

Regulated information

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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 24th, 2026, 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 24th, 2026.

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 2026 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 2026 set by the Board of Directors is composed of the following components:

- A fixed annual gross compensation of €800,000;
- 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. €800,000 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. €1,080,000.

The variable portion of the compensation is calculated as follow:

- o 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 2026); and
- o 30 % of its amount is based on ESG criteria including for 15%, 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 1.8 based on a linear calculation method and for 15%, a sustainable development criterion, linked to the reduction in CO₂ emissions intensity of at least of 0.425 tCO₂/tpg¹ based on a linear calculation method.

¹ CO₂ intensity is calculated by dividing the sum of emissions over a year for scopes 1 & 2 by the TPG (tons of packed glass) produced during the year.

- An allocation of performance shares:

Acting pursuant to the authorization conferred by the 25th resolution of the Extraordinary General Shareholders' Meeting of the Company of April 25th, 2025, the Board of Directors resolved as follows at its meeting of February 24th, 2026: to grant a maximum number of 553,368 shares² (corresponding to an initial allocation of 461,140 shares) to approximately 246 members of staff of the Company and its subsidiaries (with a maximum number of 84,000³ shares (corresponding to an initial allocation of 70,000 shares) for the Chief Executive Officer) (the total of shares attributable to the Chief Executive Officer not exceeding 20% of the 553,368 attributable shares (corresponding to an initial allocation of 461,140 attributable shares), subject to achievement of the performance conditions detailed below (the "**2026-2028 Plan**").

The final allocation of shares granted each year under the 2026-2028 Plan will be done without discount, on the condition of continued service of the employee or executive concerned. The 2026-2028 Plan is aligned with the evolution of market practices, in particular in terms of performance criteria adopted and based on:

- o for 25%, a criterion based on adjusted EBITDA⁴. If the target is exceeded, allocation on the basis of this criterion may be increased to a maximum of 35%.
- o for 25%, a criterion based on free cash flow⁵. If the target is exceeded, allocation on the basis of this criterion may be increased to a maximum of 35%.
- o for 20%, a total shareholder return (TSR) criterion for the Company's shares relative to the change in the TSR of a sample of companies comprising rival glassmakers, packaging companies and companies included in the SBF 120 index on Euronext Paris. Performance is measured between 31 December 2025 and 31 December 2028⁶;
- o for 30%, sustainable development targets, in line with the targets defined in Chapter 2 of the 2025 Universal Registration Document of the Company and broken down as follows:
 - up to 15%, on a criterion based on reduction in carbon intensity⁷; and
 - up to 15%, on a criterion based on the percentage of female managers⁸.

If all targets are exceeded, the total allocation may reach a maximum of 120% of the target allocation. The 2026-2028 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.

Furthermore, this year, following the tender offer bid in 2025, a reinforced performance plan has been adopted over the period of two years 2026 and 2027.

² In the event that the EBITDA and free cash flow targets are exceeded and 100% of the TSR, carbon intensity and female managers targets are achieved.

³ In the event that the EBITDA and free cash flow targets are exceeded and 100% of the TSR, carbon intensity and female managers targets are achieved.

⁴ The target level of adjusted EBITDA is not communicated for confidentiality reasons. For this criterion, performance is assessed over each of the three financial years for a target allocation of 4% per year, as well as over the total three-year period for a target allocation of 13%, representing a total target allocation on the basis of this criterion of 25% and a maximum of 35% based on this criterion.

⁵ The target level of free cash flow is not communicated for confidentiality reasons. For this criterion, performance is assessed over each of the three financial years for a target allocation of 4% per year, as well as over the total three-year period for a target allocation of 13%, representing a total target allocation on the basis of this criterion of 25% and a maximum of 35% based on this criterion.

⁶ The TSR of the peer sample is weighted as follows: 50% a sample of four glass packaging companies, 25% a sample of six non-glass packaging companies and 25% companies in the SBF 120 index, 25%. The allocation rate of performance shares to be awarded under this criterion is determined as follows:

- 0% in the event that the performance of Verallia's TSR is lower than 100% of the TSR of the sample of companies;
- 100% in the event that the performance of Verallia's TSR is equal to or higher than 100% of the TSR of the sample of companies.

⁷ Carbon intensity target of 0.380 tCO₂/tpg in 2028, based on a linear calculation method.

⁸ Female managers target of 35% in 2028, based on a linear calculation method.

In this regard, subject to the 28th resolution being adopted by the Company's Shareholders' Meeting of 24 April 2026, it is planned that the Board of Directors, due to hold its meeting on 24 April 2026, decides to set up a new performance share plan spread over a period of two years running from 2026 to 2027 (the "2026-2027 Plan"). This plan, which was approved in principle by the Board of Directors on 24 February 2026 on the recommendation of the Compensation Committee, will present the following characteristics (subject to the above-mentioned 28th resolution being adopted by the Shareholders' Meeting of 24 April 2026).

Executive corporate officers and employees of the Company and its affiliates (within the meaning of Article L. 225-197-2 of the French Commercial Code) will be eligible for the 2026-2027 Plan, including in particular the Chief Executive Officer of the Company.

The final allocation of shares granted under the 2026-2027 Plan will be done without discount, on the condition of continued service of the employee or executive concerned. The 2026-2027 Plan is aligned with the evolution of market practices, in particular in terms of performance criteria adopted and based on (with no ability to offset one criterion against the other):

- o for 50%, a criterion based on adjusted EBITDA⁹;
- o for 50%, a criterion based on Free cash flow¹⁰.

For each of these criteria, a target is set for 2026 and for 2027, with the same weighting of 25% for each year.

A minimum target, a central target and an upper target are set for each criterion and in respect of each of the financial years 2026 and 2027.

The central targets for these two criteria correspond to those defined in the medium-term plan approved by the Board of Directors on 21 January 2026.

If the two EBITDA and Free cash flow central targets are achieved, just a final allocation of 60% of the shares initially awarded is made.

If the EBITDA and Free cash flow targets are exceeded (Upper target achieved), the total final allocation can be up to a maximum of 120% of the initial share award.

The 2026-2027 Plan also includes the commitment by executive officers benefiting from performance shares not to use personal risk hedging until the end of the lock-up period of these shares.

Subject to the 28th resolution being adopted by the General Shareholders' Meeting of the Company of 24 April 2026, it is planned that the Board of Directors, which is due to hold a meeting on 24 April 2026, shall grant a maximum number of 359,400 shares¹¹ (corresponding to an initial allocation of 299,500 shares) to approximately 63 members of staff of the Company and its subsidiaries (with a maximum number of 84,000 shares¹² (corresponding to an initial allocation of 70,000 shares) for the Chief Executive Officer) (the total number of shares attributed to the Chief Executive Officer not exceeding 20% of the maximum number of shares that may be granted under the authorization approved by the Shareholders' Meeting), subject to achievement of the above-mentioned performance conditions.

Shares granted under the 2026-2027 Plan shall be subject to a two-year vesting period, followed by a lock-up period of one year. The Chief Executive Officer is subject to an obligation to retain 30% of any vested shares for the duration of his term of office, and the members of the Group's Executive Committee are subject to an obligation to retain 20% of any vested shares for as long as they remain members of the Executive Committee.

- A company car, an executive unemployment insurance scheme (GSC) and a complementary health plan;
- A termination allowance 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

⁹ The amount of adjusted EBITDA is not communicated for confidentiality reasons. As regards this criterion, performance is calculated over each of the two financial years.

¹⁰ The amount of free cash flow is not communicated for confidentiality reasons. As regards this criterion, performance is calculated over each of the two financial years.

¹¹ If the EBITDA and free cash flow targets are exceeded (Upper target).

¹² If the EBITDA and free cash flow targets are exceeded (Upper target).

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 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. The payment of the severance pay will be excluded if the CEO leaves the Company at his own initiative to take up a new position, or changes position within the Group, or invokes his retirement rights, or has reached the age of 65.

- 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.

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