



Paris, October 11, 2024.

VANTIVA's new Chief Executive Officer compensation

The change in Vantiva's governance was the subject of a press release on October 9, 2024 announcing the appointment of Mr. Tim O'Loughlin as Chief Executive Officer with effect from October 8, 2024.

In this context, Vantiva's Board of Directors, at its meeting on October 8, 2024, set, on the proposal of the Remuneration & Talents Committee, the compensation package for the new Chief Executive Officer with effect from October 8, 2024.

The compensation package related to annual fixed and variable compensation granted to the new Chief Executive Officer is in line with the compensation policy for the Chief Executive Officer approved by the General Shareholders' Meeting held on June 19, 2024.

In addition, on the recommendation of the Remuneration & Talents Committee, the Board of Directors wishes to set up a severance package and a non-competition indemnity in the event of termination of the Chief Executive Officer's duties. These elements remain subject to the approval, by the Annual General Meeting to be held in 2025, of the modified remuneration policy applicable to the Chief Executive Officer, or by any earlier convened General Meeting.

It should be noted that Mr. Tim O'Loughlin's employment contract with a Company's subsidiary has been terminated with effect from the date of his appointment as Chief Executive Officer.

Fixed compensation 2024

(Compensation policy 2024 approved by the Annual General Meeting of June 19, 2024)

The Board of Directors, on the recommendation of the Remuneration & Talents Committee, has set Mr. Tim O'Loughlin's a fixed annual compensation for his term of office as Chief Executive Officer at US\$750,000, payable in bi-weekly instalments.

For 2024, this remuneration will be paid prorata temporis.

Annual variable compensation

(Compensation policy 2024 approved by the Annual General Meeting of June 19, 2024)

The Chief Executive Officer is entitled to a target annual variable remuneration of \$750,000.

The split per criteria will be 60% financial and 40% non-financial (at least for 2024).

The maximum will be 150%.

Benefits in kind

(Compensation policy 2024 approved by the Annual General Meeting of June 19, 2024)

The Chief Executive Officer is eligible for the benefits in kind that are customary within the Group (mandatory retirement plan from which all Group personnel benefits, health and disability insurance, director's and officers insurance).

The Company will also reimburse:

- certain fees for legal advice on tax matters (reasonable tax support);
- travel and accommodation expenses related to the need for the Chief Executive Officer to spend a significant part of his time (up to 40%) at the registered office (Paris, France), up to a maximum of €80,000 per year.

Long-term incentive plan

(Compensation policy 2024 approved by the Annual General Meeting of June 19, 2024)

Given the absence of available LTIP plan (ref June 2024 AGM), the very low share price, the current negative capital status (preventing us to issue any new share) and the very high impact of a potential phantom share on EBITDA, no share will be granted to the Chief Executive Officer at this stage.

Nevertheless, the intent of the Board is to address this long-term performance plan incentive topic as soon as Vantiva financial and legal situation permits, to align Chief Executive Officer with long term shareholders' interest.

Non-compete indemnity

(Subject to approval, ex-ante, at the Annual General Meeting to be held in 2025, of the amended remuneration policy applicable to the Chief Executive Officer)

The Board of Directors has decided to subject Mr. Tim O'Loughlin to a worldwide non-compete obligation for a maximum period of one year, applicable in the event of termination of his duties as Chief Executive Officer, together with financial compensation (80% of gross fixed annual compensation).

Termination indemnity

(Subject to approval, ex-ante, at the Annual General Meeting to be held in 2025, of the amended remuneration policy applicable to the Chief Executive Officer)

The Board of Directors has decided to grant Mr. Tim O'Loughlin a severance package amounting to maximum 8 months (fixed and variable salary) in the event of forced termination of the Chief Executive Officer's duties (except in the event of serious misconduct or gross negligence), calculated as follows:

- If the average performance rating over the reference period is over 90%, the Chief Executive Officer will be entitled to 8 months' severance payment (fixed + variable).
- If the average performance rating over the reference period is between 70% and 90%, the Chief Executive Officer will be entitled to 4 months' severance payment (fixed + variable);
- If the average performance rating over the reference period is below 70%, the CEO will not be entitled to any severance payment.

Supplementary pension plan Retirement

(Compensation policy 2024 approved by the Annual General Meeting of June 19, 2024)

The Chief Executive Officer will not benefit from any supplementary pension plan.
