

ALD Board of Directors Meeting – 27 March 2020

Management change – Resignation of Michael MASTERSON – Decision of the Board of Directors held on 27 March 2020

At the meeting of the Board of Directors held on 27 March 2020, the Board of Directors has accepted Michael MASTERSON's resignation from his position of Chief Executive Officer. After consulting the Nomination and Corporate Governance Committee and upon proposal from the Compensation Committee, it has examined the consequences of this resignation in terms of compensation and post-mandate benefits linking him to the Company.

The Board of Directors has decided not to grant severance pay to Michael MASTERSON as his resignation is not of a forced nature and is the result of a decision for personal reasons related to health problems. The Board of Directors has considered that the non-competition clause (24 months of fixed remuneration) would be applicable.

The Board restates that under no circumstances the severance pay and the non-competition clause taken together may exceed the ceiling recommended by the AFEP-MEDEF Code of 2-years' fixed and variable annual compensation, including, where applicable, any other severance payment linked to the employment contract.

The annual variable compensation of Michael MASTERSON for 2019 will be subject to approval by the shareholders' General Assembly. The Board of Directors, considering the reason for the departure and the level of achievement of both quantitative and qualitative objectives since ALD's IPO, has decided to waive the presence condition necessary for the acquisition of deferred variable compensation related to 2019 and 2020, other conditions remaining applicable.

For these same reasons, the Board has also decided to waive the presence condition necessary for the acquisition of deferred variable compensation related to years prior to 2019, other conditions remaining applicable.

Concerning his compensation related to 2020, the fixed part will be paid for the period from 1 January 2020 up to the end of his mandate, 27 March 2020. In addition, he will receive, *pro rata temporis* for the duration of his mandate, variable compensation related to 2020, in accordance with the compensation policy to be approved by the shareholders' General Assembly.

The end of the Chief Executive Officer's mandate should have no impact on Michael MASTERSON's pension rights. This point should be scrutinised by Societe Generale in the framework of the regulations of the applicable schemes.