, 2024

Not applicable

3.2.4.5 Stock options granted to the ten employee beneficiaries who are not directors and options exercised by them during fiscal year 2024

| Stock options granted to the top ten employees who are not directors and options exercised by the latter | Total number of options granted/shares purchased | Weighted average price | Plan date |
|--|--|------------------------|-----------|
| Options granted by OPmobility SE in fiscal year 2024 to the 10 employees of any subsidiary within the scope of the share grant, with the highest number of shares thus granted | 0 | 0 | N/A |
| Options held on OPmobility SE, exercised during fiscal year 2024, by the 10 employees of any subsidiary of OPmobility SE, with the highest number of options thus exercised ⁽²⁾ | 0 | 0 | N/A |

(1) Exercise price after legal adjustments.

(2) Does not include options exercised by employees who have left the Group.

3.2.5 Summary of transactions carried out in OPmobility shares during fiscal year 2024 by the directors and persons closely related to them (referred to in Article L. 621-18-2 of the French Monetary and Financial Code) during fiscal year 2024

Transactions carried out during fiscal year 2024 on the Company's shares, debt securities or financial instruments by directors and persons closely related to them, as referred to in Article L. 621-18-2 of the *French Monetary and Financial Code*, of which the Company is aware are as follows:

| | Date of transaction | Type of transaction | Financial instrument | Quantity | Unit price (in euros) | Transaction price (in euros) |
|---------------------|---------------------|---------------------|----------------------|----------|-----------------------|------------------------------|
| Laurent Burelle (*) | 12/20/2024 | Sale | Equities | 58,000 | 9.85 | 571,300 |
| Cécile Moutet (*) | 04/30/2024 | Free allocation | Equities | 1,500 | - | - |

(*) Including persons with close ties within the meaning of the provisions of Article R. 621-43-1 of the *French Monetary and Financial Code*



3 Corporate governance

Additional information on corporate governance

3.3 Additional information on corporate governance

3.3.1 Information relating to current agreements entered into under arm

3.3.1.1 Procedure implemented under Article L. 22-10-12 of the *French Commercial Code*

In accordance with the legal provisions and on the recommendation of the Audit Committee, the Board of Directors adopted a charter relating to the identification and evaluation of related-party agreements and free agreements whose purpose is to specify the methodology and criteria to be applied for the classification of related-party agreements and commitments relating to current agreements and entered into under arm's length conditions by the Company and fulfilling these conditions. It may be amended at any time by the Board of Directors, in particular to take into account any legislative and regulatory changes.

In accordance with French law, agreements entered into between the persons referred to in Article L. 225-38 of the *French Commercial Code* (agreement entered into directly or through an intermediary between the Company and its Chief Executive Officer, one of its Managing Directors, one of its directors, one of its shareholders holding a fraction of the voting rights greater than 10% or, in the case of a corporate shareholder, the Company controlling it within the meaning of Article L. 233-3 of the *French Commercial Code*), relating to current agreements and entered into under arm's length conditions, are not subject to prior authorization by the Board of Directors.

The charter provides for the following procedure: the Legal and Financial Departments, informed of any draft agreement that may be qualified as a related-party agreement or a current agreement, are responsible for analyzing the characteristics of said agreement and thus submitting it either to the authorization and control procedure provided for related-party agreements, or classifying it as an agreement relating to ordinary transactions concluded under arm's length conditions. This procedure also provides for an annual review by the Audit Committee of agreements classified as current transactions entered into under arm's length conditions based on the accounting entries recorded during the previous fiscal year. This review is carried out in the light of the criteria specified in the charter enabling a current agreement to be classified as under arm's length conditions.

Each year, the Audit Committee also examines the relevance of the criteria used to classify a current agreement entered into under arm's length conditions, specified in the charter.

The Audit Committee reports on its work to the Board of Directors, which ensures, on the basis of these reports, that the aforementioned agreements relating to day-to-day transactions and entered into under arm's length conditions meet these conditions. In this context, the Board of Directors may either confirm the classification as a current agreement entered into under arm's length conditions, or consider that the agreement in question must be subject to the related-party agreement procedure and therefore be subject to its ratification. In compliance with the regulations, the persons directly or indirectly interested in one of the aforementioned agreements do not take part in the discussions or in the decision-making relating to their assessment.

Pursuant to Article L. 22-10-10, 2° of the *French Commercial Code*, concerning fiscal year 2024, the work of the Audit Committee confirmed that all agreements entered into or renewed by the signatories during this fiscal year related to current transactions and were concluded under arm's length conditions, or were duly authorized by the Board of Directors of the Company prior to their conclusion or renewal.

3.3.1.2 Agreements referred to in Article L. 22-10-10, 2° of the *French Commercial Code*

Pursuant to Article L. 22-10-10, 2° of the *French Commercial Code*, the renewal of an agreement previously entered into took place during the 2024 fiscal year:

- **Royalty agreement for licensing and technical assistance.**

Agreement entered into in 2001 between OPmobility SE and BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi AS. Compagnie Plastic Omnium SE holds 50% of the voting rights in BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi AS.

This agreement was first authorized by the Board of Directors on February 24, 2016 and ratified by the General Meeting of April 28, 2016. The automatic renewal, from January 1, 2024, was authorized by the Board of Directors on February 21, 2024 and will be ratified by the General Meeting of April 24, 2025.

Its purpose is to use the designs, models, industrial processes, know-how and related technical assistance services of OPmobility SE.

The agreement, for an initial period of five years, followed by tacit renewal for a period of one year, was renewed tacitly on January 1, 2024 for a further period of one year.

As of December 31, 2024, OPmobility SE recorded income in respect of the fee to be invoiced to BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi AS for an amount of €433,397.81.

3.3.1.3 Agreements referred to in Article L. 225-40-1 of the *French Commercial Code* previously approved by the General Meeting and whose execution continued during fiscal year 2024

The agreements listed below, previously authorized by the Board of Directors and approved by the General Shareholders' Meeting during previous fiscal years in accordance with Article L. 225-40-1 of the *French Commercial Code*, and of which the implementation continued during fiscal year 2024, were examined by the Board of Directors at its meeting of February 19, 2025.

- **Supplementary pension plan agreement of the Group's Senior Executives**

Agreement signed in 2003 between OPmobility SE and Burelle SA.

Burelle SA holds 60.63% of the share capital of OPmobility SE.

This agreement was authorized by the Board of Directors on December 11, 2003 and ratified by the General Meeting of April 22, 2004.

Interested parties: Ms. Félicie Burelle, Ms. Éliane Lemarié, Mr. Laurent Burelle and Mr. Paul Henry Lemarié.

In 2024, no payments were made by Burelle SA under the supplementary pension plan. Consequently, Burelle SA did not invoice a share of expenses to OPmobility SE.

- **Trademark license royalty agreement**

Agreement entered into in 2007 between OPmobility SE and Yanfeng Plastic Omnium Automotive Exterior Systems Co., Ltd. OPmobility SE indirectly holds 49.95% of the share capital of Yanfeng Plastic Omnium Automotive Exterior Systems Co., Ltd.

This agreement was first authorized by the Board of Directors on February 26, 2013 and ratified by the General Meeting of April 25, 2013.

Its purpose is the use of trademarks owned by OPmobility SE.

The agreement has a duration of 30 years.

On December 31, 2024, OPmobility SE recognized income in the respect of royalties to be charged to Yanfeng Plastic Omnium Automotive Exterior Systems Co., Ltd for an amount of €2,510,024.72.

Interested party: Mr. Laurent Favre

3.3.2 Related party transactions

Details of transactions with related parties as covered by the standards adopted in accordance with European regulation 1606/2002 are provided in Note 7.3 to the consolidated financial statements (chapter 5).

3.3.3 Service agreements between members of the Board of Directors or management

To the best of OPmobility SE's knowledge, there is no service agreement binding the members of the Board of Directors or management to the Company or any of its subsidiaries providing for the granting of benefits under such a contract.

3.3.4 Statutory provisions applicable to the participation of shareholders in General Meetings

3.3.4.1 Notice of meetings

The General Meetings are convened, meet and deliberate under conditions set forth by law. The agenda of the meetings is determined by the author of the notice; however, one or more shareholders may, under conditions set forth by law, require draft resolutions to be written into the agenda.

The meeting takes place at the registered office, or at any other place indicated in the notice.

The notice of meeting for the General Meeting is published in the *Bulletin des Annonces Légales Obligatoires* (BALO) under conditions set forth by law and regulations.

Meetings are chaired by the Chairman of the Board of Directors or, in his absence, by a director who is specially authorized for such purpose by the Board of Directors. Failing which, the meeting elects its own Chairperson.

The duties of the tellers shall be performed by the two members of the meeting who are present and accept such duty, and who have the greatest number of votes. The officers of the meeting shall appoint a Secretary, who may be chosen from outside of the shareholders.

There shall be an attendance list kept under conditions set forth by law. The minutes of the General Meetings shall be drawn up, and copies thereof shall be delivered and certified under conditions set forth by law.

3.3.4.2 Participation in General Meetings

Every shareholder has the right to participate in the meetings, provided that all payments due for such shares have been met in accordance with the applicable legislations and regulations and within the framework defined by these texts.

The right to participate in the General Meetings, or arrange to be represented, is subject to the accounting entry of the shares in the name of the shareholder by the second business day preceding the meeting at 00:00 hours, Paris time, either in registered share accounts kept by the Company, or in bearer share accounts kept by an authorized intermediary.

In accordance with Article 18 of the bylaws, any shareholder may participate in the General Meeting, if the Board of Directors so decides when the meeting is convened, by videoconference or other telecommunication means including the internet, under the conditions pursuant to the applicable regulation at the time of its use. Where applicable, this decision is sent with the notice of meeting published in the *Bulletin des Annonces Légales Obligatoires* (BALO).

The Board of Directors may, if it deems it useful, arrange for the delivery to the shareholders of admission cards with their names, and require the presentation of the same in order to access the General Meeting.

General Meeting of April 24, 2025

At its meeting of February 19, 2025, the Board of Directors decided to convene the Combined General Meeting of Shareholders on April 24, 2025.

The attention of shareholders is drawn to the fact that it is possible to vote at the General Meeting and to address written questions to the Board either by post or by electronic means, under the conditions provided for by the regulations.

The procedures for participating in the General Shareholders' Meeting of April 24, 2025 are detailed in the notice of meeting published in the BALO and on the Group's website (www.opmobility.com).

The preparatory documents for this General Meeting are available on the Group's website.

The General Meeting of OPmobility SE will be broadcast live and recorded on www.opmobility.com.

3.3.5 Information on elements that may have an impact in the event of a public takeover or exchange offer

None.

3.3.6 Terms of offices of the Statutory Auditors

3.3.6.1 Statutory Auditors

PricewaterhouseCoopers Audit

Company represented by Mr. David Clairotte

63 rue de Villiers, 92200 Neuilly-sur-Seine

PricewaterhouseCoopers Audit was appointed Statutory Auditor of the Company by the Combined General Meeting of Shareholders of April 21, 2022 for a period of six fiscal years, *i.e.* until the close of the Annual Ordinary General Meeting in 2028 called to approve the financial statements for the fiscal year ended on December 31, 2027.



Ernst & Young et Autres

Company represented by Ms. May Kassis-Morin.

1-2, place des Saisons, 92400 Courbevoie-Paris La Défense 1

Ernst & Young et Autres, Statutory Auditors of the Company since

April 29, 2010, was reappointed by the Combined General Meeting of Shareholders on April 21, 2022 for a further period of six fiscal years, *i.e.* until the close of the Annual Ordinary General Meeting in 2028 called to approve the financial statements for the fiscal year ended on December 31, 2027.

3.4 Corporate Governance Code

AFEP-MEDEF Code: the reference code

OPmobility SE remains committed to the application of rules of corporate governance laid down by AFEP-MEDEF by referring to the Corporate Governance Code of listed companies, available on the website <http://Afep.com>.

The table below provides the Company's explanations for the recommendations of the AFEP-MEDEF Code that are not applied.

| AFEP-MEDEF Code Recommendations | OPmobility SE practices and justifications |
|--|--|
| Terms of office of directors must be staggered so as to prevent reappointment <i>en masse</i> (Article 13.2) | The renewal of the terms of office of twelve members of the Board of Directors will be subject to the vote of the General Meeting of April 24, 2025; 4 members of the Board have terms of office expiring in 2026 and 7 in 2027. The Company wished to prioritize a frequent appointment principle for directors by stipulating a statutory three-year term of office. |
| Termination of the employment contract in the event of a corporate office (Article 22) | The employment contracts of Mr. Laurent Favre and Ms. Félicie Burelle have been suspended since January 1, 2020. The AFEP-MEDEF Code states that it is recommended that when an employee becomes an executive corporate officer, the employment contract be terminated with the Company. After appointing Mr. Laurent Favre as Chief Executive Officer, and Ms. Félicie Burelle as Managing Director, the Board of Directors decided that their employment contracts should be maintained. The Board decided that the rights acquired in respect of the Group supplementary pension plans for Senior Executives until December 31, 2019, <i>i.e.</i> for the period prior to the suspension of their employment contracts, would remain frozen and preserved, which involves keeping their employment contracts suspended. |

3.5 Information on share capital

3.5.1 Share capital

Shares in OPmobility SE are listed on Euronext Paris (compartment A). OPmobility shares are included in the SBF 120 and CAC Mid-60 indices.

As of December 31, 2024, OPmobility SE's share capital amounted to €8,731,329.18 divided into 145,522,153 fully paid-up shares with a par value of €0.06 each.

3.5.2 Voting rights

Shareholders have the right to vote and speak at General Meetings. Each shareholder has one vote per fully paid-up share he or she holds.

In accordance with Article 18-11 of the bylaws, all fully paid-up shares held on a registered basis in the name of the same shareholder for at least two years are entitled to a double voting right with the shareholder having either bought or inherited the shares under intestacy rules or being a spouse or a relative entitled to inherit the shares who received them as an *inter vivos* gift.

If the share capital is increased by incorporating reserves, profits or share premiums, the double voting right is also attached to the registered free shares linked to the shares with double voting rights already held by the shareholder.

A double voting right shall cease for any share which has been the subject of a conversion to bearer form or a transfer.

It may also be canceled by decision of an Extraordinary General Meeting.

As of December 31, 2024, excluding treasury shares, the Company had 142,764,238 shares with the same number of exercisable voting rights, of which 90,878,211 shares have double voting rights.

3.5.3 Potential capital and securities giving rights to capital

As of December 31, 2024, there were no securities or rights giving direct or indirect access to the share capital of OPmobility SE.

3.5.4 Current authorizations relating to capital and securities carrying rights to the allocation of debt securities – use of authorizations

The Company's shareholders have delegated the following powers and financial authorizations to the Board of Directors:

3.5.4.1 Use of Authorizations and delegations given to the Board of Directors by the General Meeting of April 26, 2023

| Resolution no. | Type of authorization and delegated power | Duration and expiry date | Maximum amount per authorization or delegated power | Use of the authorization or delegation of power | Amount of unused authorization |
|----------------|--|-------------------------------|---|---|--------------------------------|
| 21 | Authorization to reduce the equity capital by canceling treasury shares | 26 months until June 25, 2025 | 10% of the share capital per 24-month period | Cancellation on January 29, 2025 of 1,500,000 treasury shares | 8.96% of share capital |
| 22 | Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, with preferential subscription rights | 26 months until June 25, 2025 | €6 million in nominal for shares and €2 billion in value for debt securities | None | Full authorization |
| 23 | Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, through a public offer | 26 months until June 25, 2025 | €6 million in nominal for shares and €2 billion in value for debt securities | None | Full authorization |
| 24 | Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights by way of an offer referred to in par. II of Article L. 411-2 of the <i>French Monetary and Financial Code</i> | 26 months until June 25, 2025 | A nominal value of €2 million for the shares through an offer referred to in paragraph 1 of Article L. 411-2 of the <i>French Monetary and Financial Code</i> – €750 million in value for debt securities | None | Full authorization |
| 25 | Delegation of authority to increase the number of shares or securities to be issued when a share issue with or without preferential subscription rights is carried out under the 22 nd to 24 th resolutions up to a maximum of 15% of the initial issue | 26 months until June 25, 2025 | 15% of the initial issue | None | Full authorization |
| 26 | Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, as consideration for contributions in kind consisting of equity securities or investment securities giving access to the share capital | 26 months until June 25, 2025 | €2 million in nominal for shares and €750 million in value for debt securities | None | Full authorization |

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Corporate governance

Information on share capital

| Resolution no. | Type of authorization and delegated power | Duration and expiry date | Maximum amount per authorization or delegated power | Use of the authorization or delegation of power | Amount of unused authorization |
|----------------|---|-------------------------------|--|---|--------------------------------|
| 27 | Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, as consideration for securities as part of a public exchange offer during the delegation | 26 months until June 25, 2025 | €6 million in nominal for shares and €750 million in value for debt securities | None | Full authorization |
| 28 | Share capital increase reserved for employees | 26 months until June 25, 2025 | €261,939 in nominal, i.e. a maximum of 4,365,650 shares at December 31, 2022 | None | Full authorization |

3.5.4.2 Use of authorizations and delegations given to the Board of Directors by the General Meeting of April 24, 2024

| Resolution no. | Type of authorization and delegated power | Duration and expiry date | Maximum amount per authorization or delegated power | Use of the authorization or delegation of power | Amount of unused authorization |
|----------------|---|----------------------------------|--|--|--|
| 5 | Authorization for the Company to buy back its own shares | 18 months until October 23, 2025 | Maximum purchase price: €80 Maximum holding: 10% of share capital Accumulated value of acquisitions: €1,164,177,200 | As of December 31, 2024, OPmobility SE held 1.90% of its share capital | As of December 31, 2024, 8.10% of the shares comprising the share capital of OPmobility SE |
| 25 | Authorization to grant stock options to directors and/or employees of the Company and/or Group companies | 38 months until October 23, 2027 | Maximum holding: 0.5% of the share capital and a sub-ceiling of 0.25% of the share capital for executive corporate officers, ceiling common to the 25 th and 26 th resolutions of 04/24/2024 | None | In application of the ceiling common to the 25 th and 26 th resolutions and despite not using the authorization of the 25 th resolution: 0.482% of the share capital and 0.232% of the share capital for executive corporate officers |
| 26 | Authorization to allocate free shares to directors and/or employees of the Company and/or Group companies | 38 months until October 23, 2027 | Maximum holding: 0.2% of the share capital and a sub-ceiling of 0.1% of the share capital for executive corporate officers, ceiling common to the 25 th and 26 th resolutions of 04/24/2024 | On July 22, 2024 (plan of July 22, 2024), allocation of 26,910 performance shares to executive corporate officers, i.e. 0.018% of the share capital at December 31, 2024 | 0.181% of the share capital and 0.082% of the share capital for executive corporate officers |

3.5.4.3 Authorizations and delegations proposed to the General Meeting of April 24, 2025 relating to the capital and securities giving the right to the allocation of debt securities

| Resolution no. | Type of authorization and delegated power | Duration and expiry date | Maximum amount per authorization or delegated power |
|----------------|--|-------------------------------------|--|
| 5 | Authorization for the Company to buy back its own shares | 18 months until October 23, 2026 | Maximum purchase price: €80 Maximum holding: 10% of share capital Accumulated value of acquisitions: €1,152,177,200 |
| 16 | Authorization to reduce the equity capital by canceling treasury shares | 26 months until June 23, 2027 | 10% of the share capital per 24-month period |
| 17 | Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, with preferential subscription rights | 26 months until June 23, 2027 | €6 million in nominal for shares and €2 billion in value for debt securities |
| 18 | Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, through a public offer | 26 months until June 23, 2027 | €6 million in nominal for shares and €2 billion in value for debt securities |
| 19 | Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights by way of an offer referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code | 26 months until June 23, 2027 | €2 million par value for the shares through an offer referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code and €750 million in value for debt securities |
| 20 | Delegation of authority to increase the number of shares or securities to be issued when a share issue with or without preferential subscription rights is carried out under the 17th to 19th resolutions up to a maximum of 15% of the initial issue | 26 months until June 23, 2027 | 15% of the initial issue |
| 21 | Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, as consideration for contributions in kind consisting of equity securities or investment securities giving access to the share capital | 26 months until June 23, 2027 | €2 million in nominal for shares and €750 million in value for debt securities |
| 22 | Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or marketable securities giving access to equity securities to be issued by the Company, without preferential subscription rights, as consideration for securities as part of a public exchange offer during the delegation | 26 months until June 23, 2027 | €6 million in nominal for shares and €750 million in value for debt securities |
| 23 | Share capital increase reserved for employees | 26 months until June 23, 2027 | €259,239.90 in nominal, i.e. a maximum of 4,320,665 shares at January 29, 2025 |



Corporate governance

Information on share capital

3.5.5 Movements in capital over the past five fiscal years

| Year and type of corporate transaction | Amount of capital increase/ reduction | | Share capital (in euros) | Number of shares comprising the share capital | Par value of the share (in euros) |
|--|--|------------|-----------------------------|---|---|
| | Nominal | Premium | | | |
| February 2021 | | | | | |
| Capital reduction by canceling 1,443,954 treasury shares | 86,637.24 | 32,928,875 | 8,827,329.18 | 147,122,153 | 0.06 |
| September 2022 | | | | | |
| Capital reduction by canceling 1,600,000 treasury shares | 96,000 | 34,590,149 | 8,731,329.18 | 145,522,153 | 0.06 |

Buyback by the Company of its own shares

| | |
|---|------------|
| Percentage of share capital held directly and indirectly by the Company as of December 31, 2024, including those: | 1.90 |
| backing existing stock option plans | 0.00 |
| backing existing performance share plans | 0.27 |
| backing liquidity contract | 0.24 |
| shares allocated to employees or directors of the Company or of Group companies | 0.36 |
| for the purpose of canceling treasury shares | 1.03 |
| Number of shares canceled over the past 24 months | 0 |
| Number of securities in the portfolio as of December 31, 2024 | 2,757,915 |
| Net carrying amount of portfolio as of December 31, 2024 | 29,647,778 |
| Market value of portfolio as of December 31, 2024 | 27,661,887 |

Share buybacks during fiscal year 2024

| | Aggregate gross movements | | |
|---------------------------|---------------------------|------------|--|
| | Purchases | Sales | Delivery of shares under the 2020 Free Share Plan |
| Number of securities | 2,768,217 | 1,532,445 | 84,187 |
| Average transaction price | 9.99 | 11.36 | 15.72 |
| Average exercise price | - | - | - |
| Totals | 27,646,611 | 17,415,688 | 1,323,423 |

Trading fees of €60 thousand were incurred in buying back shares during fiscal year 2024.

The change in the number of outstanding shares between the opening date and the closing date of fiscal year 2024 is as follows:

| | January 1, 2024 | Movements for fiscal year 2024 ⁽¹⁾ | December 31, 2024 |
|---|-----------------|--|-------------------|
| Number of shares comprising the share capital | 145,522,153 | - | 145,522,153 |
| Number of treasury shares | 1,606,330 | 1,151,585 | 2,757,915 |
| Number of outstanding shares | 143,915,823 | (1,151,585) | 142,764,238 |

See purchase flows, sales flows and options exercised, indicated in the table above.

The fifth resolution of the Combined General Meeting of April 24, 2024 authorized the Company to buy back its own shares subject to the following conditions:

| | |
|---|--|
| Maximum purchase price | €80 per share (excluding acquisition costs) |
| Maximum shares that may be held | 10% of the share capital at the date of the Combined General Meeting of April 24, 2024 |
| Maximum investment in the buyback program | €1,164,177,200 |

A new one-year, automatically renewable liquidity agreement signed with Kepler Capital Markets SA, in accordance with the Code of Ethics drawn up by AMAFI (*Association Française des Marchés Financiers* – the representative body for professionals working in the securities industry and financial markets in France) entered into force on January 1, 2015.

The primary purpose of this agreement is to reduce the volatility of the OPmobility share price, and thus the risk perceived by investors. The total budget allocated to this agreement is €6 million.

Information concerning share buybacks made since April 25, 2024

Between April 25, 2024 and January 31, 2025, the Company acquired 651,034 shares for a total value of €6,470,241, i.e. a value per share of €9.94, including under the liquidity agreement. The Company also acquired 101,125 shares for a total value of €926,143, i.e. a unit value of €9.16, under a share buyback plan and 1,111,244 shares for cancellation for a total value of €10,000,001, i.e. a value per share of €9.

During the same period, the Company sold 641,108 shares for a total value of €6,363,973, i.e. a value per share of €9.93. The Company also delivered 84,187 shares to the beneficiaries of the free performance share plan of April 30, 2020 with a total value of €1,323,423, i.e. a value per share of €15.72.

Between April 25, 2024 and January 31, 2025, the Company did not acquire any shares to cover its commitments to beneficiaries of free share plans.

As of February 28, 2025, OPmobility SE held 1,272,045 treasury shares, representing 0.88% of the share capital, broken down as follows:

Number of shares

| | |
|---------|---|
| 360,507 | AMAFI liquidity agreement |
| 524,055 | Shares allocated to employees or directors of the Company or of Group companies |
| 387,483 | Hedging of securities carrying rights to the allocation of shares |

Description of the share buyback program submitted to the Combined General Meeting of April 24, 2025

Under Articles 241-1 to 241-6 of the AMF General Regulation, this description defines the objectives, terms and conditions of the OPmobility SE treasury share buyback policy and how it will be implemented. The program will be submitted for approval to the Combined General Meeting of Shareholders convened for April 24, 2025.

OBJECTIVES OF THE SHARE BUYBACK PROGRAM

OPmobility SE intends to use the share buyback program to achieve the following objectives:

- to use an investment service provider to maintain the secondary market or the liquidity of OPmobility's shares via a liquidity agreement complying with the AMAFI Code of Ethics accepted by the AMF;
- to cancel the acquired shares, if appropriate, subject to approval by the General Shareholders' Meeting of April 24, 2025, of the authorization submitted to the vote in the 16th extraordinary resolution;
- to cover stock option and/or free share (or similar) plans allocated to OPmobility SE employees and/or directors and all allocations of shares as part of a company or group savings (or similar) plan, or for purposes of Company profit-sharing and/or any other form of allocation of shares to OPmobility SE employees and/or directors;
- to hold the shares acquired and use them at a later date for exchange or in payment for any external growth transactions, with the understanding that shares purchased for this purpose may not exceed 5% of the Company's capital;
- to implement all market practices currently accepted or accepted in the future by the market authorities.

TERMS AND CONDITIONS – THE MAXIMUM PROPORTION OF CAPITAL THAT MAY BE ACQUIRED AND THE MAXIMUM AMOUNT PAYABLE BY OPMOBILITY SE

OPmobility SE is authorized to acquire a maximum of up to 10% of its capital, i.e. as of the date of this document, 14,402,215 shares, each with a par value of €0.06.

Since the Company held 1,254,094 treasury shares at January 31, 2025, the maximum number of its shares it could purchase under the share buyback program is 13,148,121. In the event that treasury shares already held are canceled or used, the maximum amount that the Company can pay out to acquire the 14,402,215 shares is €1,152,177,200.

Thus, the total value of acquisitions (net of costs) may not exceed €1,152,177,200 based on the maximum purchase price of €80, as provided in the 5th resolution to be proposed to the Combined General Meeting of April 24, 2025.

Shares may be purchased, sold or transferred using any method, including by purchasing blocks of shares, on the stock market or over the counter. These means include the use of any derivatives, traded on a regulated market or over the counter, and the setting up of option operations such as the purchase and sale of call and put options. These transactions may be made at any time.

TERM OF THE BUYBACK PROGRAM

This buyback program may continue for a period of eighteen months from approval of the 5th resolution subject to a shareholders' vote at the Combined General Meeting of April 24, 2025, i.e. until October 24, 2026.



Corporate governance

Shareholding structure of OPmobility SE

3.5.6 Bonds

Details of the outstanding bonds and private placements issued by the Company as of December 31, 2024 are given below:

| Issuer | Rate | Currency | Coupon | Initial issue date | Maturity date | Outstanding amount (in millions of euros) | Listing market |
|---------------|----------|----------|--------|--------------------|---------------|--|----------------|
| OPmobility SE | fixed | EUR | 1.632% | 12/21/2018 | 12/21/2025 | 300 | |
| OPmobility SE | fixed | EUR | 1.779% | 05/23/2022 | 05/23/2025 | 15 | |
| OPmobility SE | variable | EUR | 3.478% | 05/23/2022 | 05/23/2025 | 80 | |
| OPmobility SE | fixed | EUR | 2.355% | 05/23/2022 | 05/23/2027 | 36 | |
| OPmobility SE | variable | EUR | 3.778% | 05/23/2022 | 05/23/2027 | 139 | |
| OPmobility SE | fixed | EUR | 2.776% | 05/23/2022 | 05/23/2029 | 108 | |
| OPmobility SE | variable | EUR | 4.028% | 05/23/2022 | 05/23/2029 | 22 | |
| OPmobility SE | fixed | EUR | 4.875% | 03/13/2024 | 03/13/2029 | 500 | |
| OPmobility SE | variable | EUR | 3.940% | 12/17/2024 | 12/17/2028 | 40 | |
| OPmobility SE | fixed | EUR | 4.250% | 12/17/2024 | 01/17/2030 | 75 | |

3.6 Shareholding structure of OPmobility SE

BREAKDOWN AS OF DECEMBER 31, 2024 AND JANUARY 31, 2025 OF THE SHARE CAPITAL OF OPMOBILITY SE

| | January 31, 2024 | | December 31, 2024 | | December 31, 2023 | | December 31, 2022 | |
|-----------------------|------------------|-----------------|-------------------|-----------------|-------------------|-----------------|-------------------|-----------------|
| | % voting rights | % share capital | % voting rights | % share capital | % voting rights | % share capital | % voting rights | % share capital |
| Burelle SA | 74.75 | 60.63 | 74.36 | 60.01 | 74.36 | 60.01 | 74.26 | 60.01 |
| Employee shareholders | 0.66 | 1.06 | 0.66 | 1.06 | 0.65 | 1.05 | 1.01 | 1.01 |
| Held by Company | - | 0.87 | - | 1.89 | - | 1.10 | - | 1.05 |
| Public | 24.59 | 37.44 | 24.98 | 37.04 | 24.99 | 37.84 | 24.73 | 37.93 |
| | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |

As of December 31, 2024, the share capital of OPmobility SE was comprised of 145,522,153 shares. At this date, Burelle SA held 60.01% of the capital of OPmobility SE.

In France, as of December 31, 2024, the Group Savings Plan had 1,552 members, holding 1,546,856 shares in OPmobility, i.e. 1.06% of the share capital, purchased on the stock market. At January 31, 2025, the Group Savings Plan had 1,548 members holding 1,539,375 OPmobility shares, i.e. 1.07% of the share capital.

On January 29, 2025, following the completion of a capital reduction through the cancellation of treasury shares, OPmobility SE's share capital consists of 144,022,153 shares. On that date, Burelle SA held 60.63% of the share capital of OPmobility SE.

To the Company's knowledge, no other shareholder owns 5% or more of the Company's share capital. The Company has not been informed of any shareholders' agreement.