

Paris, March 2022

March 3, 2022 decisions of the Supervisory Board with respect to the elements of remuneration of the Management Board

On March 3, 2022, the Supervisory Board (SB), upon the recommendation of the Governance, Nomination and Remuneration Committee (GNRC), approved the following decisions regarding the remuneration of the Management Board (MB) members for 2022.

I. 2022 Remuneration policy structure

The changes in Group governance early 2021 required immediate adjustments to define the remuneration structure of the new MB members.

During the course of 2021, the remuneration policy review was completed.

The resulting proposed remuneration policy is summarised below. Changes introduced in 2022 are highlighted.

Elements	Purpose and link to strategy	Operation	CEO	CFO	CIO	CCO	CRSO	
Fixed Income	Attract high-calibre experienced individuals with a competitive remuneration level that reflects the scope, complexity and dynamics of the business.	Set at the start of each 4-year mandate.	€1,000,000	€750,000	€650,000	€650,000 ¹	€500,000 ²	
Short-Term Incentive	Drive short-term strategy and reward achievement of annual financial and operational objectives.	5 components: <ul style="list-style-type: none"> Adjusted Recurring Earnings Per Share ("AREPS") Other financial objectives to be determined each year depending on strategic priorities Corporate Social Responsibility Diversity & Inclusion Individual objectives 	Maximum opportunity 150% of FI Target opportunity 120% of FI					
Long-Term Incentive	Retain and align with the medium/ long-term value creation objectives of the Group and its shareholders.	KPIs 80% Financial 20% CSR 35% Relative TSR 10% Absolute TSR 35% AREPS 10% Gender parity 10% GHG reduction	<ul style="list-style-type: none"> Grant size range: 100% to 150% of FI (IFRS value) Grant target: 125% of FI (IFRS value) 3-year performance period 3-year vesting period 					
Shareholding requirement	Further align the MB with shareholder interests.	Retain 30% of gains (net of tax) of SO exercised and 30% of PS vested until target % of FI is held.	300% of FI	200% of FI				
Supplementary Contribution Scheme	Enable long-term savings	Annual contribution paid into a savings account.	€90,000 +10% of (FI+STI)	€45,000 +10% of (FI+STI)				
Severance³	Protecting Company interests with predefined termination conditions, including a discretionary non-compete provision	Compensation for loss of office in the event of forced departure, subject to a performance condition, with the ability for the Supervisory Board to require a non-compete period for up to 12 months.	Global cap at 24 months of FI + STI applicable to severance and non-compete indemnities					
Other benefits	Provide perquisites, health and financial protection	Health and life insurance, unemployment insurance, company car, international assignment extra-compensation (if needed) and company savings plan (no top-up contribution).						
Clawback/ Malus	Enforce the URW Code of Ethics	To the extent permitted by applicable law, in the event of gross misconduct or fraud causing a material adverse impact to the Group, in particular resulting in a financial restatement, the Supervisory Board reserves the right to reduce or cancel unvested LTI or STI amounts (malus), seek reimbursement of paid STI or vested LTI, or obtain damages (clawback).						

Further details will be enclosed in the 2021 Universal Registration Document.

¹ The Fixed Income of Ms. Puechoultres was set at €650,000. It has been temporarily set at €550,000 until December 31, 2022.

² The Fixed Income of Mr. Montcouquiol was set at €500,000. It has been temporarily set at €400,000 until December 31, 2022.

³ Not applicable to the Management Board members who have a suspended employment contract at the moment of loss of office. Existing Management Board members with suspended employment at the General Meeting 2022 date and future new Management Board members who were URW employees before their nomination will have the opportunity to elect for the newly introduced MB severance policy, respectively, after the General Meeting 2022 and at their nomination. In both situations, this would involve the termination of their employment contract with no indemnity. New Management Board members who were not employed by URW before their nomination will have no election right and will be immediately subject to the MB severance policy.

II. 2021 Short-Term Incentives

The SB approved the following performance assessments for the 2021 Short-Term Incentive (STI) to be paid to the MB members upon approval of the shareholders at the 2022 General Meeting.

A summary of the performance assessment of each STI component is presented in the table below:

	Quantitative Performance	Qualitative performance	STI payout
Jean-Marie Tritant Chief Executive Officer		82.50%	€1,282,470
Olivier Bossard Chief Investment Officer		82.50%	€833,606
Fabrice Mouchel Chief Finance Officer	86.25%	80.00%	€956,228
Astrid Panosyan Chief Resources Officer		80.00%	€828,731
Caroline Puechoultres⁴ Chief Customer Officer		80.00%	€321,399

Further details are enclosed in the 2021 Universal Registration Document.

III. 2022 Long-Term Incentive grant

The grant of the 2022 LTI plan was made on March 8, 2022. This grant is subject to performance and presence conditions in application of the 2022 Remuneration Policy to be approved by the shareholders at the 2022 AGM⁵.

MB members grants are detailed below:

	Performance Shares granted	Performance Stock Options granted	Total value granted in % of the Fixed Income
Jean-Marie Tritant Chief Executive Officer	46,510	70,000	
Olivier Bossard Chief Investment Officer	30,232	45,500	
Sylvain Montcouquiol Chief Resources and Sustainability Officer	18,604	28,000	115%
Fabrice Mouchel Chief Finance Officer	34,883	52,500	
Caroline Puechoultres Chief Customer Officer	25,581	38,500	

LTI awards of all other participants are granted with the same SO/PS proportions as for the CEO and the other MB members.

⁴ The Chief Customer Officer joined the Group on July 15, 2022. The 2021 STI was then prorated accordingly.

⁵ Should the 2022 Management Board member remuneration policy not be approved, the grant would be maintained but it shall be amended to comply with the last remuneration policy approved by the shareholders (i.e. the 2021 remuneration policy approved on May 12, 2021).