COMPENSATION POLICY OF CORPORATE OFFICERS FOR 2024

EX-ANTE POLICY

AYVENS BOARD OF DIRECTORS

21ST OF MARCH 2024

COMPENSATION POLICY OF CORPORATE OFFICERS

The compensation policy applicable to the executive corporate officers was approved by the Board of Directors on 21 March 2024 and will be submitted for approval at the Annual General Meeting of 14 May 2024 (*ex ante* vote).

The compensation policy is aligned with the interests of the Company's various stakeholders via quantitative and qualitative performance objectives linked to the corporate strategy of Ayvens, which are used to determine the variable compensation of executives.

It is in line with the Company's corporate interest through the use of qualitative performance indicators, in particular objectives relating to environmental, social and governance (ESG) criteria, including the Group's staff engagement levels.

It supports the commercial strategy by integrating performance indicators for executives linked to commercial objectives, customer satisfaction and the development of strategic partnerships.

It also contributes to the sustainability of the Company by creating a direct link between the variable compensation of executives and objectives aimed at implementing the long-term strategy of the Ayvens.

Accordingly, the compensation policy provides for the deferred payment over a period of five years of the variable portion subject to presence and performance conditions. The purpose of this is to retain executives over the long term and take into account the Company's results over a period of five years following the end of the financial year. A minimum of 50% of variable compensation is paid in the form of ALD shares or phantom share units to enable an alignment of the interests of executives with the long-term interests of shareholders.

The "malus" clause and clawback mechanism make it possible to take into account risk management and compliance over that five-year period.

The compensation policy applicable to executive corporate officers is defined by the Board of Directors on the recommendations of the COREM. Executive corporate officers do not participate in the discussions and deliberations of the Board and the COREM concerning the policy applicable to their own compensation. The "target" levels of fixed and variable compensation take into account market practices based on studies carried out by an independent firm.

Executive corporate officers are subject to an annual independent assessment by the Risk Department and Compliance Department of Societe Generale. In the event of a negative assessment, the conclusions are shared with the Board in order to be included in their deliberations.

The proposed fixed and annual target variable remuneration levels for 2024 set out below are unchanged from 2023 (post closing).

The Board of Directors of 21 March 2024, based on a recommendation of the COREM, validated new Key Performance indicators and weightings for the calculation of the 2024 variable remuneration, presented below, in order to better align with the new Ayvens strategic plan.

Compensation of Directors

The policy governing the remuneration of independent directors was approved by the Board of Directors on 7 February 2018.

In accordance with the recommendations of the AFEP-MEDEF Code, it includes (i) a fixed component, revalued in 2023 at EUR 36 thousand, which is paid to the independent directors and chairmen of the specialized committees, to reward their long-term commitment and the responsibilities associated with their mandates, and (ii) a variable component, to reward attendance and participation at the various meetings of the Board and the specialized committees (3 000 € per meeting), the total of which is calculated on the basis of directors' attendance.

The Chairpersons of the specialised committees receive 50% more than committee members because of the greater level of personal investment required.

Global annual attendance fees of EUR 400 thousand are unchanged from 2023 and were approved by the Annual General Meeting of 18 May 2022.

Compensation of the Chair

Pierre PALMIERI does not receive any compensation for his role as Chair of the Board of Directors and is directly compensated by Societe Generale for his duties as Deputy Chief Executive Officer of Societe Generale.

Compensation of executive officers

The compensation for 2024 of the Chief Executive Officer and the Deputy Chief Executive Officer is broken down into the following three components:

- fixed compensation, which recognises the experience and responsibilities exercised, and takes into account market practices;
- annual variable compensation, which depends on performance for the year and the contribution of the executive corporate officers to the success of Ayvens;
- exceptional variable remuneration, which is conditional on the achievement of targets related to the integration LeasePlan and related synergies (reference period concerning 2023 and 2024, final award to be determined ex post in 2025).

Fixed Compensation

The proposed annual fixed compensation for 2024 are unchanged from those applicable at the end of 2023 (post closing):

- Tim ALBERTSEN, Chief Executive Officer: EUR 800,000;
- John SAFFRETT, Deputy Chief Executive Officer: EUR 600,000.

Variable compensation

General principles

On 21 March 2024, the Board of Directors defined the components of variable compensation for 2024, which will be submitted for approval by the Annual General Meeting of 14 May 2024. The annual variable compensation is calculated on the basis of quantitative criteria (60%) and qualitative non-financial criteria (40%).

The table below shows the target and maximum amounts of variable compensation in respect of performance in 2024, unchanged from those applicable at the end of 2023 (post closing). In the case of overperformance, the maximum variable remuneration is capped at 130% of the target variable remuneration.

(in EUR)	**Target variable compensation in 2024**	***O/w quantitative portion***	***O/w qualitative portion***	**Maximum variable compensation 2024**	***O/w quantitative portion***	***O/w qualitative portion***
Tim ALBERTSEN	920,000	552,000	368,000	1,196,000	717,600	478,400
John SAFFRETT	600,000	360,000	240,000	780,000	468,000	312,000

Quantitative portion

The quantitative portion (60%) for 2024 is assessed on the perimeter of Ayvens on the basis of the following three indicators:

- Return on Tangible Equity (ROTE) - weighting: 20%;
- Operating Expenses - weighting: 20%;
- Gross Margin (Leasing contract and Service Margins, excluding Used Car Sales) – weighting: 20%;

The indicators and weightings have been modified for 2024 in order to take into account the strategic priorities of Ayvens, notably the return on capital employed, the optimisation of margins and cost control.

The target amounts for these quantitative criteria were precisely established by the COREM and approved by the Board of Directors, but are not being made public for reasons of confidentiality. The indicators/targets were set including all exceptional costs linked to the acquisition and integration of LeasePlan.

The Board of Directors will assess the degree to which quantitative objectives have been achieved after the close of the financial year, on the basis of the published results. The Board of Directors is empowered to decide, on the recommendation of the COREM, whether to make restatements for non-recurring exceptional and unbudgeted items not resulting from managerial decisions or operational management of activities.

Qualitative (non-financial) portion

The qualitative non-financial portion (40%) is based on objectives set each year in advance by the Board of Directors for the coming financial year. In this respect, the collective and individual objectives were set with an equivalent weighting. The criteria specifying how the achievement of each qualitative objective will be measured have been established by the COREM and approved by the Board of Directors. These criteria are not made public for reasons of confidentiality.

The objectives are set for the full 2024 financial year and are linked to the implementation of the long-term strategy of Ayvens.

In compliance with the recommendations of the Afep-Medef code, it is proposed for 2024 that the collective objectives be based on criteria linked to the ESG strategy :

- objectives for the reduction of CO_2 emissions of the running fleet ;
- customer satisfaction as assessed using satisfaction surveys (measured by the net promoter score);
- objectives related to Ayvens Responsible Employer strategy including the results of the employee engagement rate, measured *via* our employer barometer and the progress on gender equality objectives concerning the proportion of female representation in the senior management bodies;
- our positioning in the principal group extra-financial ratings;
- progress against data quality objectives in line with ECB governance requirements

As such, the objectives linked to the ESG strategy represent a weight of 20% in the calculation of the annual variable compensation.

The individual objectives of the executive corporate officers include:

- the implementation of the organisational structures and strategic plans specific to their areas of responsibility (including for 2024 the following: BEV strategy, margin management, remarketing strategy, digital operating model and cost reduction objectives, procurement operating model, innovation strategy);
- deployment of the new Ayven's brand throughout the group;
- ensure an effective risk management framework in line with Ayven's new regulatory requirements.

The objectives based on the individual perimeter of supervision of each Executive Officer represent a weight of 20% in the calculation of the annual variable remuneration.

These objectives will be assessed by the Board of Directors after the end of the financial year on the basis of predefined criteria on the recommendation of the COREM.

Vesting procedure for total variable compensation

In accordance with CRD5, the Board of Directors has defined the following terms for the vesting and payment of total variable compensation:

- a deferred portion subject to a condition of presence in the Company and a performance condition, vested in tranches of one-fifth over a five-year period, with a minimum deferral rate of 60%;
- at least 50% is indexed to the ALD share price (share equivalents), resulting in 50% of the vested portion and a minimum of 50% of the unvested portion;
- the amount of the variable portion immediately granted in cash may not exceed 20% of the total amount.

The deferred portion is vested subject to:

- a condition of continued presence. Exceptions to this condition are retirement, death, disability with incapacity to perform one's functions or a decision of the Board of Directors based on the terms of departure;
- reconsideration under a "malus" clause in the event of a significant deterioration of financial performance or a failure of duty;
- a profitability condition defined as ALD's positive Net income for the period (based on an arithmetical average) over the vesting period.

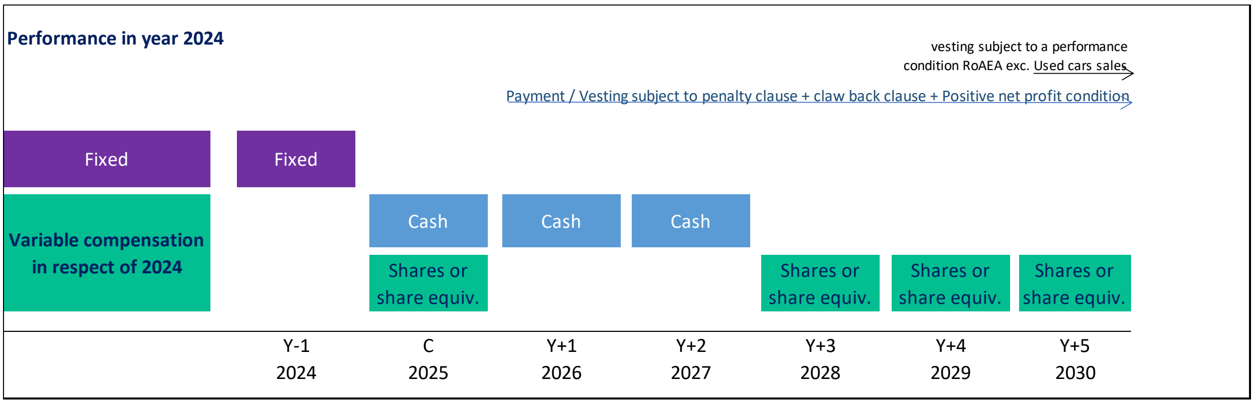
The deferred portion is also subject to a clawback clause valid for five years, which can be activated in the event of acts or behaviour deemed rash in terms of risk-taking, subject to applicability within the relevant legal and regulatory framework.

Payment of the last tranche of the deferred part at the end of five years is also conditional on the Return on Average Earning Assets excluding used car sales (RoAEA excluding used car sales). The full amount will only be paid if such RoAEA is above 2.3% (based on an arithmetic average) during the vesting period. If it is below 1.8%, no amount will be paid. If the RoAEA is between 1.8% and 2.3%, the COREM will propose a vesting percentage to the Board of Directors.

The Board of Directors is empowered to decide, upon the recommendation of the COREM, whether to make restatements for non-recurring exceptional and unbudgeted items not covered by managerial decisions or operational management of activities.

Moreover, the Chief Executive Officer and the Deputy Chief Executive Officer are prohibited from hedging their shares or share equivalents throughout the vesting and holding periods.

Total variable compensation – Chronology of payments in amounts or shares



Exceptional variable compensation

In view of legislation requiring an *ex ante* vote on all provisions of the compensation policy, the Board of Directors wanted to reserve the option of paying, where relevant, additional variable compensation in the event of exceptional circumstances of particular importance for the Company, requiring significant involvement or the management of difficulties.

In the context of the contemplated acquisition of LeasePlan and on the recommendation of ALD's COREM, an exceptional compensation plan was implemented in order to:

- retain key employees for the purposes of the transaction and the business;
- provide an incentive for the successful completion of the transaction (finalise the closing and move ahead with the integration phase);
- enable business continuity during the transition period.

This compensation is established in accordance with the general principles of the AFEP-MEDEF Code regarding compensation.

In all cases, in accordance with CRD5 in force, the amounts decided with respect to this exceptional incentive bonus were calculated such that the total annual variable compensation amount including this exceptional compensation would not be more than twice the annual fixed compensation amount. These amounts were established taking into account the level of contribution expected from each beneficiary in relation to the transaction and with regard to external benchmarks.

Given the schedule of the transaction, this exceptional variable remuneration will be applicable over several financial years, and will be granted in two instalments, half after the closing of the transaction and half after completion of the main integration phase.

The amounts were defined as follows:

- Tim ALBERTSEN: 150% of his fixed salary for 2022, *i.e.* EUR 825,000 (of which a maximum of EUR 412,500 relating to 2023 and 2024);
- John SAFFRETT: 150% of his fixed salary for 2022, *i.e.* EUR 675,000 (of which a maximum of EUR 337,500 relating to 2023 and 2024).

This incentive bonus will be awarded subject to:

- a condition of presence in the Company at the time of the award;
- a performance condition and payment in two stages:

- an interim payment of up to 50% of the total amount on the successful closing of the acquisition of LeasePlan,

- the balance on the successful completion of the main integration phase and the achievement of expected synergies.

The first instalment of the exceptional variable compensation was already awarded further to the successful acquisition of LeasePlan and was approved ex post by the May 24th 2023 Annual General Meeting of the shareholders.

As the second instalment of the exceptional variable compensation relates to the integration period, which overlaps between financial years 2023 and 2024, it will be presented in the respective *ex ante* reports. The second instalment will therefore be approved in 2025, following the 2024 *ex post* report. The Board of Directors fixed the performance conditions related to the second instalment of the exceptional variable compensation, in particular the key milestones to be achieved under the integration programme as well as the expected synergies. This success will be assessed based on criteria such as the implementation of post-closing synergies, presented as part of the 'PowerUp 2026' Strategic Plan, the post-closing integration of several countries, the definition of the new digital architecture and the appointment of NewCo management members and their N-1s.

The Board of Directors will maintain the option of deciding, upon the recommendation of the COREM, whether to pay all or part of this exceptional incentive bonus based on the individual contributions of each executive corporate officer in the achievement of these performance conditions.

The Board of Directors has set a maximum deadline for the achievement of each performance condition. In the event of a delay in execution due to exceptional factors not related to managerial decisions or operational activity management, the Board of Directors will maintain the option of deciding, on the recommendation of the COREM, whether to extend the maximum period for the achievement of the performance conditions.

It will be subject to the same with the terms of payment as the annual variable compensation and be subject to the same deferral and vesting conditions.

No exceptional variable compensation will be awarded to the executive corporate officers without obtaining the prior approval of the shareholders for the financial year concerned (say on pay, *ex post* vote).

Employment contracts, supplementary pension schemes and severance pay of executive corporate officers

Executive Corporate Officers serve a term of office of four years. Their employment contracts were suspended for the duration of their terms of office. Their terms of office are governed by ordinary law which, under French law, provides for the possibility of dismissal by the Board of Directors at any time without notice and without the need for justification.

Supplementary pension plan of the members of the Management Committee of Societe Generale (Article 82)

This defined contribution supplementary pension plan was set up for the members of Societe Generale's Management Committee with effect from 1 January 2019. Tim ALBERTSEN and John SAFFRETT have benefited from this scheme since their respective appointments to the Societe Generale Management Committee on 10 February 2020.

The plan provides for the payment of an annual contribution by the Company into an individual retirement account opened in the name of the eligible employee, based on their fixed compensation exceeding four annual social security ceilings. The rights acquired will be paid at the earliest on the date that the employee draws their pension under the national retirement plan.

The Company rate has been set at 8%.

In accordance with applicable law, employer contributions relating to a given year will only be paid in full if at least 50% of the performance conditions for the variable compensation component for the same year have been met.

Valmy pension savings scheme (formerly IP Valmy)

The executive corporate officers also retain the benefits of the supplementary defined contribution plan that applied to them as employees prior to their appointment as executive corporate officers.

This defined contribution plan, established under Article 83 of the French General Tax Code, was set up in 1995 and was modified on 1 January 2018 (henceforth called Epargne Retraite Valmy). It is compulsory for all employees with more than six months' seniority in the Company and allows beneficiaries to build up retirement savings, which are paid in the form of a life annuity when they retire. This plan is financed up to 2.25% of the compensation capped at four annual Social Security ceilings, of which 1.75% paid by the Company. This plan is now insured with Sogécap.

Supplementary pension plan

This plan is closed, no further rights were awarded after 31 December 2019.

Until 31 December 2019, the executive corporate officers retained the benefits of the senior management supplementary pension plan that applied to them as employees prior to their appointment as executive corporate officers.

In accordance with the law, any increase in the potential rights was subject to a performance condition.

This supplementary plan was introduced in 1991. In accordance with Article L. 137-11 of the French Social Security Code, it provides senior executives appointed as of that date with potential rights to a yearly income from the date on which they begin to draw their pension under the national social security retirement plan.

This scheme, which was revised on 17 January 2019, was permanently closed on 4 July 2019 and no further rights were awarded after 31 December 2019, pursuant to Order No. 2019-697 of 3 July 2019 in respect of corporate supplementary pension schemes. This Order prohibited the affiliation of any new beneficiaries to schemes under which pension rights are conditional upon the beneficiary still working for the Company when they reach retirement, as well as the award of such conditional pension rights to any existing beneficiaries for periods worked after 2019.

The total rights accumulated when existing beneficiaries draw their pension will therefore consist of the sum of their rights frozen at 31 December 2018 and the minimum rights constituted between 1 January 2019 and 31 December 2019. These rights will be reassessed according to the change in value of the AGIRC point between 31 December 2019 and the date on which the beneficiary draws their pension. Such rights are conditional upon the beneficiary still working at Societe Generale when they reach retirement. They are pre-financed with an insurance company.

As an example, based on the assumption of retirement at the age of 62, the potential estimated annual pension rights payable at 31 December 2019 under this scheme, regardless of the conditions under which the commitment is honoured, are EUR 2.2 thousand for Tim ALBERTSEN and EUR 500 for John SAFFRETT.

Non-compete clause

Tim ALBERTSEN and John SAFFRETT are subject to a non-compete clause for a period of 24 months from the date of the termination of their duties as executive corporate officers and the date of their departure from Societe Generale. In return, they continue to receive their fixed compensation.

The Board of Directors can unilaterally waive this clause within fifteen days of the date on which the executive corporate officer leaves their office. In such a case, the departing officer will no longer be bound by any commitment and no sums will be payable to them in this respect.

Any breach of the non-compete clause would result in the immediate payment by the officer of a sum equal to 24 months of fixed compensation. In such circumstances, ALD would be released from its obligation to pay any financial consideration and may furthermore claim back any financial consideration that may already have been paid since the breach.

No payments will be made under the non-compete clause to any officer leaving the Company due to retirement or beyond the age of 65.

Severance pay

Following the suspension of the employment contracts of Tim ALBERTSEN and John SAFFRETT, it is expected that the Board of Directors will make a severance payment to them in respect of the termination of their respective functions.

The amount of this payment is set at two years of fixed compensation, minus any indemnity owed for the termination of the employment contract.

The severance pay is owed only in the event of simultaneous termination of the ALD term of office and the contract with Societe Generale and only in the event of forced departure, documented as such by the Board of Directors. No severance pay would be owed in the event of resignation (unless it is deemed mandatory by the Board of Directors) or non-renewal of the term of office at the initiative of the executive corporate officer or in the event of serious misconduct.

Any decision on severance pay is subject to examination by the Board of Directors to verify the situation of the Company and the performance of each executive corporate officer in order to confirm that neither the Company nor the executive corporate officer has shown a failure to perform.

In accordance with the AFEP-MEDEF Code, no severance pay may be made to an executive corporate officer if he or she is entitled to draw their pension. Severance pay will be contingent upon an overall achievement rate for the annual variable remuneration targets of at least an average of 50% over the three years prior to the officer leaving or over the duration of their term of office if less than three years.

Under no circumstances may the severance pay and non-compete clause combined exceed the cap recommended in the AFEP-MEDEF Code of two years' fixed plus annual variable remuneration including, where applicable, any other severance payments provided for under an employment contract.

Other benefits

Each executive corporate officer receives a Company car as well as a health insurance plan, the health, death and disability insurance coverage of which is in line with employee coverage.

The compensation policy provides, where applicable, for the assumption of certain costs when the duties require the Chief Executive Officer and the Deputy Chief Executive Officer and their families to relocate to different locations. In particular, housing costs, moving costs and school fees for children whose enrolment in a school of the relevant nationality/language is justified may be covered. To that end, Tim ALBERTSEN and John SAFFRETT receive housing allowances.

ALD share ownership and holding obligations

The Chief Executive Officer and the Deputy Chief Executive Officer(s) are required to hold a certain minimum number of ALD shares as determined on 28 June 2017 by the Board of Directors based on the recommendation of the Compensation Committee. In accordance with the Afep-Medef code, these obligations were reviewed by the Board of Director's at its meeting of 27 March 2020 within the context of the appointment of the Chief Executive Officer and the renewal of the Deputy Chief Executive Officer's term of office.

A benchmark was carried out by Korn Ferry on a panel of companies of a similar size to that of ALD, after the contemplated acquisition of LeasePlan, in order to obtain market practices on the minimum shareholding requirements for Chief Executive Officers. The Board of Directors of 23 March 2023, based on a recommendation from the COREM, decided to modify the minimum ALD shareholding requirements in order to be better aligned with the market practices of the Next 20 companies, as follows:

- Tim ALBERTSEN, Chief Executive Officer, must hold 61,500 shares, representing one year's annual fixed compensation as defined post closing;
- John SAFFRETT, Deputy Chief Executive Officer, must hold 46,000 shares, representing one year's annual fixed compensation as defined post closing.

These increased shareholding requirements must be satisfied by the end of a five-year period in their position. The Chief Executive Officer and the Deputy Chief Executive Officer must acquire the shares over time, at a rate of around 20% per year. At 31 December 2027, the Chief Executive Officer and the Deputy Chief Executive Officer must have acquired 100% of the shares they are required to hold.

Since ALD is part of the Societe Generale group, the Board of Directors has authorised the partial substitution of Societe Generale shares already held for ALD shares. The parity for this was fixed by the Board of Directors. In all cases, ALD shares must account for a minimum of 50% of the shares held.

Shares held under this requirement may not be hedged.

At 31 December 2023, Tim Albertsen and John Saffrett have acquired 100% of the shares they are required to hold.

Appointment of a new Executive Corporate Officer

In general terms, the compensation components and structure described in this compensation policy also apply to any new executive corporate officer appointed, taking into account their scope of responsibility and professional experience. This principle also applies to other benefits offered to executive corporate officers (supplementary pension, health insurance plan, etc.).

It is the responsibility of the Board of Directors to set the level of fixed compensation corresponding to these characteristics, consistent with that of the current executive corporate officers and market and sector practices.

If a new executive corporate officer not from a Societe Generale entity is appointed, they may benefit from a sign on award, where applicable, as compensation for the remuneration forgone when leaving their previous employer. The vesting of this compensation is deferred over time and subject to the achievement of performance conditions similar to those applied to the deferred variable compensation of executive corporate officers.