

2024 remuneration policy for Directors and Executive Officers as approved by the Combined Shareholders' Meeting of May 23, 2024

In accordance with article R.22-10-14 IV of the French Commercial Code, (i) the remuneration policies submitted to the Combined Shareholders' Meeting of May 23, 2024 and (ii) the results of the votes of said Meeting are presented below. Any reference made to a section of the corporate governance report ("CGR") shall be understood as a reference to the corporate governance report included in the Universal Registration Document filed with the *Autorité des marchés financiers* on March 14, 2024 and published on Teleperformance's website.

Ninth resolution: Remuneration policy for Directors

Resolution proposed: "The Shareholders' Meeting, having met the quorum and majority requirements for ordinary shareholders' meetings and pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for Directors as presented in Chapter 4, sections 4.2.1, 4.2.3.1 and 4.2.3.2 of the report on corporate governance included in the Universal Registration Document for the year ended December 31, 2023."

Voting results: resolution approved at 99.11%

Synthesis of the remuneration policy

For 2024, the Board of Directors, upon recommendation of the Remuneration and Appointments Committee, decided not to change the principles for determining the remuneration granted to directors. These principles (described in sections 4.2.1 and 4.2.1.2 of the CGR) are as follows:

- fixed remuneration and variable remuneration paid subject to presence criteria;
- a higher variable part;
- specific additional remuneration for membership of a Committee;
- specific additional remuneration for the Lead Independent Director;
- specific additional remuneration to make allowance for directors based in remote countries;
- the absence of remuneration in respect of a directorship in the event of remuneration paid under an employment contract or in respect of an executive office within a subsidiary;
- the possibility of compensation for a non-executive position as Chairman of the Board of a subsidiary, subject to review on a case-by-case basis by the Remuneration and Appointments Committee.

Based on these principles, the Board, upon recommendation of the Remuneration and Appointments Committee, set the allocation rules for the global amount of €1,200,000 for 2024 as follows (gross amounts):

- each director received a remuneration comprising an annual fixed remuneration of €27,500 and a variable amount of €6,600 per meeting subject to attendance;
- members of the Audit, Risk and Compliance Committee received an annual fixed remuneration of €11,000 (doubled for the Committee Chair) and a variable amount of €5,000 per meeting subject to attendance;
- members of the Remuneration and Appointments Committee and of the CSR Committee received an annual fixed remuneration of €8,250 (doubled for the Committee Chair) and a variable amount of €3,900 per meeting subject to attendance;
- the Lead Independent Director received an annual fixed remuneration of €55,000;
- an additional remuneration of €1,500 for attending a Board or Committee meeting for directors traveling from a country within Europe (excluding France) and of €3,500 for attending a Board or Committee meeting for directors traveling from a country outside Europe.

Tenth resolution: Remuneration policy for the Chairman and Chief Executive Officer

Resolution proposed: “The Shareholders’ Meeting, having met the quorum and majority requirements for ordinary shareholders’ meetings and pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for the Chairman and Chief Executive Officer, as presented in Chapter 4, sections 4.2.1, 4.2.3.1 and 4.2.3.3 of the report on corporate governance included in the Universal Registration Document for the year ended December 31, 2023.”

Voting results: resolution approved at 84.68%

Synthesis of the remuneration policy

The remuneration granted to the Chairman and Chief Executive Officer for 2023 was set by decision of the Board of Directors at its meeting held on March 6, 2024 upon recommendations of its Remuneration and Appointments Committee. It decided to maintain the remuneration as established pursuant to the shareholders’ meeting held on April 13, 2023, retaining the principles set out in section 4.2.1 of the CGR, and make amendments to the long-term variable part.

For reference purposes, the evolution of the remuneration paid to the Chairman and Chief Executive Officer since 2017 is presented in section 4.2.2.2 of the CGR.

Annual fixed remuneration

For 2024, the annual fixed part of the remuneration granted to the Chairman and Chief Executive Officer, Mr. Daniel Julien, was set at the gross amount of US\$2,625,000 (identical to the amount set since 2018).

Annual variable remuneration

For 2024, the maximum amount of annual variable remuneration of the Chairman and Chief Executive Officer was set at a gross amount of US\$2,625,000, an amount equivalent to his annual fixed remuneration (unchanged since 2018). This remuneration is expressed as a maximum amount. If performance exceeds one or more of the targets set, no additional remuneration is granted or paid.

The performance criteria applicable to said variable remuneration were defined by the Board of Directors upon recommendation of its Remuneration and Appointments Committee, taking into consideration (i) the forecast growth in Teleperformance’s operating results, (ii) the forecast and expected operational performance of the market and Group competitors, and (iii) the global geopolitical environment. They are based on demanding hypotheses and are measurable.

The criteria for the annual variable part consist of financial performance criteria representing 70% of the maximum amount (achievement of levels of revenues for 30%, improvement of EBITA compared to the preceding year (pro forma and excluding nonrecurring items) for 30% and achievement in 2024 of the synergies expected following the Majorel acquisition for 10%). Organic growth and operational profitability are part of the fundamental and crucial financial criteria of the executive officers’ remuneration but also that of the Group’s senior executives (global, regional or operational functions). They are the main items that the financial community uses to assess and judge the Group’s performance and the valuation of its share and that are, as a result, legitimate to appreciate the performance of the Group’s executive officers. The criterion related to the synergies expected from the Majorel acquisition will enable the Board to monitor the good integration following this acquisition.

For the remaining 30%, they are based on extra financial criteria corresponding to identified priorities in terms of corporate social responsibility (CSR) and on the challenges being a priority for the Group based on cybersecurity and artificial intelligence.

In the ongoing interest of transparency on remuneration, the Group had prospectively made public the levels of achievement expected.

In order to determine the total or partial achievement of objectives, the Board continues to use the points calculation system that has been applied for a number of years. The maximum number of points that may be granted for the criteria is 100 points, including a maximum of 70 points for financial criteria and a maximum of 30 points for extra financial criteria.

With regard to the financial criteria:

- **Organic revenue growth** (excluding currency effects and at constant perimeter) (30%)

Number of points granted	Target
0 point	Less than 2.0%
10 points	Equal to 2.0% and less than 2.5%
20 points	Equal to 2.5% and less than 3.0%
30 points	Equal to 3.0% and above
TOTAL	30 POINTS

- **Improvement of EBITA margin** (vs. published 2023 pro forma and excluding non-recurring items) (30%)

Number of points granted	Target
0 point	Less than 10 basis points (bp)
10 points	Equal to 10 bp and less than 15 bp
20 points	Equal to 15 bp and less than 20 bp
30 points	Equal to 20 bp and above
TOTAL	30 POINTS

- **Majorel integration** (10%)

Achievement and completion in 2024 of a level of synergies run rate of a minimum amount of 100,000,000 euros (excluding synergies costs).

With regard to the extra financial criteria:

The Board of Directors, upon recommendation of the Remuneration and Appointments Committee and after opinion of the CSR Committee, set the following criteria based on the 2024 Group priorities in CSR, more particularly on social aspects:

- **Criterion based on employees' engagement (for 10%)**

For 2024, the Board wanted to maintain the employee engagement criterion, which is one of the Group's priorities, as indicated in the materiality matrix. It thus wanted to divide it into two sub-criteria by retaining the objective of obtaining certifications and including the trust index. The Group has decided to maintain the use of confidential and independent surveys such as those conducted by *Great Place to Work*®, the world's leading independent expert in quality of life at work, based on the quality of the employee experience.

Sub-criterion on level of employees working in a certified subsidiary (5%)

- **Objective:** continuation of certifications on employee satisfaction (such as Best Places to Work, Great Place to Work® or equivalent) issued by renowned independent bodies, to achieve a level of 90% of Group employees working in subsidiaries thus certified;
- **Assessment elements:** certifications obtained during or in connection with financial year 2024 by independent renowned organizations. 5 points will be granted if the rate of employees working in a certified subsidiary is equal or above 90%.

Sub-criterion related to the trust index (5%)

- **Objective:** to obtain an average trust index of above 70% in the context of the certifications obtained under the 1st sub-criterion.

The Board of Directors wished to make part of the criterion based on achieving an average Trust Index score superior to 70% above than that required by the institute for obtaining and renewing certification in employee engagement.

- Assessment elements: Achievement of an average trust index score of above 70% for fiscal year 2024. 5 points will be granted in this case.

- **Criterion based on cybersecurity** (for 10%)

To echo the expectations expressed by some shareholders and in relation to items identified as a priority in the materiality matrix of the CSR challenges and risks, the Board of Directors wished to introduce a criterion linked to the expected achievements in terms of cybersecurity in order to take into account, beyond the social and human capital challenges, the necessary developments for data security throughout the value chain.

- Objective: continued deployment of the cybersecurity plan and strengthening of the Group's systems in place.
- Assessment elements: The Board will review the level of achievement of this criterion with regards to, in particular, of elements based on the integration of the entities and employees of Majorel in the Group's systems and processes, the relevance, efficiency and maturity of the Group cybersecurity plan by using, in particular, the NIST Cybersecurity Framework, the continued internalization of digital excellence centers...

- **Criterion based on artificial intelligence** (for 10%)

The Board of Directors wished to introduce a criterion linked to the management and use of artificial intelligence within the organization.

- Objective: Accelerate the deployment of solutions integrating artificial intelligence into the Group's processes and operations, and into its commercial offering.
- Assessment elements: The Board will review the level of achievement of this criterion by assessing in particular the relevance of the governance set up, the number and the relevance of the projects integrating artificial intelligence implemented internally, the number of digital experts, the number of Bots implemented in 2024, the effective deployment of Group products and services in Group's clients.....

The 2024 annual variable remuneration of the Chairman and Chief Executive Officer remains subject to a clawback scheme set up in 2018 and described in section 4.2.1.2 of the CGR.

It is reminded that, in accordance with the provisions of L. 22-10-34 II paragraph 2 of the French Commercial Code, payment of the variable remuneration that will be granted in respect of 2024 to Mr. Daniel Julien for his office as Chairman and Chief Executive Officer, is subject to approval, by the ordinary shareholders' meeting to be held in 2025, of his remuneration elements as Chairman and CEO paid during or granted in respect of the 2024 financial year for his office.

Long-term share-based remuneration

In accordance with the grant policy implemented since 2019, the Board, upon recommendation of the Remuneration and Appointments Committee, decided to maintain for 2024 the maximum number of shares to be granted to the Chairman and CEO to 50,000 shares, this number is to be prorated depending on the termination date of his executive functions.

This cap, communicated in advance, is intended to limit the potential dilution resulting from the grant and is consistent with the involvement required and the long-standing status of the Chairman and Chief Executive Officer, founder, as shareholder of the Company. The Board also took the following items into account when establishing the grant cap for 2024:

- the amount of overall remuneration received by Mr. Daniel Julien, Group founder, is, in the amount received, unchanged since 2013;
- the structure and achievement criteria for his remuneration, in particular the variable part, were however made more stringent (reduction of the fixed part, introduction of a clawback mechanism) even though results and performance have been steadily increasing over an extended period of time;
- the launch of a shared governance;
- the definitive vesting of the total number of shares granted subject to demanding performance criteria in line with the Group's financial communication and strategy is set over a longer period of time than before;
- the Group's size has more than doubled;
- the complexity of the Group's environment due in particular to recent acquisitions, their integration, and the international development of its operations, has increased.

With regard to the grant performance criteria due to be established, the Board of Directors decided to maintain the five criteria set for the grant implemented in 2023.

These criteria will be assessed, for the 2024 grant, over the period from January 1, 2024 to December 31, 2026 and will consist in five criteria:

- the first performance criterion, weighing for 35%, is based on organic growth in Group consolidated revenues (at constant exchange rates and consolidation scope) compared to the market growth as published for each year by Everest Group between the financial year ended December 31st, 2023 and the financial year ending December 31st, 2026 (the “organic revenue growth” criterion); and;
- the second performance criterion, weighing for 35%, is based on levels of free cash flow cumulated as of December 31, 2026 (the “free cash flow” criterion), and;
- the third performance criterion, weighing for 10%, is based on the evolution of Teleperformance SE share price outperforming compared to the CAC 40 index for each of the three years of the plan. It will be calculated by comparing the average performance of the average annual prices for the financial years ending December 31, 2024, 2025 and 2026 (i) of the Teleperformance SE share and (ii) of the CAC 40 (the “stock price evolution” criterion); and
- the fourth performance criterion, weighing for 10%, is based on the achievement of a scope 1¹ and scope 2² carbon emission reduction rate, aligned with Teleperformance’s new 2030 objectives (“CSR” criterion). Those new targets have been developed following the SBTi methodology. They include Majorel’s operations into the scope and align with a more ambitious SBTi trajectory, the 1.5°C trajectory. This trajectory requires an absolute emission reduction of at least -4.2% per year. The company also needs to ensure that the forward-looking ambition (FLA) between the most recent year and the target year is sufficient. Therefore, to reflect the important reduction achieved by the group in recent years, FLA-adjusted targets for Teleperformance aim at reducing scope 1 and 2 emissions by -5.2% per year by 2030, from a 2019 baseline. For this planned grant, this means a -36.4% reduction of scope 1 and scope 2 emissions by 2026 from a 2019 baseline. Those objectives are yet to be validated by SBTi and thus could be subject to evolve. The Board of Directors will adapt, as a result and as necessary, depending on the obtained validation of those objectives on the matter;
- the fifth performance criterion, weighing for 10%, is based on the rate of internal promotions measured over the period January 1, 2024 to December 31, 2026, (the “promotions” criterion).

These five criteria are cumulative: they do not offset each other, and no criteria is excluded to the benefit of others that would be achieved. Thus, each criterion will give right to a share percentage credit depending on the performance achieved (as described hereafter). This percentage will be multiplied by the weight related to each criterion in order to determine the percentage of shares to be granted. The addition of those percentages thus calculated for each criterion will be applied to the number of shares originally allocated to each beneficiary in order to calculate the final number of shares to be granted to each beneficiary, rounded up, where applicable, to the nearest whole number.

Internal criteria:

Organic revenue growth compared to the reference market (“ORG”)

Share percentage credit	ORG
0%	ORG = Market (as published by Everest Group)
50%	ORG ≥ Market +1%
75%	ORG ≥ Market +1.5%
100%	ORG ≥ Market +2%

¹ Scope 1 emissions designates the direct emissions related to fuel and refrigerant fluids consumption.

² Scope 2 emissions designates indirect emissions related to electricity consumption.

Free cash flow for 3 years ("FCF")

Share percentage credit	FCF (in million euros)
0%	< €2,500
50%	€2,500 ≤ FCF < €2,600
75%	€2,600 ≤ FCF < €2,700
100%	≥ €2,700

Environment ("CSR")

Share percentage credit	CSR
0%	< -27%
50%	-27% ≤ CSR < -32%
75%	-32% ≤ CSR < -36.4%
100%	≥ -36.4%

Promotions ("Promotions")

Share percentage credit	Promotions
0%	< 30%
50%	30% ≤ Promotions < 45%
75%	45% ≤ Promotions < 60%
100%	≥ 60%

External criterion:
Stock Price Evolution ("Stock")

Share percentage credit	Stock
0%	< 200 basis points (bp)
50%	200 bp ≤ Stock < 400 bp
75%	400 bp ≤ Stock < 600 bp
100%	≥ 600 bp

Benefits in kind

The benefits in kind granted to the Chairman and Chief Executive Officer are unchanged. As in the past years, they include the use of a company car, healthcare insurance plan and the matching contribution paid, in the case of deferred remuneration payment, under the non-qualified deferred compensation plan as described in section 4.2.2.2 paragraph *Benefits in kind* of the CGR.

Deferred remuneration: compensation under non-compete undertaking

The Chairman and Chief Executive Officer is bound to the Group by a non-compete undertaking, the terms of which, unchanged for 2024, are set out in section 4.2.2.2 paragraph *Remuneration principles and structure* of the CGR.

Other remuneration elements

The remuneration structure for the Chairman and Chief Executive Officer does not provide for compensation or remuneration upon the assumption or termination of duties, exceptional remuneration, multi-year variable remuneration, additional or supplementary pension scheme or stock option grants.

Eleventh resolution: Remuneration policy for the Deputy Chief Executive Officer

Resolution proposed: “The Shareholders’ Meeting, having met the quorum and majority requirements for ordinary shareholders’ meetings and pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for the Deputy Chief Executive Officer, as presented in Chapter 4, sections 4.2.1, 4.2.3.1 et 4.2.3.4 of the report on corporate governance included in the Universal Registration Document for the year ended December 31, 2023.”

Voting results: resolution approved at 94.97%

Synthesis of the remuneration policy

The remuneration granted to the Deputy Chief Executive Officer for 2024 was set by decision of the Board of Directors at its meeting of March 6, 2024 upon recommendations of the Remuneration and Appointments Committee. It was decided to maintain, for the period in which he acts as co-Chief Executive Officer with Daniel Julien, founder and Chairman and Chief Executive Officer, his employment contract as President Group Transformation and make some amendments. Moreover, it was decided to include, starting January 1, 2024 subject to the positive vote of the shareholders' meeting, remuneration in respect of his term of office. All of those elements were reviewed and readjusted in order to comply with the principles applied to the executive directors' remuneration as described below.

Annual fixed remuneration

For 2024, the gross annual fixed part of Mr. Bhupender Singh’s remuneration as Deputy Chief Executive Officer was set at €426,000. It would be applicable as of January 1, 2024, subject to the positive vote by the shareholders' meeting of May 23, 2024.

Under his employment contract, the gross annual fixed remuneration of Mr. Singh would be brought from £1,180,000 to £960,000).

Annual variable remuneration

For 2024, the maximum gross amount of annual variable remuneration of the Deputy Chief Executive Officer in respect of his office is set at €707,000. This remuneration is expressed as a maximum amount. If performance exceeds one or more of the targets set, no additional remuneration will be granted or paid.

The performance conditions of this annual variable remuneration are identical to those set for the annual variable remuneration of the Chairman and Chief Executive Officer (see section 4.2.3.3 of the CGR), it being specified that personal contribution is taken into account for the extra financial part.

Furthermore, the annual variable remuneration of the Deputy Chief Executive Officer for 2024 is subject to a clawback scheme described in section 4.2.1.2 of the CGR.

It is reminded that, in accordance with the provisions of article L. 22-10-34 II paragraph 2 of the French Commercial Code, payment of the annual variable remuneration that will be granted to the Deputy Chief Executive Officer in respect of his office for the financial year 2024 is subject to approval, by the ordinary shareholders’ meeting to be held in 2025, of the remuneration elements paid during or granted in respect of 2024 in respect of his office.

It is also reminded that, in respect of his salaried duties as President Group Transformation, Mr. Bhupender Singh is also entitled to receive the variable remuneration set out in his employment contract, i.e. maximum (gross) variable remuneration of £720,000 for 2024 determined on the basis of performance criteria specific to his technical and salaried duties. This remuneration (to be paid in 2025) may not be supplemented by exceptional bonuses.

For the sake of transparency, the Company publicly discloses the objectives of Mr. Singh's variable remuneration under his employment contract. They were set in a precise manner and disclosed to the Remuneration and Appointments Committee. For the 2024 financial year, these objectives, as initially set, consist in the:

- continuation and acceleration of internal transformation projects (25%);
- development of commercial offers for clients (25%); and
- Development of TP Infinity (20%);
- Accelerated deployment of integrated solutions (15%) and secured solutions (15%).

Long-term share-based remuneration

In accordance with the new grant policy implemented since 2019, the Board, upon recommendation of the Remuneration

and Appointments Committee, decided that the maximum number of performance shares that may be granted to the Deputy Chief Executive Officer in 2024 shall not exceed 31,000 shares.

With regard to the performance criteria of the grant to be established in 2024, they will be based on indicators corresponding to the long-term strategy as defined by the Board of Directors and applicable for all beneficiaries of such grants, including the ones made to executive officers.

In accordance with the recommendations of the AFEP-MEDEF code, in the event of the executive officer's departure before the end of the period envisaged for the assessment of those long-term performance criteria, continued entitlement to all or part of the performance shares or equivalent mechanisms would be assessed by the Board, which would then justify its decision (see *Summary of the commitments and benefits granted to the Deputy Chief Executive Officer in connection with his term of office* of the CGR).

Benefits in kind

The Deputy Chief Executive Officer receives no benefits in kind in respect of his office. It is reminded that, under his employment contract, he benefits from a health insurance.

Deferred remuneration: compensation under a non-compete undertaking

The Deputy Chief Executive Officer is bound to the Group by a non-compete undertaking, the terms of which were modified for 2024 in order to meet the Group's requirements and the best practices expected in terms of limit of amounts that could be granted or due in the event of termination of his functions. To this effect, it was decided to reduce to 12 months' remuneration and term the non-compete undertakings binding Mr. Bhupender Singh to the Teleperformance Group, thus ensuring an alignment that undertaking with the modalities of the one implemented for the Deputy Chief Executive Officer in charge of finance. On the occasion of his appointment as Chief Executive Officer, those modalities could be reviewed.

Other remuneration elements

The remuneration structure for the Deputy Chief Executive Officer does not provide for compensation or remuneration granted upon the assumption or termination of duties, exceptional remuneration, multi-year variable remuneration, additional or supplementary pension scheme or stock option grants.

Furthermore, his employment contract provides for an indemnity maintained at 9 months' remuneration in case of termination at the employer's initiative (except for gross or serious misconduct).

A respective notice period of 3 months is also provided under his employment contract.

His contract does not provide for any other compensation or remuneration granted upon the assumption or termination of his duties, exceptional remuneration, multi-year variable remuneration, additional or supplementary pension scheme, stock option or performance shares grants or retention.

Twelfth resolution: Remuneration policy for the Deputy Chief Executive Officer, in charge of finance

Resolution proposed: "The Shareholders' Meeting, having met the quorum and majority requirements for ordinary shareholders' meetings and pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for the Deputy Chief Executive Officer, in charge of finance, as presented in Chapter 4, sections 4.2.1, 4.2.3.1 et 4.2.3.5 of the report on corporate governance included in the Universal Registration Document for the year ended December 31, 2023."

Voting results: resolution approved at 93.35%

Synthesis of the remuneration policy:

The remuneration granted to the Deputy Chief Executive Officer in charge of finance for 2024 was set by decision of the Board of Directors at its meeting of March 6, 2024 upon recommendations of the Remuneration and Appointments Committee. The Board decided to modify the remuneration of Mr. Rigaudy under his term of office to add an increase of the annual remuneration to maintain attractiveness and competitiveness of this remuneration in light of the evolutions of the Group's scope since the appointment of Mr. Rigaudy. It is reminded that no modification was brought, both on the part due in respect of the term of office and of the employment contract, since 2018. The proposed 10% increase in fixed and variable remuneration reflects changes in the Group's complexity and is consistent with the trend in payroll remuneration over the period. It is also intended to consolidate his role and involvement alongside Messrs. Julien and Singh, enabling the implementation of the new governance structure.

A description of the remuneration elements granted to Mr. Olivier Rigaudy as Deputy Chief Executive Officer in respect of the 2024 financial year is presented below. For the sake of transparency and to enable shareholders to conduct a relevant assessment of these items, this section also includes the remuneration granted to Mr. Olivier Rigaudy corresponding to his status as a Company employee.

Annual fixed remuneration

For 2024, the gross annual fixed part of Mr. Olivier Rigaudy's remuneration as Deputy Chief Executive Officer is brought from €80,000 to €140,000.

It is reminded that in 2024 Mr. Rigaudy, Deputy Chief Executive Officer, will also receive the remuneration provided for in his employment contract in respect of his salaried functions, *i.e.* fixed annual (gross) remuneration of €520,000 (unchanged since 2018 and maintained for 2024).

Annual variable remuneration

For 2024, the maximum gross amount of annual variable remuneration of the Deputy Chief Executive Officer in respect of his office is brought from €380,000 (unchanged since 2018) to €440,000. As in previous years, this remuneration is expressed as a maximum amount. If performance exceeds one or more of the targets set, no additional remuneration will be granted or paid.

The performance conditions of this annual variable remuneration are identical to those set for the annual variable remuneration of the Chairman and Chief Executive Officer (see section 4.2.3.3 of the CGR), it being specified that personal contribution is taken into account for the extra financial part.

Furthermore, the annual variable remuneration of the Deputy Chief Executive Officer for 2024 remains subject to a clawback scheme described in section 4.2.1.2 of the CGR.

It is reminded that, in accordance with the provisions of article L. 22-10-34 II paragraph 2 of the French Commercial Code, payment of the annual variable remuneration that will be granted to the Deputy Chief Executive Officer in respect of his office for the financial year 2024 is subject to approval, by the ordinary shareholders' meeting to be held in 2025, of the remuneration elements paid during or granted in respect of 2024 in respect of his office.

It is also reminded that, in respect of his salaried duties as Group Chief Financial Officer, Mr. Olivier Rigaudy is also entitled to receive the variable remuneration set out in his employment contract, *i.e.* maximum (gross) variable remuneration of €220,000 for 2024 (unchanged since 2018), determined on the basis of performance criteria specific to his technical and salaried duties. This remuneration (to be paid in 2024) may not be supplemented by exceptional bonuses.

For the sake of transparency and for reference, the Company publicly discloses the objectives of Mr. Rigaudy's variable remuneration under his employment contract. They were set in a precise manner and disclosed to the Remuneration and Appointments Committee. For the 2024 financial year, these objectives, as initially set, consist in the:

- management of Group performance to ensure that annual targets are met particularly in terms of financial profitability and margin (40%);
- proactive management of Group liquidity and financial expenses (20%); and
- integration of Majorel (30%):
 - identification and completion of synergies for 2024 and 2025 (15%);
 - integration of financial systems and of legal and tax structure of Majorel entities within the TP Group, optimization of the number of entities, minority shares repurchase...(15%).

Long-term share-based remuneration

In accordance with the new grant policy implemented since 2019, the Board, upon recommendation of the Remuneration and Appointments Committee, decided that the maximum number of performance shares that may be granted to the Deputy Chief Executive Officer in 2024 shall not exceed 24,000 shares. This cap was raised compared to previous years in order to maintain a long-term orientation of the global remuneration package and is part of the effort to align the interests of executives with those of the shareholders.

With regard to the performance criteria of the grant to be established in 2024, they will be based on indicators corresponding to the long-term strategy as defined by the Board of Directors and applicable for all beneficiaries of such grants, including the ones made to executive officers.

In accordance with the recommendations of the AFEP-MEDEF code, in the event of the executive officer's departure before the end of the period envisaged for the assessment of those long-term performance criteria, continued entitlement to all or part of the performance shares or equivalent mechanisms would be assessed by the Board, which would then justify its decision (see *Summary of the commitments and benefits granted to the Deputy Chief Executive*

Officer in connection with his term of office of the CGR).

Benefits in kind

The Deputy Chief Executive Officer receives no benefits in kind in respect of his office. It is reminded that, under his employment contract, he has the use of a company car.

Deferred remuneration: compensation under a non-compete undertaking

The Deputy Chief Executive Officer is bound to the Group by a non-compete undertaking, the terms of which, unchanged for 2024, are set out in section 4.2.2.3 of the CGR.

Other remuneration elements

The remuneration structure for the Deputy Chief Executive Officer does not provide for compensation or remuneration granted upon the assumption or termination of duties, exceptional remuneration, multi-year variable remuneration, additional or supplementary pension scheme or stock option grants.

Furthermore, his employment contract does not provide for compensation or remuneration granted upon the assumption or termination of his duties, exceptional remuneration, multi-year variable remuneration, additional or supplementary pension scheme, stock option or performance shares grants or retention.