Regulated information
Paris, February 14th, 2024

Information on the company corporate officers' compensation components, whether potential or vested

(Recommendation 27.1 of the AFEP-MEDEF Code)

The Board of Directors of Verallia (the "**Company**"), during its meeting held on February 14th, 2024, has approved the compensation components described below on the recommendation of the Compensation Committee.

In accordance with the provisions of Article L.22-10-8 of French Commercial Code, the compensation policy presented below will be subject to the approval of the General Shareholders' Meeting to be held on April 26th, 2024.

Compensation policy for executive officers

I. Compensation policy for the Chairman of the Board of Directors

The compensation policy for the Chairman of the Board of Directors for 2024 set by the Board of Directors is composed of the following components:

- A fixed annual gross compensation of €350,000;
- A company car and a complementary health plan.

II. Compensation policy for the Chief Executive Officer

The compensation policy for the Chief Executive Officer for 2024 set by the Board of Directors is composed of the following components:

- A fixed annual gross compensation of €750,000;
- A variable annual compensation on the basis of financial and ESG criteria set at an amount equal to 100% of the fixed annual compensation, i.e. €750,000 if the targets are fully achieved and, in the event that the set targets are exceeded, a maximum amount equal to 135% of the fixed annual compensation, i.e. €1,012,500.

  The variable portion of the compensation is calculated as follow:

  - 70 % of its amount is based on financial criteria (40% are linked to the achievement of an adjusted EBITDA threshold and 30% are linked to the achievement of an operational cash flow threshold for the financial year ended 31 December 2024); and
  - 30 % of its amount is based on ESG criteria including for 50%, a safety criterion, linked to the improvement of a workplace accident frequency rate with or without lost days (known as "TF2") to a level equal to or below 1.9 based on a linear calculation method and for 50%, a sustainable development criterion, linked to the increase in the rate of external cullet use to at least 57.5% based on a linear calculation method.

- An allocation of performance shares:

Acting pursuant to the authorization conferred by the 33rd resolution of the Extraordinary General Shareholders' Meeting of the Company of April 25th, 2023, the Board of Directors resolved as follows at its meeting of February 14th, 2024: to grant a maximum number of 318,600 shares[1] (corresponding to an initial allocation of 295,000 shares) to approximately 226 members of staff of the Company and its subsidiaries (with a maximum number of 41,040[2] shares (corresponding to an initial allocation of 38,000 shares) for the Chief Executive Officer) (the total of shares attributable to the Chief Executive Officer not exceeding 20% of the 318,600 attributable shares (corresponding to an initial allocation of 295,000 attributable shares), subject to achievement of the performance conditions detailed below (the "**2024-2026 Plan**").

The final allocation of shares granted each year under the 2024–2026 Plan will be done without discount, on the condition of continued service of the employee or executive concerned. The 2024–2026 Plan is aligned with the evolution of market practices, in particular in terms of performance criteria adopted and based on:

- for 40%, a theoretical value creation target with respect to the 2024–2026 medium-term business plan (defined as the increase in the following aggregate: 8 times adjusted EBITDA minus the net financial debt before payment of dividends and/or share buybacks), measured between December 31st, 2023 and December 31st, 2026;
- for 15%, a total shareholder return (TSR) target for the Company's share relative to the evolution of the TSR of companies included in the SBF 120 index on Euronext Paris, measured between December 31st, 2023 and December 31st, 2026[3];
- for 15%, a total shareholder return (TSR) target for the Company's share relative to the evolution of the TSR of a minimum of three or four listed companies in the glass industry, measured between December 31st, 2023 and December 31st, 2026;
- for 30%, sustainable development targets, in line with the targets defined in Chapter 2 of the 2023 Universal Registration Document of the Company and broken down as follows:
  - a CO_2 emissions reduction target[4]; and
  - an objective to increase the percentage of women holding management positions[5].

If the theoretical value creation target is exceeded, the allocation may be increased by 20% for this criterion, raising the allocation for this indicator from 40% to 48% and leading to the allocation of a maximum total of 108% of the target allocation.

The 2024–2026 Plan also includes the commitment by corporate executive officers benefiting from performance shares not to use personal risk hedging until the end of the retention period of these shares.

The Chief Executive Officer is subject to an obligation to retain 30% of any vested shares for the duration of his term of office.

- A <u>company car, an executive unemployment insurance scheme</u> (GSC) and a <u>complementary health plan</u>;
- A <u>termination allowance</u> of up to 150% of the amount of fixed and variable compensation for the 12 months preceding the effective termination of his term of office. This would be payable in the event of his removal from office as Chief Executive Officer, unless he is dismissed for gross negligence or serious misconduct. The performance conditions applicable to such termination benefit are based on the average rate of achievement of the targets set with respect to the financial and ESG criteria of the variable compensation of the Chief Executive Officer over the two years

1 If the theoretical value creation target is exceeded, the allocation may be increased by 20% for such criterion, raising the allocation for this indicator from 40% to 48% and leading to the allocation of a maximum total of 108% of the target allocation of 295,000 shares.

2 If the theoretical value creation target is exceeded, the allocation may be increased by 20% for such criterion, raising the allocation for this indicator from 40% to 48% and leading to the allocation of a maximum total of 108% of the target allocation of 38,000 shares.

3 The allocation rate for performance shares to be granted in respect of this criterion is determined as follows:
- 0% if the performance of Verallia's TSR is less than the SBF 120 TSR; and
- 100% if the performance of Verallia's TSR is equal to or greater than the SBF 120 TSR.

4 Target of CO2 emissions at Group level in absolute value of 2,622kt in 2026 for scopes 1 and 2 (in line with SBTI and for the ESG KPIs set out in the sustainability-linked bonds). This target includes the UK.

5 Target of 35% in 2026. This target includes the UK.

preceding the effective termination of his term of office, such average rate having to be equal to or to exceed 70% for the termination benefit to be fully paid. In the event where such average rate is below 70% over the 2 years preceding the effective termination of his term of office, no termination allowance shall be paid to the Chief Executive Officer;

- A non-compete indemnity. The Chief Executive Officer is also subject to a 12-month non-compete obligation and as such would receive a fixed monthly allowance equal to 1/12th of 70% of the amount of his fixed and variable compensation for the last 12 months preceding the effective termination of his term of office. In the event of the combined application of the termination benefit described above and the non-compete indemnity, the aggregate amount of the two benefits will be capped at an amount corresponding to the sum of the fixed and variable compensation received by the Chief Executive Officer during the two years preceding the effective termination of his term of office.

III. Components of the compensation of Directors

The criteria for dividing up the annual fixed amount allocated to Directors have not been modified by the Board of Directors.

Therefore, only Independent Directors would receive compensation for their term of office.

Moreover, a fixed compensation of €15,000 p.a. is allocated to the Chairs of the Audit Committee, the Sustainable Development Committee and the Strategic Committee, a fixed compensation of €10,000 p.a. is allocated to the Chair of the Nomination Committee, and a fixed compensation of €5,000 p.a. is allocated to the Chair of the Compensation Committee, as remuneration for their duties.

In addition to this fixed compensation, a variable amount of €4,500 is paid for each Board and committee meeting attended by the Independent Director concerned.