



# CORPORATE GOVERNANCE REPORT

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*Letter from the Chair of the Appointments and remuneration committee*

Dear shareholders,

On behalf of the Board of directors, I am pleased to present you with the Corporate Governance Report of the Company for the fiscal year ended 31 January 2023.

2022 was a challenging year and like many companies around the world, we were not immune to the higher cost of doing business and the challenges of competing in today's global economy due to an intense labor market causing hard difficulties to retain and attract the best talent, high inflation and increased costs as well as supply chain delays. However, 2022 is still a year we can be proud of in many respects, with 1.08 billion euros revenue – an organic growth of 1.4% from 2021, and 150 million euros in operating profit – an organic decline of (4.8)%. Additionally, we kept our transition effort to further improve Quadient's unique and innovative subscription platform that powers billions of critical business communications for more than 440,000 customers. Our business model continued to evolve in line with our Back to Growth strategy – now, nearly 70% of our revenue is subscription-related. Finally, across our three solutions, customers continue to express high levels of satisfaction.

Having completed my first year in the role of Chair of the Appointments and remuneration committee, I am proud of Quadient's accomplishments and excited to see what the future holds.

In 2022 the Appointments and remuneration committee's focus was on several areas:

- Adequacy of the CEO compensation package and executive long-term incentives programs
- Board effectiveness review and succession planning
- Governance trends and ESG developments

Quadient Board of directors has been deemed to be working well, making continuous efforts to follow Corporate Governance best practices. Following the external recommendations, the Appointment and remuneration committee engaged with the Board of directors into succession planning discussions to establish short-term and long-term strategy.

The Appointments and remuneration committee, together with the Board of directors, whilst making no fundamental change to the 2023 compensation policy of the CEO, Geoffrey Godet, has decided, however, to raise the bonus payment level upon meeting the financial criteria minimum threshold. This change was decided to avoid threshold effects as well as to provide a meaningful reward when the minimum levels are reached. Indeed, the range triggering bonus payment for financial KPIs remains narrow, and the revenue threshold has been increased this year. The minimum payout has been aligned with the market practices observed in the companies in the SBF 120.

The review of ESG objectives is an ongoing process. In line with the changes made last year, we have maintained the weight of sustainable development in the long-term incentive plan. Currently, 20% of the plan is linked to the goal of reducing greenhouse gas emissions. In 2021, the target was a 28% reduction by 2030 for Scopes 1 and 2 from the 2018 baseline. We updated this target to a 50.4% reduction by 2030 from the 2018 baseline. We have raised our ambitions and consider this new target to be demanding as we anticipate an increase in our emissions on the Scope 1, following the resumption of our activities and travel necessary to achieve the three-year plan.

The remainder of the 2023 compensation policy will remain unchanged compared to 2022.

There were no changes in the composition of the Board during the 2022 fiscal year. The directorships of Didier Lamouche, Nathalie Wright, Paula Felstead and mine were renewed by the General Assembly held on 16 June 2022, for a period of three years. Regarding the composition of the committees, Sebastien Marotte was appointed to the Appointments and remuneration committee in January 2023. This takes the percentage of independent directors to 75% increasing from 67% previously. The two employee representatives were appointed respectively to the Audit committee and the Strategy and corporate social responsibility committee in January 2023.

Upon the Appointments and remuneration committee's recommendation, the Board of directors decided to propose that the directorship of Mr. Eric Courteille be renewed at the next General Meeting for a period of three years.

As I present to you the performance of 2022, I'm privileged to serve in this role as Appointments and remuneration committee Chairwomen, and look forward to working with the Board of directors as we exercise our responsibility to the Company, its employees and its shareholders, and we will continue to apply the highest standards of governance in Quadient.

Sincerely yours,

Martha Bejar

Chairwoman of the Appointments and remuneration committee

## 2.1 Board of directors

### 2.1.1 GOVERNANCE STRUCTURE

Quadient S.A., Quadient's holding company, is a public limited company with a Board of directors ("Société anonyme à Conseil d'administration").

Quadient S.A. has made the choice of separating the function of Chairman of the Board of directors and Chief Executive Officer since the Board meeting held on 12 January 2018 on the appointment of Geoffrey Godet as Chief Executive Officer, with effect from 1 February 2018. This separation was last reiterated by the Board of directors at the meeting held on 16 June 2022 on the renewal of Didier Lamouche's mandate as Chairman of the Board. This decision reflects the Company's wish to comply with best practices in corporate governance.

The Board is led by an independent and non-executive Chairman, and comprises independent directors except

for Geoffrey Godet, Chief Executive Officer, and Vincent Mercier, who lost his independence as he had been director for over than 12 years. The Board has three permanent Committees, whose members are independent except for Vincent Mercier who remains a member of the Appointment and remuneration committee and Strategy and corporate social responsibility committee.

Since February 2020, the management of conflicts of interest is carried out by the Chairman of the Board in conjunction with the Appointments and remuneration committee (the role and functions of the committees are detailed in section 2.2 of this chapter). Apart from the limitations imposed by law and regulations, limitations to the powers of the Chief Executive Officer are provided by the Board of directors' rules of procedure as described in section 2.1.2.

### 2.1.2 MISSIONS OF THE BOARD OF DIRECTORS

The Board of directors, a corporate body and forum for strategic discussion and decision-making, optimizes value creation while upholding the short, medium and long-term interests of the shareholders and all stakeholders.

Over and above applicable legal requirements, Quadient S.A. places particular importance on the Board of directors being able to perform the following roles:

- to approve all decisions concerning the Company's major strategic, economic, social and financial orientations and ensure that these are implemented;
- to be informed of material changes in the markets, the competitive environment and the key challenges, including in the domain of corporate social responsibility;
- to ensure there is an effective system in place within the Company that offers reasonable assurance that operations are conducted in accordance with current rules and regulations;
- to set up and run specialized committees with a view to enriching the decision-making process and adapt the internal rules of each committee in accordance with the situation of the Company, its environment and the applicable law, on the advice of each committee;
- to approve, upon recommendation of the Strategy and corporate social responsibility committee:
  - strategic choices and plans, aiming to promote long-term value creation by the Company and to take into account the social and environmental challenges of its activities,
  - significant restructuring and investments that are not budgeted for or falling outside the scope of the strategy that was announced, and

- generally, any acquisition or divestment of any entity, company or activity, by any mean whatsoever (including the acquisition or disposal of securities or assets, merger, spin-off or capital contribution), for an enterprise value or price exceeding 15 million euros;
- to approve the annual budget, and review and approve the financial statements at regular intervals;
- to review the Company's financial communication policy;
- to appoint the Chief Executive Officer of the Company and the members of the Board Committees;
- to set the remuneration policy for general management on the recommendation of the Appointments and remuneration committee;
- each year, prior to publication of the annual report, to review on a case-by-case basis the position of each of the directors and then notify the shareholders of the results of its review with a view to identifying independent directors;
- to approve the corporate governance report on the conditions for preparing and organizing the Board of directors' work, together with the Company's internal control procedures.

Details on how the Board of directors operates and the rights, obligations and recruitment practices of its members within the limits of their authorized mandates are defined in the Internal Rules of the Board of directors which was last updated in March 2023 and can be found on the Company's website. The Internal Rules detail the Board's principal missions as well as the operations for which its approval is required.

## Composition of the Board of directors as of 31 January 2023:

|  | Age | Nationality | Gender | Key competence  | Independence      | Years on the Board | Start/last renewal of directorship   | End of term  | Individual rate of attendance at Board meetings | Member of the Board Committees  | Individual rate of attendance at Board Committees meetings |
|--|-----|-------------|--------|---|-------------------|--------------------|--|--|---|---|--|
| <b>Geoffrey Godet</b><br>Chief Executive Officer             | 46  | F & US      | M      | Executive functions, Finance, e-business, technology  | no                | 5 years            | June 2018<br>Renewed in July 2021  | 2024 (AGM approving the 2023 financial statements) | 100%  | -   | -  |
| <b>Didier Lamouche</b><br>Chairman of the Board of directors | 63  | F           | M      | Executive functions, supply chain, multiple Chief Executive Officer (CEO) assignments, corporate governance in public and privately-owned companies       | yes               | 4 years            | June 2019<br>Renewed in June 2022  | 2025 (AGM approving the 2024 financial statements) | 100%  | -   | -  |
| <b>Martha Bejar</b>  | 60  | US          | F      | ICT (Information, Communication, Technology), formerly CEO, business and digital transformation, M&A, cybersecurity/risk, customer experience, innovation | yes               | 4 years            | Co-opted in January 2019 and ratified in June 2019<br>Renewed in June 2022 | 2025 (AGM approving the 2024 financial statements) | 100%  | Strategy and CSR committee<br>Appointments and remuneration committee | 100%<br>100%   |
| <b>Hélène Boulet-Supau</b>                                   | 56  | F           | F      | Finance, e-commerce services, entrepreneur, formerly CEO  | yes               | 6 years            | June 2017<br>Renewed in July 2021  | 2024 (AGM approving the 2023 financial statements) | 100%  | Audit committee<br>Appointments and remuneration committee            | 100%<br>100%   |
| <b>Éric Courteille</b>                                       | 55  | F           | M      | Finance, e-commerce, entrepreneur, currently CEO  | yes               | 11 years           | July 2012<br>Renewed in July 2020  | 2023 (AGM approving the 2022 financial statements) | 100%  | Audit committee<br>Strategy and CSR committee                         | 100%<br>100%   |
| <b>Vincent Mercier <sup>(a)</sup></b>                        | 73  | F           | M      | Corporate strategy, finance, M&A, private equity, logistics   | no <sup>(b)</sup> | 14 years           | July 2009<br>Renewed in July 2021  | 2024 (AGM approving the 2023 financial statements) | 100%  | Appointments and remuneration committee                               | 100%   |
| <b>Richard Troksa</b>  | 60  | US          | M      | Consulting, new technologies, entrepreneur, formerly CEO, operational management  | yes               | 7 years            | July 2016<br>Renewed in July 2021  | 2024 (AGM approving the 2023 financial statements) | 100%  | Strategy and CSR committee  | 100%   |
| <b>Nathalie Wright</b>                                       | 58  | F           | F      | Management, new technologies  | yes               | 6 years            | July 2017<br>Renewed in June 2022  | 2025 (AGM approving the 2024 financial statements) | 90%   | Strategy and CSR committee  | 100%   |

|                          | Age | Nationality | Gender | Key competence                                       | Independence | Years on the Board | Start/last renewal of directorship                 | End of term  | Individual rate of attendance at Board meetings | Member of the Board Committees                              | Individual rate of attendance at Board Committees meetings |
|--------------------------|-----|-------------|--------|--|--------------|--------------------|--|--|---|---|--|
| <b>Sébastien Marotte</b> | 58  | F           | M      | Strategy, business development, digital              | yes          | 1 year 7 months    | July 2021  | 2024 (AGM approving the 2023 financial statements) | 100%  | Appointments and remuneration committee starting 25/01/2023 | n/a  |
| <b>Paula Felstead</b>    | 57  | GB          | F      | Strategy, corporate development, digital, innovation | yes          | 1 year 4 months    | September 2021 (co-opted) and renewed in June 2022 | 2025 (AGM approving the 2024 financial statements) | 100%  | Audit committee   | 100%   |

(a) Vincent Mercier was the Board's lead director, and the lead director's term of office ended on 31 January 2020 as stipulated upon the appointment of the new independent Chairman of the Board in June 2019.

(b) As of 7 July 2021, on the 12<sup>th</sup> anniversary of Vincent Mercier's appointment as a director.

|                                     | Age | Nationality | Gender | Key competences         | Independence | Years on the Board | Start/renewal of directorship | End of term | Individual rate of attendance at Board meetings | Member of the Board Committees                 | Individual rate of attendance at Board Committees meetings |
|-------------------------------------|-----|-------------|--------|-------------------------|--------------|--------------------|-------------------------------|-------------|---|--|--|
| <b>Christophe Liaudon</b>           |     |             |        |                         |              |                    | 27 August 2019                |             |   |  |  |
| Director representing the employees | 52  | F           | M      | Treasury, Finance       | no           | 3 years 5 months   | Renewed in August 2021        | 2023        | 100%  | Audit committee starting 25/01/2023            | n/a  |
| <b>Nathalie Labia</b>               |     |             |        |                         |              |                    | 28 August 2020                |             |   |  |  |
| Director representing the employees | 47  | F/BR        | F      | Communication Marketing | no           | 2 years 3 months   | Renewed in August 2021        | 2023        | 100%  | Strategy and CSR committee starting 25/01/2023 | n/a  |

Pursuant to law No. 2019-486 of 22 May 2019 concerning growth and transformation of companies (the "Pacte Law") and article L.225-27-1 of the French Commercial code, an additional employee representative director has been appointed in 2020. In accordance with applicable law, employee directors have the right to vote, the same rights, obligations, including confidentiality, and responsibilities as other Board members.

**Changes within the composition of the Board of directors during fiscal year 2022:**

There has been no changes within the Board of directors during fiscal year 2022. The directorships of Didier Lamouche, Nathalie Wright, Martha Bejar and Paula Felstead have been renewed by the General Assembly held on 16 June 2022, for a period of three years.

Upon the Appointments and remuneration committee's recommendation, the Board of directors decided to propose that the directorship of Mr. Eric Courteille be renewed at the next General Meeting for a period of three years.

**2.1.3 CHAIRMAN OF THE BOARD****Didier LAMOUCHE****Expertise and management experience:**

Didier Lamouche is the Chairman of the Board of Quadient S.A. since 28 June 2019.

Didier Lamouche, 63 years old, a French citizen, graduated from École Centrale de Lyon (France), holds a PhD in Semiconductor Technology. Until the end of 2018, Didier Lamouche was President and Chief Executive Officer of Idemia, a company resulting from the merger of Safran Identity & Security with Oberthur Technologies, the world leader in cyber security and digital identity technologies, which he had headed since 2013. He previously served as Chief Operating Officer of ST-Microelectronics from 2010 to 2013 and President and Chief Executive Officer of ST-Ericsson from 2011 to 2013. Didier Lamouche was previously President and Chief Executive Officer of the Bull group from 2005 to 2010, which he turned around and repositioned on growth segments.

Didier Lamouche began his career in 1984 as an R&D engineer at Philips Research Lab before joining IBM Microelectronics from 1985 to 1994, holding various industrial positions in the semiconductor space in France and in the United States, at Motorola Semiconductor in 1995-1996, then as founder and Chief Executive Officer of the IBM-Siemens joint venture, Altis Semiconductor, from 1998 to 2003, and finally as Global Vice President of IBM's semiconductor operations based in New York. Didier Lamouche has extensive experience in corporate governance, in both public and private environments, having served as a director of eight public and four

private-equity backed companies for nearly 20 years.

Didier Lamouche was appointed as director of Quadient S.A. by the General Meeting of 28 June 2019 for a three-year term. He was appointed Chairman of the Board on the same date. These two mandates were respectively renewed by the General meeting and the Board meeting on 16 June 2022 for a three-year term, until the General Meeting called to vote on the financial statements for the financial year ending 31 January 2025.

**Other mandates currently held in the Group:** none.

**Other mandates currently held outside the Group:** he is a non-executive director of the Board of Adecco (Swiss listed company and world leader in the staffing industry); non-executive director of ASM International (a Dutch listed company and leader of Semiconductor equipment industry); non-executive director of ACI Worldwide (Nasdaq-listed company and leader provider of software technologies for the payment industry); founder of DLT Consulting (French non-listed company), chairman of the board of directors of Utimaco (German non-listed company), director of Imagination Technologies Group Ltd. (UK non-listed company) and Associate Director of Granla (Belgian non-listed company).

**Other mandates whose terms expired in the previous five years:** President and Chief Executive Officer of Idemia (French non-listed company).

**Member of the Board committees:** no.

Didier Lamouche holds 8,000 Quadient shares.

## 2.1.4 CHIEF EXECUTIVE OFFICER

Geoffrey GODET



### Expertise and management experience:

Appointed Chief Executive Officer of Quadient S.A. as of 1 February 2018, Geoffrey Godet, 46, is a dual French and American citizen and a graduate of HEC. Prior to Quadient, he has spent his entire career with the Flatirons Jouve group, a leader in digital solutions for banking, insurance, healthcare, manufacturing, aeronautics, publishing, media and education. Geoffrey had been Chief Executive Officer of Flatirons solutions, based in California, and most recently was Chairman and Chief Executive Officer of Jouve, based in Paris. Prior to that, he was successively Marketing and Communication director, Head of the Cultural Heritage digitization division and managing director of Jouve Aviation solutions. Geoffrey Godet was appointed

director at the General Meeting of 29 June 2018 for a three-year term, which term was renewed by the General Meeting of 1 July 2021 until the General Meeting called to vote on the financial statements for the financial year ending 31 January 2024.

**Other mandates currently held in the Group:** director of Quadient Holdings USA, Inc and President and CEO of Quadient, Inc.

**Other mandates currently held outside the Group:** none.

**Other mandates whose terms expired in the previous five years:** Chairman & Chief Executive Officer of Flatirons solutions, Inc. and Jouve, Director of DOCAPOSTE BPO IS SA and Director of Quadient CXM AG.

**Member of the Board committees:** no.

Geoffrey Godet holds 50,178 Quadient shares.

## 2.1.5 MEMBERS OF THE BOARD

In accordance with the law, the members of the Board of directors are proposed by the Board of directors, upon recommendation of the Appointments and remuneration committee, and appointed by the Ordinary General Meeting. The General Meeting may revoke their appointments at any time. The Board of directors must be comprised of at least three and at most eighteen members subject to the waiver provided for by law. Directors are appointed for a period of three years.

The Board is composed of twelve members, including two employee representatives.

Upon the Appointments and remuneration committee's recommendation, the Board of directors decided to propose that the directorship of Mr. Eric Courteille be renewed at the next General Meeting for a period of three years.

Regular renewal of members of the Board (the Board has been getting younger, with the average age decreasing from 60.9 in 2016 to 57.1 in 2022), compliance with law n° 2011-103 of 27 January 2011 on equal representation of men and women and openness of the Board to diversity are the Board's governance guidelines. Furthermore, 42% of the directors (including the employee representative directors) are of a foreign nationality. The Appointments and remuneration committee is in charge of establishing the terms of succession plans.

The number of directors aged over 70 shall not exceed one-third of director in office. The age limit for the Chairman is 75.

Vincent MERCIER



### Expertise and management experience:

Vincent Mercier is 73 years old and a French citizen. He is a civil engineering graduate from the École des Mines and has a Masters in economic science, as well as an MBA from Cornell University (United States). For 10 years, he was one of the heads of the Industrial Development Institute while teaching strategy at HEC. He has extensive experience in the Service and Retail industries, having been a member of Wagons-Lits and then Carrefour Group's executive committees. Until 2014, he was Chair of the supervisory Board of Roland Berger Strategy Consultants, where he served as director for France and China until 2010.

Vincent Mercier was appointed director of Quadient at the General Meeting of 7 July 2009. His mandate was renewed at the General Meeting of 1 July 2021 for a

three-year term, which means until the 2024 General Meeting called to vote on the financial statements for the financial year ending 31 January 2024.

**Other mandates currently held in the Group:** none.

**Other mandates currently held outside the Group:** member of the supervisory Board of Sucres et Denrées (Sucden) (French non-listed company), Altavia Europe (French non-listed company) and ADIE (French non-listed company), Azulis Capital (French non-listed company).

**Other mandates whose terms expired in the previous past five years:** FM Logistic (French non-listed company).

**Member of the Board committees:** Strategy & corporate social responsibility committee and Appointments and remuneration committee.

Vincent Mercier holds 13,096 Quadient shares.



**Martha BEJAR****Expertise and management experience:**

Martha Bejar is 60 years old and an American citizen. She is an expert in software and technology with an in-depth knowledge of the American market. She has held the position of Chief Executive Officer in technology/software services companies.

Martha is the recipient of numerous industry awards including 2020 and 2018 Top Corporate director by *Latino Leader Magazine*, 2019 NACD directorship 100, "Inspiring Women 2017" from Washington State, and was ranked among the 50 most influential Hispanic women in the United States by *Hispanic Inc. Business Magazine*.

The Board of directors co-opted Martha Bejar on 11 January 2019, to replace Catherine Pourre who resigned on 24 September 2018.

Her mandate was renewed at the General Meeting of 16 June 2022 for a three-year term, to be renewed during the General Meeting called to vote on the financial statements for the financial year ending 31 January 2025.

**Other mandates currently held in the Group:** none.

**Other mandates currently held outside the Group:** Senior Partner at DaGrosa Capital (non-listed company), independent director of Lumen Technologies (listed company), Sportsman's Warehouse (listed company), Commvault Systems (listed company), and Afiniti (non-listed company).

**Other mandates whose terms expired in the previous past five years:** Founder/CEO of Red Bison Advisory Group (non-listed private company), Chief Executive Officer of Unium, Inc (US non-listed company).

**Member of the Board committees:** Strategy and corporate social responsibility committee and Appointments and remuneration committee.

Martha Bejar holds 695 Quadient shares.

**Hélène BOULET-SUPAU****Expertise and management experience:**

Hélène Boulet-Supau is 56 years old and a French citizen. Having graduated from ESSEC, she started her career at Arthur Andersen, before joining the Pierre & Vacances group, where she held various finance positions from 1991 to 2000, before being appointed Group

Financial director. Hélène Boulet-Supau then worked as a financial consultant, before taking over the reins of Larroque alongside the Company's founder. From 2007 to 2019, Hélène Boulet-Supau was Chief Executive Officer and shareholder of Sarenza. In 2020, she launched a facility management business providing services to companies, FabWorkplace. In 2021, she launched educawa.com, an educational website for parents and grandparents.

Ratification of the Board's appointment of Hélène Boulet-Supau's was approved by the General Meeting on 30 June 2017. Hélène Boulet-Supau's mandate was first renewed at the General Meeting of 29 June 2018 for a

three-year term, and was again renewed 1 July 2021 for a three-year term, which means until the General Meeting called to vote on the financial statements for the financial year ending 31 January 2024.

**Other mandates currently held in the Group:** none.

**Other mandates currently held outside the Group:** Member of the supervisory Board of Colisée Care (French non-listed company), director of Socotec (French non-listed company), director of the non-profit organization Entrepreneurs du Monde (French association), manager of FabWorkplace SARL and chairwoman of Educawa SAS (French non-listed company).

**Other mandates whose terms expired in the previous past five years:** Chief Executive Officer and director of Sarenza S.A. (French non-listed company).

**Member of the Board committees:** Audit committee and Appointments and remuneration committee.

Hélène Boulet-Supau holds, directly and indirectly, 3,850 Quadient shares.



**Éric COURTEILLE****Expertise and management experience:**

Éric Courteille is 55 years old, and a French citizen. He is Chairman of New R SAS. Éric Courteille is a graduate of ESCP-EAP and started his career at Arthur Andersen France, as an auditor, from 1995 to 2000. He then jointly founded the Sporever group. From

2002 to 2006, he held several positions in the finance department of the PPR group. At the end of 2006, he joined Redcats USA (part of Kering Group) as chief financial officer (CFO) and General Secretary. Eric Courteille held the position of Chief Executive Officer of La Redoute SAS from 2014 to March 2022.

On 4 July 2012, the General Meeting ratified the appointment of Éric Courteille as director. His mandate was renewed at the General Meeting of 30 June 2017 and 6 July 2020 for a further three-year term, which means

until the General Meeting called to vote on the financial statements for the financial year ending 31 January 2023.

**Other mandates currently held in the Group:** none.

**Other mandates currently held outside the Group:** Chief Executive Officer of BCR SAS (French non-listed company); Chairman of NEW R SAS (French non-listed company) and Board member of Boulanger (French non-listed company).

**Other mandates whose terms expired in the previous past five years:** Independent Board member of Hygie31 since July 2020 (French non-listed company) and Chief Executive Officer of La Redoute (French non-listed company).

**Member of the Board committees:** Audit committee.

Éric Courteille holds 267 Quadient shares.

**Richard TROKSA****Expertise and management experience:**

Richard Troksa is 60 years old and an American citizen. He is the owner of Gold Aspen Consulting, LLC, a company dedicated to providing advice in strategy, development and operational efficiency for new technologies and solutions. Graduating with an

bachelor's degree in electrical engineering from Purdue University and then a master's degree in engineering sciences from Colorado State University, Richard Troksa started his career at IBM in 1984 and held numerous technical and business positions before being appointed business Line Manager in 2000. He joined Exstream Software in 2004 and was appointed Chief Executive Officer in 2007. In 2008, he became Vice President of IPG Enterprise Software at Hewlett-Packard, a position he held until 2010. Richard Troksa has a solid financial and managerial experience focusing on the development and introduction of innovative technical solutions.

Richard Troksa was appointed director at the General Meeting of 1 July 2016 for a three-year term and was first renewed in advance at the General Meeting of 29 June 2018 for a three-year term and was therefore renewed 1 July 2021 until the General Meeting called to vote on the financial statements for the financial year ending 31 January 2024.

**Other mandates currently held in the Group:** none.

**Other mandates currently held outside the Group:** member of the Board of directors of Gorilla Logic, LLC (American non-listed company), member of the Board of directors of Gryphon Networks (American non-listed company).

**Other mandates whose terms expired in the previous past five years:** Board member of 7Summits, LLC (American non-listed company).

**Member of the Board committees:** Strategy and corporate social responsibility committee.

Richard Troksa holds 1,500 Quadient shares.

**Nathalie WRIGHT****Expertise and management experience:**

Nathalie Wright is 58 years old and a French citizen. A graduate in economics from Paris Assas University, the IAE and INSEAD, she started her career at Digital Equipment France before joining NewBridge Networks France. She held the positions of Sales

Manager and Country Leader at MCI, then Easynet and finally, Vice President Southern Europe in charge of Commercial Strategy for France, Italy, Spain and the Middle East for AT&T. Nathalie Wright joined Microsoft in 2009, where she held the positions of director of the Public Sector division, then General Manager for Enterprise & Strategic Alliances for 5 years. In 2017, Nathalie Wright was appointed Vice President Software France at IBM. She is currently Chief Digital Officer and member of the Rexel Group executive committee, as well as being responsible for the activity in the Nordic region. Nathalie Wright was made a *Chevalier de la Légion d'Honneur* in 2011 for her actions promoting diversity in

the workplace. Nathalie Wright was co-opted to replace Jean-Paul Villot, who resigned from his directorship on 28 July 2017.

Nathalie Wright's mandate was renewed at the General Meeting of 16 June 2022 for a three-year term, to be renewed at the General Meeting called to vote on the financial statements for the financial year ending 31 January 2025.

**Other mandates currently held in the Group:** none.

**Other mandates currently held outside the Group:** member of the supervisory Board of Groupe Keolis S.A.S (French non-listed company).

**Other mandates whose terms expired in the previous past five years:** none.

**Member of the Board committees:** Strategy and corporate social responsibility committee.

Nathalie Wright holds 1,015 Quadient shares.

**Sébastien MAROTTE****Expertise and management experience:**

Sébastien Marotte is 58 years old and a French citizen. Sébastien Marotte holds a Master's degree in Finance and business from ESLSCA business School Paris. He also serves as a Board member at Temporall. Over a 30+ year career, Sébastien Marotte has held executive roles at some of the world's highest-profile software companies including Google, Hyperion, and Oracle. He led Google Cloud's EMEA Channels as Vice President, having also served as Vice President of Google Cloud EMEA for almost a decade. As an early leader at Google Cloud, Sébastien Marotte was responsible for much of the foundational growth and development across EMEA, including the launch of G

Suite (now Google Workspace).

Sébastien Marotte was appointed Board member at the General Meeting of 1 July 2021 for a three-year, which means until the General Meeting to be called to vote on the financial statements for the financial year ending 31 January 2024.

**Other mandates currently held in the Group:** none.

**Other mandates currently held outside the Group:** President Box EMEA and board member of Temporall.

**Other mandates whose terms expired in the previous past five years:** none.

**Member of the Board committees:** Appointments and remuneration committee.

Sébastien Marotte holds 1,901 Quadient shares.

**Paula FELSTEAD****Expertise and management experience:**

Paula Felstead is 56 years old and a British citizen. Paula holds a graduate degree in computer studies from University of West London. She started her career at BHP in Western Australia before working in many different industries including Telecom, Financial Services, Data services and Payments in Europe and the UK. She has held positions of Chief Digital & Innovation Officer, Chief Technology Officer and Chief Technology & Operations Officer at Visa Europe, and Ingenico Group. Paula Felstead was co-opted by the Board of 24 September 2021. Her mandate was ratified by the AGM of 16 June 2022 and renewed for a three-year term, meaning until the General Meeting to be called to vote on the financial statements for the financial year ending

31 January 2025.

Paula Felstead volunteers as a mentor for the Youth Group (charity to assist young people entering the workplace or education) and has been a guest speaker for two years at the Warwick business School MBA program on digital leadership.

**Other mandates currently held in the Group:** none.

**Other mandates currently held outside the Group:** Chief Technology and Operations Officer of HotelBeds Group.

**Other mandates whose terms expired in the previous past five years:** none.

**Member of the Board committees:** Audit committee.

Paula Felstead holds 2,001 Quadient shares.

## 2.1.6 EMPLOYEE REPRESENTATIVE DIRECTORS

### Christophe LIAUDON



#### Expertise and management experience:

Christophe Liaudon is 52 years old and a French citizen.

After spending about ten years in both private and public sectors, he joined Quadient in 2002 to create and organize the treasury department.

Since then, Christophe Liaudon has accompanied Quadient in its growth in building up the cash management organization and the optimization of the debt structure. Quadient has been a pioneer in the French private placement (PP) market after several USPP deals and was one of the first to issue a *Schuldschein* in USD.

Christophe Liaudon was appointed employee representative director of Quadient at the CSE meeting of 27 August 2019 for a two-year term. His mandate was renewed at the CSE held 27 August 2021 for a two-year term.

**Other mandates currently held in the Group:** none.

**Other mandates currently held outside the Group:** none.

**Other mandates whose terms expired in the previous past five years:** none.

**Member of the Board committees:** Audit committee.

Christophe Liaudon holds 1,699 Quadient shares.

### Nathalie LABIA



#### Expertise and management experience:

Nathalie Labia is 47 years old and is a dual French and Brazilian citizen. She is currently Head of Brand and External Communications at Quadient. She began her career at IBM France, successively holding the positions of sales, channel marketing, product

marketing and marketing management. In 2005, she joined Ricoh's European head offices in London, UK, where she was in charge of the launch of high-end printing solutions across Ricoh subsidiaries. Her career at Quadient began in 2009, responsible for product management and press relations in the former Shipping team, before moving to Group's corporate communications. Since joining the Company, Nathalie Labia has been one of the key contributors to strategic projects such as the Parcel Locker Solutions launch in

2013 and the Quadient global brand launch in 2019. Nathalie Labia holds a Master's degree in management from Audencia Business School.

Nathalie Labia was appointed employee representative director of Quadient during the CSE meeting of 28 August 2020 for a one-year term. Her mandate was renewed at the CSE held 27 August 2021 for a two-year term.

**Other mandates currently held in the Group:** none.

**Other mandates currently held outside the Group:** none.

**Other mandates whose terms expired in the previous past five years:** none.

**Member of the Board committees:** Strategy and corporate social responsibility committee.

Nathalie Labia holds 220 Quadient shares.

## 2.1.7 INDEPENDENT DIRECTORS

In accordance with the recommendations of the Afep-Medef code, the Internal rules of the Board of directors and its committees provide that :

- the Board of directors and the Audit committee be composed of at least two-thirds of independent directors and,
- the Appointments and remuneration committee and the Strategy and Corporate Social Responsibility committee be composed of the majority of independent directors.

The Afep-Medef code provides the following definition of an independent director: "A director is independent when he or she has no relationship of any kind whatsoever with the Company, its group or the management of either that could compromise his or her freedom of judgment." Pursuant to

the recommendations of this code, the Appointments and remuneration committee issues its recommendation on the independence of the members of the Board of directors annually in light of these independence criteria. The last report was presented to the Board of directors on 2 December 2022. Eight out of the ten directors on the Board as of 31 January 2023 (80% <sup>(1)</sup>) were independent. Accordingly, all directors on the Board of Quadient S.A. are independent, except for the Chief Executive Officer, and Vincent Mercier, who lost his independent status on 7 July 2021, on the 12<sup>th</sup> anniversary of his appointment.

The following table shows the status of each director (except for the Chief Executive Officer and the employee representative directors) with regard to the criteria for independence set out in the Afep-Medef Code.

| Criteria  | Martha Bejar | Hélène Boulet-Supau | Eric Courteille | Paula Felstead | Didier Lamouche | Sébastien Marotte | Vincent Mercier | Richard Troksa | Nathalie Wright |
|---|--------------|---------------------|-----------------|----------------|-----------------|-------------------|-----------------|----------------|-----------------|
| <b>Employee company officer during the previous five years:</b> He/she shall not be an employee or executive corporate officer of the Company, an employee, corporate officer or director of its parent company or of a company that it consolidates, and not have served in any of these capacities during the previous five years   | ✓            | ✓                   | ✓               | ✓              | ✓               | ✓                 | ✓               | ✓              | ✓               |
| <b>Cross-directorships:</b> He/she shall not be an executive corporate officer of another company in which the Company holds, directly or indirectly, a position on the Board of directors, or in which an employee designated as such or an executive corporate officer of the Company (either present or within the last five years) holds a position on the Board of directors | ✓            | ✓                   | ✓               | ✓              | ✓               | ✓                 | ✓               | ✓              | ✓               |
| <b>Significant business relationships:</b> He/she shall not be a major client, supplier, corporate banker or financial banker of the Company or the Group, or be an entity for which the Company or Group represents a significant percentage of business   | ✓            | ✓                   | ✓               | ✓              | ✓               | ✓                 | ✓               | ✓              | ✓               |
| <b>Family ties:</b> He/she shall not have close family ties with a corporate officer  | ✓            | ✓                   | ✓               | ✓              | ✓               | ✓                 | ✓               | ✓              | ✓               |
| <b>Auditor:</b> He/she shall not have been a statutory auditor of the Company in the previous five years  | ✓            | ✓                   | ✓               | ✓              | ✓               | ✓                 | ✓               | ✓              | ✓               |
| <b>Period of office exceeding 12 years:</b> He/she shall not have been a director of the Company for more than 12 years. The loss of status as independent director occurs after a period of 12 years.  | ✓            | ✓                   | ✓               | ✓              | ✓               | ✓                 | X               | ✓              | ✓               |
| <b>Status of non-executive officer:</b> He/she shall not receive variable remuneration in cash or securities or any remuneration related to the Group's performance   | ✓            | ✓                   | ✓               | ✓              | ✓               | ✓                 | ✓               | ✓              | ✓               |
| <b>Status of the major shareholders:</b> He/she shall not participate in the control of the Company, or hold more than 10% in the capital or voting rights of the Company   | ✓            | ✓                   | ✓               | ✓              | ✓               | ✓                 | ✓               | ✓              | ✓               |

In the table, "✓" represents a criterion of independence which is satisfied and "X" represents a criterion of independence which is not satisfied.

<sup>(1)</sup> This rate does not take into account the employee representative directors.

None of the directors considered to be independent have any direct or indirect business links with the Company.

There are no family ties between the directors. To the best knowledge of Quadient, none of the directors on the Board as of 31 January 2023 has been found guilty of fraud, managing a company placed in receivership or declared bankrupt, incurred any official public penalty and/or sanction, or been prevented from acting or operating in the management or conduct of a company, over the past five years. No directors have been involved in liquidation proceedings when they were a member of a Board of directors, a management body or supervisory Board over the past five years.

There are no potential conflicts of interest for the corporate officers and directors between their duties to Quadient and other interests or duties to which they may be bound.

No arrangements or agreements have been made with the principal shareholders, customers, suppliers or other parties, by virtue of which any of the corporate officers has been selected as a member of an administrative, management or supervisory body or as a member of the general management.

## INTERNATIONAL COMPOSITION, GENDER EQUALITY AND DIVERSITY ON THE BOARD

| Indicator                     | 2022               | 2021               |
|-------------------------------|--------------------|--------------------|
| Non-French national directors | 5 <sup>(a)</sup>   | 5 <sup>(a)</sup>   |
| % non-French nationality      | 42% <sup>(a)</sup> | 42% <sup>(a)</sup> |
| Number of women               | 4                  | 4                  |
| % women                       | 40% <sup>(b)</sup> | 40% <sup>(b)</sup> |

**(a)** Geoffrey Godet has a dual French and American nationality. Nathalie Labia, the employee representative director who has dual French and Brazilian nationalities, is also taken into account for the purpose of this ratio in 2022.

**(b)** In accordance with French legislation and the AfeP-Medef code, employee representative directors are not taken into account when determining the proportion of women on the Board of directors.

The Board of directors ensures a balance in its composition and that of its committees in particular through the diversity and complementarity of experience, skills and professional expertise. The criteria prevailing in the process of selecting talents sought to renew or supplement those already present within the Board are as follows:

- independence, skills, international experience, motivation, availability;
- alignment with the strategy of the Company;
- adequacy with the current composition and appropriate evolution of the Board of directors;
- maintaining of the appropriate number of independent directors;
- balanced gender representation, nationalities and expertise.

As explained in sections 2.1.2 to 2.1.6 above-mentioned, the vast majority of the Board members has extensive international experience. 42% of them have a non-French nationality.

Four of the ten non-employee Board members are women (excluding employee representative, who are not taken into account when determining gender parity), bringing their current representation on the Board to 40% as of 31 January 2023.

Each director contributes to the Board's diversity through their respective career path, education, experience, age and nationality.

## Board members skills and experience matrix

|  | Corporate governance and leadership | Strategy | Finance/ audit | International experience | CEO experience | Transformation | CSR/ climat | Digital/ marketing and communication | Manufacturing and logistics | Software (including B2B software) and IT |
|--|-------------------------------------|----------|----------------|--------------------------|----------------|----------------|-------------|--------------------------------------|-----------------------------|--|
| Didier Lamouche  | X                                   | X        |                | X                        | X              | X              |             |                                      | X                           | X  |
| Geoffrey Godet   | X                                   |          | X              | X                        | X              | X              |             | X                                    | X                           | X  |
| Martha Bejar <sup>(2) (3)</sup>                                  | X                                   | X        | X              | X                        | X              | X              | X           |                                      |                             | X  |
| Hélène Boulet- Supau <sup>(1) (3)</sup>                          | X                                   | X        | X              |                          | X              | X              |             | X                                    |                             |  |
| Éric Courteille <sup>(1)</sup>                                   | X                                   |          | X              | X                        | X              | X              |             | X                                    | X                           |  |
| Vincent Mercier <sup>(2)(3)</sup>                                | X                                   | X        | X              | X                        |                | X              | X           |                                      | X                           |  |
| Richard Troksa <sup>(2)</sup>                                    | X                                   | X        | X              | X                        | X              |                | X           |                                      |                             | X  |
| Nathalie Wright <sup>(2)</sup>                                   | X                                   | X        |                |                          |                |                | X           | X                                    |                             | X  |
| Sébastien Marotte <sup>(3)</sup>                                 | X                                   | X        | X              | X                        |                | X              |             | X                                    |                             | X  |
| Paula Felstead <sup>(1)</sup>                                    | X                                   | X        |                | X                        |                | X              |             | X                                    |                             | X  |
| Christophe Liaudon <sup>(1) (4)</sup>                            | X                                   |          | X              | X                        |                |                |             |                                      |                             |  |
| Nathalie Labia <sup>(2) (4)</sup>                                | X                                   |          |                | X                        |                |                | X           | X                                    |                             | X  |
| Percentage of Board members concerned for each skill/ experience | 100 %                               | 67 %     | 67 %           | 83 %                     | 50 %           | 67 %           | 42 %        | 58 %                                 | 33 %                        | 67 %                                     |

<sup>(1)</sup> Audit committee member<sup>(2)</sup> Strategy & Corporate Social Responsibility committee member<sup>(3)</sup> Appointments and remuneration committee member<sup>(4)</sup> Employee director

## Training and introduction of new directors

Upon taking office and in order to ease a smooth transition as a Board member, all new directors receive the documentation required to perform their duties. This documentation includes the Company's articles of association, the rules of procedure of the Board and its committees, the stock market code of ethics (to be signed) together with the annual calendar of authorized periods to trade on Quadient's securities, the annual schedule of Board and committee meetings, the date of the General Meeting and the most recent universal registration document.

In addition, each new director meets with members of Quadient's senior management to gain a deeper knowledge of the Company, its businesses and markets.

Each year, the directors attend at least one specific Board meeting on strategy. During this specific "strategy session", the management presents a number of topics for discussion concerning the Company's execution of its strategy and future planning, the evolution of its markets, solutions, customers and internal organization, and the organic and inorganic investment opportunities to accelerate the Company's transformation.

Additionally, each new director is registered with the French Institute of directors (IFA). The employee representative directors receive dedicated training from the IFA.

All directors receive press releases issued by the Company.

## 2.1.8 WORK OF THE BOARD OF DIRECTORS

In accordance with article 14.2 of the bylaws, directors may be called to Board meetings by any means, even verbally, at either the registered office or any other place indicated in the notice. Decisions are taken under the quorum and majority provided for by law. In the event of a tie vote, the Chairman of the meeting having the casting vote.

In accordance with the Internal rules of the Board of directors, the Board of directors meets at least four

times a year and as many times as it considers necessary, upon notice of meeting by the Chairman, usually sent at least five days before the meeting, using all resources and communicative channels.

During the financial year ended 31 January 2023, the 12 members of the Board of directors met six times, (physically as well as virtually), with a global attendance rate of 98.6%. On average, the meetings lasted 3 hours and 7 minutes.

### Directors' participation at Board meetings in the financial year 2022

|                     | Attendance rate | Number of meetings |
|---------------------|-----------------|--------------------|
| Geoffrey Godet      | 100%            | 6/6                |
| Didier Lamouche     | 100%            | 6/6                |
| Martha Bejar        | 100%            | 6/6                |
| Hélène Boulet-Supau | 100%            | 6/6                |
| Éric Courteille     | 100%            | 6/6                |
| Vincent Mercier     | 100%            | 6/6                |
| Richard Troksa      | 100%            | 6/6                |
| Nathalie Wright     | 83.3%           | 5/6                |
| Christophe Liaudon  | 100%            | 6/6                |
| Nathalie Labia      | 100%            | 6/6                |
| Paula Felstead      | 100%            | 6/6                |
| Sébastien Marotte   | 100%            | 6/6                |

The main themes discussed at Board meetings in 2022 were as follows:

|                               |  |
|-------------------------------|--|
| <b>Strategy</b>               | <ul style="list-style-type: none"> <li>- Monitoring the Company's strategy and organization over a three-year plan</li> <li>- Results of the Strategy and corporate social responsibility committee's work</li> <li>- Financial communications and investor relations</li> <li>- Review of the acquisitions, divestments and other strategic projects underway</li> </ul>  |
| <b>Corporate Governance</b>   | <ul style="list-style-type: none"> <li>- Analysis on the Company's business plan</li> <li>- Review and monitor the Board members' independence under the definition provided in the rules of procedure</li> <li>- Amendment to the Stock and Market Code of Ethics</li> </ul>  |
| <b>Business and customers</b> | <ul style="list-style-type: none"> <li>- Regular review of the Company's markets, solutions and customer needs</li> <li>- Assess technical risks and opportunities related to the Company's research and development, innovation and Supply chain activities</li> <li>- Remuneration policy of the Chairman and the Chief Executive Officer</li> <li>- Monitor the Company's organization and human resources priorities</li> <li>- Monitor the Company's activities related to environmental, social and governance risks and opportunities</li> </ul>      |
| <b>Internal controls</b>      | <ul style="list-style-type: none"> <li>- Results of the work conducted by the Audit committee concerning audits and evaluation of the internal control system in the Group</li> <li>- Approval of the report on the work of the Board related to internal control and risk management procedures</li> </ul>  |
| <b>Finance</b>                | <ul style="list-style-type: none"> <li>- Highlights, presentation and analysis of 2021 financial year results</li> <li>- Budget and outlook for 2022 financial year</li> <li>- Forecasts and quarterly results</li> <li>- Approval of the annual and interim consolidated financial statements for Quadiant S.A.</li> <li>- Approval of the annual and interim individual financial statements for Quadiant S.A.</li> <li>- Cash and debt positions, dividends, launch and monitoring of share buyback programs</li> <li>- Refinancing operations</li> </ul> |



|                     |  |
|---------------------|--|
| <b>Remuneration</b> | <ul style="list-style-type: none"> <li>- Results of the Appointments and remuneration committee's work</li> <li>- Performance of free share allocation programs</li> <li>- New allocation of directors' remuneration fees for the fiscal year 2023</li> <li>- Plan for allocating free performance shares</li> <li>- Implementation of the share buyback program and delegations granted to the Chief Executive Officer</li> </ul> |
| <b>Appointments</b> | <ul style="list-style-type: none"> <li>- Appointment of Martha Bejar as Chair of the Appointments and remuneration committee.</li> <li>- Appointment of Christophe Liaudon to the Audit committee.</li> <li>- Appointment of Nathalie Labia to the Strategy and corporate social responsibility committee.</li> <li>- Appointment of Sebastien Marotte to the Appointments and remuneration committee.</li> </ul>                  |

Once finalized, all documents relating to a Board meeting's agenda are transmitted to the directors by the management at the earliest opportunity, *i.e.* several days before the meeting. The elements can be accessed by all Board members *via* the Internet platform that enables them to review documents prior to meetings, as well as information such as the articles of association and the Board's rules of procedure. This platform also provides access to the documents of the various committees, exclusively for directors who sit on each committee.

According to the Company's rules of procedure, the Chairman's obligation to disclose information goes hand-in-hand with each director's duty to be diligent in remaining informed, to request any information they may require to aid understanding of the items on the agenda from the Chairman in good time, to make themselves available, and allow the necessary time and attention to perform their duties.

## 2.1.9 CORPORATE GOVERNANCE CODE

Quadiant has long pursued an active corporate governance policy. The Company refers to the French Corporate Governance Code for listed companies established by Afep-Medef ("Afep-Medef code").

### Implementing the "comply or explain" principle of the Afep-Medef code

Under the "comply or explain" rule set out in article L.22-10-10, 4° of the French commercial code and article 28.1 of the Afep-Medef code, Quadiant considers that its practices comply with the code's recommendations, except for the following recommendations:

#### Afep-Medef recommendation not applied

According to article 18.1, the remuneration committee "must not include any executive officer and must mostly consist of independent directors. It is recommended that the Chairman of the committee should be independent and that one of its members should be an employee representative director".

#### Quadiant's position and explanation

The Board of directors has decided not to appoint an employee representative director at the remuneration committee since such committee has been merged in 2018 with the appointments' committee. In practice, the employee representative directors effectively participate in all meetings of the Board during which the remuneration policy of corporate officers is reviewed and discussed, but since the Appointments and remuneration committee deals with broader subjects than the remuneration policy, it has been decided that employee representative directors will not participate in this committee. This explanation has been communicated to the "*Haut Comité de Gouvernement d'Entreprise*".

According to article 21, "In the absence of legal provisions to the contrary, the director should personally be a shareholder and, by virtue of the provisions in the by-laws or the internal rules, hold a minimum number of shares that is significant in relation to the compensation awarded to them. If he or she does not hold these shares when assuming office, he or she should use his or her compensation to acquire them. The director will notify the corporation of this information, which will publish it in its report on corporate governance".

According to article 5 of the Internal Rules of the Board, "On appointment, each Director commits: to acquiring a minimum number of shares in the Company representing a value roughly equivalent to the Director's Fees he/she received over a year". The Board of directors follow ownership guidelines as set forth in the Internal Rules of the Board. For those Board members who do not have the requisite ownership, active discussions are had with those Board members who still progressively increasing their ownership.

## 2.1.10 RULES OF PROCEDURE OF THE BOARD AND COMMITTEES

The Internal rules of the Board and committees were drafted on 30 March 2004 and last updated in March 2023.

The Internal rules of the Board were amended during the Board meeting of 27 June 2019 to take into account the appointment of an independent Chairman of the Board and the expiry of the Lead director's term of office. As explained in section 2.1.2 above, the Board of directors' meeting of 13 December 2019 also introduced a limitation on the powers of the Chief Executive Officer in the rules of the Board. The amendments approved by the Board meeting of 23 September 2021 permit under certain exceptional circumstances to retain the appointment of a chair of the Appointments & remuneration committee not qualifying as an independent director for a temporary period if time to allow an orderly position. The amendments approved by the Board meeting of 24 March 2023 authorised a fifth member in the Strategy & CSR committee.

The aim of the rules of procedure is to set out the role and operating procedures of the Board of directors, together with the rights, obligations and recruitment practices of its members, within the scope of their actual skills, in order to ensure the Company's long-term future, its smooth running and the sustained creation of value for shareholders, employees and the Company's other stakeholders. The rules of procedure can only be approved and amended by decision of the Board of directors.

The following are scheduled to the rules of procedure:

- the rules of the Appointments and remuneration committee;
- the rules of the Strategy and corporate social responsibility committee;
- the rules of the Audit committee;
- the definition of independent director, as provided by the Appointments and remuneration committee;
- the directors' charter, which is provided also in the rules of procedures of the Board of directors;
- the stock market code of ethics last updated in June 2022;
- the Market Abuse regulation committee was created in 3 February 2021 in order to oversee the treatment of inside information within the Company and assist the Board of directors and the management team in implementing the stock market code of ethics.

In addition to the duties attributed to the Board by the law and the articles of association, the Board approves strategic decisions, budgets, material acquisitions and divestments, and restructuring plans impacting the Company as a whole. It also ensures the quality and reliability of financial and non-financial information and of communications to shareholders.

In particular, the Board of directors' duties include:

- approving this Corporate Governance report, the organization and preparation of the Board's work and on internal control procedures;
- defining the role of an independent director;
- defining the remuneration policy for the Company's executives; and
- making necessary changes to the rules of procedure governing the various committees.

The specialized committees make proposals to the Board relating to their field of expertise.

The rules of procedure set out the rights and obligations of directors, particularly as regards to attendance, confidentiality of information, directors' information rights and restrictions in trading on Quadient securities.

Rules on managing conflicts of interest are set out in the rules of procedure of the Board and committees: "article 5 – Independence and conflict of interests: directors endeavour to avoid any conflict of interest that could arise between their moral and material interests and those of the Company. They inform the Board of directors of any conflict of interest in which they could be involved. Where they cannot avoid a conflict of interest, directors refrain from taking part in debates and any decision on the matters concerned."

In addition, all directors must file an annual declaration with Quadient confirming the absence of any conflict of interests and that they have not been found guilty of fraud, managing a company placed in receivership or been declared bankrupt.

The rules of procedure specify that a minimum of four Board meetings are to be held per financial year and that each director must hold Quadient securities worth at least one year of remuneration paid to directors.

They also set out the rules for transcribing the minutes of meetings.

The full text of the rules of procedure is available on the Company's website: <https://invest.quadient.com/en-US/regulated-information>.

**2.1.11 ASSESSMENT OF THE BOARD**

In compliance with the Internal rules of the Board of directors, the Board is assessed at least once a year at the initiative of the Chairman of the Appointments and remuneration committee. This self-assessment notably includes the following subjects: composition of the Board, skills of its members, remuneration policy, new mandates and the staggering of the renewal of mandates. The last Board assessment took place in December 2022.

**2.1.12 DIRECTORS' CHARTER**

Continuing the initiatives undertaken in recent years on good corporate governance practices, the directors' charter was approved on 28 March 2011.

It allows all directors to use their full skills and ensures that each of them makes an effective contribution, while adhering to the rules of independence, ethics and integrity that are expected from them. The nine articles of the directors' charter set out a number of principles:

- article 1 – Administration and corporate interest;
- article 2 – Compliance with laws and the articles of association;
- article 3 – Exercise of office: guiding principles;
- article 4 – Independence and duty of expression;
- article 5 – Independence and conflict of interests;
- article 6 – Integrity, loyalty and duty of discretion;
- article 7 – Professionalism and involvement;
- article 8 – Professionalism and efficiency;
- article 9 – Application of the Charter.

Quadient has also drawn up an ethics code designed to help employees and stakeholders by providing a framework for business decisions and activity. It includes its own references in terms of requirements and practice, as well as providing useful tools and resources for all Group employees.

In addition, various internal whistleblowing systems have been implemented in the different countries to detect, penalize and prevent repetition of conduct or situations that are contrary to the ethics approach of Quadient. In 2019, the Group created Ethics committee, which works in particular to monitor the whistleblowing system more widely through the use of appropriate tools. Ethics Committee is chaired by the Chief Transformation Officer who has access to Company's Audit committee.

**2.1.13 STOCK MARKET CODE OF ETHICS**

In terms of stock market ethics, the rules of Procedure define the rights and commitments of directors with a particular emphasis on respecting the confidentiality of information received and restrictions on trading Quadient shares.

The stock market code of ethics has been updated and approved by the Board on 16 June 2022. The main change in the code is the creation of Quadient's Market Abuse regulation committee which oversees the treatment of inside information within the Company and assists the Board of directors and management team in implementing the code.

The purpose of the code is to draw the attention of employee and occasional insiders to applicable laws and regulations in this respect, as well to the administrative and/or criminal sanctions associated with non-compliance with these laws and regulations and implementing preventive measures to enable each and every one to invest in Quadient securities in full compliance with rules regarding market integrity.

The stock market code of ethics sets out the rules for corporate officers, informed employees and occasional insiders, and includes:

- a summary of the existing laws and regulations in the field of stock market ethics together with the corresponding administrative and/or criminal penalties;
- a definition of the key concepts (inside information, informed employees, etc.);
- clarifications and examples related to the notion of inside information;
- a summary of the confidentiality obligations imposed upon corporate officers, informed employees and occasional insiders;
- clarifications regarding the no-trading rules and an appendix containing a schedule of (i) the periods during which trading is authorized – the table of red and green periods – and (ii) the embargo periods related to Quadient's financial communication;
- clarifications, for the purposes of transparency and caution, of the Company's disclosure obligations vis-à-vis the AMF, with an appendix containing a model declaration;
- a summary of specific provisions relating to stock options and free shares.
- Every corporate officer and informed employee must sign an undertaking certifying that he/she has read and understood the stock market code of ethics and promises to comply with the terms of the code.

## 2.2 Board Committees

The attendance rate of directors at each committee is detailed below:

|                     | Audit committee Chair:<br>É. Courteille | Strategy and corporate social<br>responsibility committee Chair:<br>R. Troksa | Appointments and remuneration<br>committee Chair: M. Bejar |
|---------------------|---|---|--|
| Martha Bejar        |   | 100 %   | 100 %  |
| Hélène Boulet-Supau | 100 %                                   |   | 100 %  |
| Éric Courteille     | 100 %                                   |   |  |
| Vincent Mercier     |   | 100 %   | 100 %  |
| Richard Troksa      |   | 100 %   |  |
| Nathalie Wright     |   | 100 %   |  |
| Paula Felstead      | 100 %                                   |   |  |
| Sébastien Marotte   |   |   | n/a  |
| Christophe Liaudon  | n/a                                     |   |  |
| Nathalie Labia      |   | n/a   |  |

*n/a : non applicable, as appointed in January 2023 with first attendance after the end of the 2022 fiscal year.*

### Changes in the composition of the Board committees during the 2022 fiscal year are detailed below:

- Appointments and remuneration committee:
  - Vincent Mercier was chairman until March 2022. Martha Bejar is chairwoman since March 2022;
  - Sébastien Marotte is a member of the Appointments & remuneration committee since 25 January 2023.
- Audit committee:
  - Christophe Liaudon is a member of the Audit committee since 25 January 2023.
- Strategy and corporate social responsibility committee:
  - Nathalie Labia is a member of the Strategy and corporate social responsibility committee since 25 January 2023.

### 2.2.1 APPOINTMENTS AND REMUNERATION COMMITTEE

| Indicators                 | 2022  | 2021  |
|----------------------------|-------|-------|
| Number of meetings         | 6     | 6     |
| Average attendance rate    | 100 % | 100 % |
| Number of members          | 4     | 3     |
| % of independent directors | 75 %  | 67 %  |

This committee is composed of four directors, three of which are independent and is not composed of any executive corporate officer and met 6 times in 2022 with a 100% attendance percentage. The average length of meetings was 2 hours and 07 minutes.

This committee is composed of Vincent Mercier (chair until March 2022), Hélène Boulet-Supau, Martha Bejar, who joined the committee on September 2021 and has been chairing it since March 2022, and Sébastien Marotte who joined the committee on January 2023.

The Appointments and remuneration committee is in charge of:

- proposing the definition of independent director and, where necessary, issuing an opinion on the

independence of a director and suggest to the Board any changes in its composition;

- preselecting candidates for the Board of directors according to various criteria relevant to the Company's need;
- ensuring the adequacy of the current composition, to the desirable evolution of the Board of directors and to the Group's strategy;
- maintaining the required number of independent directors on the Board;
- setting a succession plan for the Chairman and the Chief Executive Officer (emergency and long-term succession plan);

- considering all matters relating to the rights and obligations of members of the Board of directors;
- proposing to the Board of directors the remuneration policy for the Chairman and the Chief Executive Officer, including retirement, end-of-career or termination payments, various benefits and award of stock options and for free shares;
- recommending the remuneration policy for directors and the way in which it is to be allocated, based on the contribution of each of the members to the Board and to the specialized committees including *ad hoc* committees from time to time;
- examining the Group's compensation policy;
- reviewing the figures on remuneration, which will be published in this report and in the annex to the individual financial statements.

The committee is also informed by general management of the level of remuneration of the Company's senior leaderships.

The Appointments and remuneration committee primarily interacts with general management and the human resources department. It may commission any specific study that it deems necessary and may involve external experts. In any case it may refer to salary surveys and relevant benchmarking conducted by the human resources department.

When resolving on remuneration, committees are preceded by preparatory meetings between the Chairman of the committee, the interim Chief People Officer and, where applicable, the Chief Executive Officer.

The main topics discussed at the Appointments and remuneration committee meetings in 2022 were:

|   |   |
|---|---|
| <b>Composition and operation of the Board of directors and the various committees</b> | <ul style="list-style-type: none"> <li>- Review of the Board's composition, independence and of its members' key competencies</li> <li>- Follow up of improvement orientations suggested by the Board's external assessment</li> <li>- Validation of the Board's committees composition</li> <li>- Appointment process of the Board members</li> <li>- Chairman and Chief Executive Officer succession plan</li> </ul>  |
| <b>Executive directors</b>  | <ul style="list-style-type: none"> <li>- Remuneration of the Chairman</li> <li>- Remuneration of the Chief Executive Officer, in particular the objectives of the variable portion, the evaluation of the achievement of the 2021 objectives</li> <li>- Review of long-term remuneration plans (free shares grant)</li> <li>- Directors' remuneration policy</li> <li>- Group bonus objectives for the year 2022</li> <li>- Additional pension of the Chief Executive Officer</li> <li>- Definition of the objectives and modification of the duration of the Chief Executive Officer's severance fee</li> <li>- Exceptional remuneration of the Chief Executive Officer</li> <li>- Salary policy for executives – Steering tables</li> </ul> |
| <b>Miscellaneous</b>  | <ul style="list-style-type: none"> <li>- Information on Quadient working style evolution, Work From Anywhere program</li> <li>- Information on Parcel Locker organisation and its HR challenges</li> <li>- Information on the "Customer Experience management" organisation and its HR issues</li> <li>- Information on the digitization of the corporate culture and the employee experience</li> </ul>  |

## 2.2.2 AUDIT COMMITTEE

| Indicators   | 2022 | 2021 |
|--|------|------|
| Number of meetings   | 3    | 3    |
| Average attendance rate  | 100% | 100% |
| Number of members  | 4    | 3    |
| % of independent directors<br>(Excluding the directors representing employees in accordance with the recommendations of the AfeP-medef Code) | 100% | 100% |

The Board is assisted by an Audit committee, composed of four directors, three of which are independent members, which met three times in the financial year 2022 with an attendance rate of 100%. On average, the meetings lasted 2 hours and 43 minutes.

The Audit committee comprises Éric Courteille (Chair), Hélène Boulet-Supau, Paula Felstead and Christophe Liaudon (employee representative director) since January 2023.

The Audit committee monitors all matters relating to the drafting and auditing of financial and accounting information, and in particular:

- the process of preparing financial information, notably by examining the scope of the consolidated companies;
- the effectiveness of internal control and risk management systems, their application and the implementation of corrective measures, where needed;
- legal audit by the statutory auditors of the annual financial statements and, where appropriate, the consolidated financial statements;
- the competence and independence of the external experts used by the Group.

In this context, the tasks of the committee are:

- to review the scope of consolidation and examine all draft consolidated and individual financial statements and related reports which will be submitted to the Board for approval;
- to select a consolidation frame of reference, to ensure the appropriateness and permanence of the accounting policies used to draw up the consolidated and individual financial statements and to ensure the appropriateness of the treatment of significant operations at Group level;

- to ensure with respect to the Executive management that all legal and financial communications are correctly performed with respect to stock market authorities;
- to assess the level of satisfaction of statutory auditors with the quality of information received from the Company's departments when performing their task and gather comments from management regarding the degree of sensitivity of the statutory auditors to the Group's business and its environment;
- to examine the key points of the statutory auditors' audit, any information brought to its knowledge with respect to operations and transactions by the Company that raises ethical issues, and transactions which, due to their nature and the person concerned, may reveal a conflict of interests;
- to ensure that key risks are identified, managed and brought to its attention. To this end, it examines the internal control and risk management systems, the internal audit program, monitors its development and the results of action plans, and draws the Board's attention to any improvements that have been made or remain to be made;
- to issue an opinion on the appointment or renewal of the statutory auditors; and
- to ensure the statutory auditors' independence and objectivity.

The main topics discussed at the Audit committee meetings in 2022 were:

#### Financial position

- Organization of work for the annual closing
- Review of the annual financial statements
- Review of the six-months financial statements
- Review of the management report
- Review of the statutory auditors' assignments and fees
- Review of acquisition price allocation
- Review of deferred taxes
- Examination of off-balance sheet commitments
- Review of the key points of the statutory auditors' audit
- Review of the impacts of acquisitions and divestments
- Review of tax aspects and changes in ongoing litigation
- Review of services, excluding audit work, provided by the EY network
- Review of impairment tests
- Contemplated IFRS 8 Segment reporting change and estimated impact

#### Internal audit and risk management

- Review of internal audit procedures
- Review of cybersecurity risk and assessment
- Monitoring of the programs carried out by internal audit
- Risk mapping
- Review of corruption risk and anti-corruption framework

The Audit committee primarily interacts with general management, the finance department, the head of internal audit and the Company's statutory auditors. The statutory auditors attend every audit committee meeting.

The Audit committee can commission specific studies as required and may involve external experts.

## 2.2.3 STRATEGY AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

| Indicators  | 2022 | 2021 |
|---|------|------|
| Number of meetings  | 4    | 5    |
| Average attendance rate   | 100% | 100% |
| Number of members   | 5    | 4    |
| Percentage of independent directors<br>(Excluding the directors representing employees in accordance with the recommendations of the AfeP-medef Code) | 75%  | 75%  |

Since 24 September 2018, the Board has been assisted by a Strategy and corporate social responsibility committee.

This committee is composed of Richard Troksa (chair), Vincent Mercier, Martha Bejar, Nathalie Wright and Nathalie Labia (employee representative director) since 25 January 2023. The committee is composed of three independent directors and met four times in 2022 with an attendance rate of 100%. On average, the meetings lasted 3 hours and 08 minutes.

The committee's task includes reviewing and making recommendations on:

- the strategic focus of Quadient's business and key investments;
- the development projects of strategic importance to the Company, in particular in terms of organic growth and inorganic opportunities; and

- the guidelines, resources and achievements related to the environmental, social and governance responsibility policy of the Company.

In addition to strategy, the Strategy and corporate social responsibility committee is responsible for the following subjects: review of the extra-financial performance statement, extra-financial risks, the due diligence plan under Article L.225-102 of the French Commercial Code for the companies concerned, and taxonomy.

The Strategy and corporate social responsibility committee mainly interacts with members of the executive management. It may also engage with members of the operational or functional divisions of the Company.

The committee carries out its tasks independently and may, where appropriate, be assisted by external consultants. The committee invites other directors from time to time to participate in the committee's debates. The Chairman of the Board of directors and the CEO are invited to all Strategy & CSR committee meetings to participate in the committee's debates.

The main topics discussed at the Strategy and corporate responsibility committee meetings in 2022 were:

|  |   |
|--|---|
| <b>Strategy</b>                        | <ul style="list-style-type: none"> <li>- Monitoring the "Back to Growth" strategy</li> <li>- Reviewing the selection and plans on key investments</li> <li>- Regular review of each solution's operational performance, following the key performance indicators communicated to investors.</li> <li>- M&amp;A governance and opportunity discussions in the framework of "Back to Growth" strategy</li> <li>- Review of the main acquisition and divestment projects, including strategy and financial evaluation within the capital allocation process</li> </ul> |
| <b>Corporate social responsibility</b> | <ul style="list-style-type: none"> <li>- Review of CSR for 2021-2023 related to the 5 pillars (people, ethics/compliance, environment, solutions and philanthropy), along with the associated roadmap and key initiatives</li> <li>- Review of CSR's 2022 reporting obligations, achievements, communication and ESG ratings (e.g. Vigeo, Gaia Research, ISS ESG, EcoVadis, CDP)</li> </ul>   |



## 2.3 Remuneration report

### 2.3.1 2022 REMUNERATION PAID TO THE DIRECTORS AND CORPORATE OFFICERS

The total remuneration and benefits in kind paid by Quadiant S.A. and the companies it controls to the directors, Didier Lamouche, Chairman and Geoffrey Godet, Chief Executive Officer, during the financial year 2022, which ended 31 January 2023, were awarded based on the resolutions approved by the General Meeting of 16 June 2022. These resolutions approved the principles and criteria for setting, allocating and awarding the various elements of this remuneration.

At Quadiant, the remuneration policy for the executive director is determined by the Board of directors, upon the Appointments and remuneration committee's proposal.

The Board of directors and the Appointments and remuneration committee refer to the recommendations of the Afep-Medef code when establishing the remuneration and benefits awarded to Quadiant's executive directors. In accordance with these recommendations, they ensure that the remuneration policy complies with principles of comprehensiveness, balance, comparability, consistency, transparency, and moderation, also considering market practices and, more generally, Quadiant's corporate interest.

#### 2.3.1.1 2022 Remuneration paid to the directors

■ **TABLE #3 AFEP-MEDEF CODE: TABLE ON THE COMPENSATION RECEIVED BY NON-EXECUTIVE DIRECTORS**

| (In euros)   | 31 January 2023 | 31 January 2022 |
|--|-----------------|-----------------|
| <b>Remuneration of directors</b>   |                 |                 |
| Martha Bejar   | 58,500          | 58,500          |
| Hélène Boulet-Supau  | 51,500          | 51,500          |
| Éric Courteille  | 52,500          | 53,500          |
| Virginie Fauvel  | 0               | 10,333          |
| William Hoover Jr.   | 0               | 16,460          |
| Christophe Liaudon, employee representing director   | 31,500          | 31,500          |
| Nathalie Labia, employee representing director   | 31,500          | 31,500          |
| Vincent Mercier  | 56,500          | 73,500          |
| Richard Troksa   | 52,500          | 63,500          |
| Nathalie Wright  | 38,833          | 41,500          |
| Sébastien Marotte  | 31,500          | 10,500          |
| Paula Felstead   | 41,500          | 8,584           |
| <b>TOTAL COMPENSATION OF NON-EXECUTIVE DIRECTORS</b>                                       | <b>446,333</b>  | <b>450,877</b>  |
| <b>Other remuneration</b>  | <b>-</b>        | <b>-</b>        |
| <b>Chairman remuneration as a director</b>   | <b>30,000</b>   | <b>30,000</b>   |
| <b>Chief Executive Officer's remuneration of director</b>                                  | <b>30,000</b>   | <b>30,000</b>   |
| <b>TOTAL REMUNERATION OF NON-EXECUTIVE DIRECTORS, CHAIRMAN AND CHIEF EXECUTIVE OFFICER</b> | <b>506,333</b>  | <b>510,877</b>  |
| Maximum amount authorized by the General Meeting   | 555,000         | 560,000         |

In relation to their respective mandate as a director, the Chairman of the Board and the Chief Executive Officer receive a fixed amount of 30,000 euros per year for 100% attendance. The Chairman and Chief Executive

Officer each regularly attend regular and *ad hoc* committee meetings as part of their mandates, and for *ad hoc* committees each of them have declined additional compensation for their attendance.

**2.3.1.2 2022 Remuneration paid to the Chairman of the Board and to the Chief Executive Officer****OVERVIEW**

The total remuneration and benefits in kind paid and owed by the Quadient S.A. and the companies it controls to Didier Lamouche during the financial year 2022, which ended on 31 January 2023, is allocated as follows:

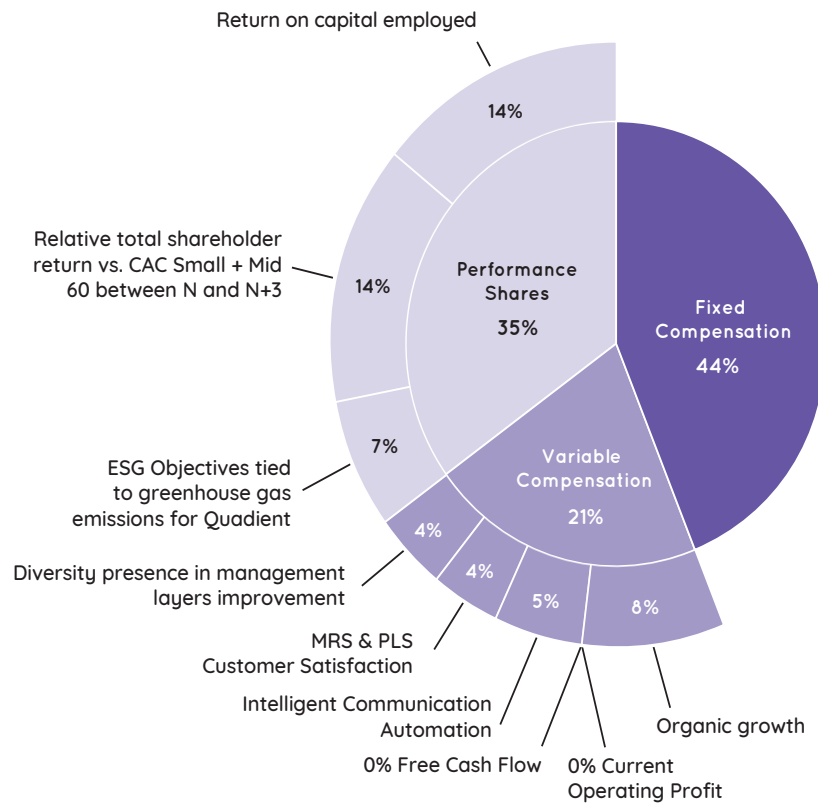
| <b>Overview of the components of Didier Lamouche's remuneration in his capacity as Chairman</b><br>(In thousands of euros) | <b>Paid or due as of<br/>31 January 2023</b> |
|--|--|
| Fixed remuneration   | 120.0  |
| Annual variable remuneration   | -  |
| Multiannual variable remuneration  | -  |
| Remuneration as director   | 30.0   |
| Benefits in kind (company car, unemployment insurance for business directors)  | -  |
| Exceptional remuneration   | -  |
| Remuneration linked to the assumption or termination of duties   | -  |
| Valuation of performance shares granted during the financial year  | -  |

The total remuneration and benefits in kind paid and owed by Quadient S.A. and the companies that it controls to Geoffrey Godet during the fiscal year 2022, which ended on 31 January 2023, is allocated as follows:

| <b>Overview of the components of Geoffrey Godet's remuneration in his capacity as Chief Executive Officer</b><br>(In thousands of euros) | <b>Paid or due as<br/>of 31 January 2023</b> |
|--|--|
| Annual fixed remuneration <sup>(a)</sup>   | paid: 649.3<br>due: 650.0                    |
| Annual variable remuneration   | paid: 708.8<br>due: 318.8                    |
| Multiannual variable remuneration  | -  |
| Compensation of directors  | 30.0   |
| Benefits in kind (company car, unemployment insurance for business directors, supplementary retirement plan paid in cash)                | paid: 195.6<br>due: 110.6                    |
| Compensation linked to the assumption or termination of duties   | -  |
| Valuation of performance shares awarded during the financial year  | 531.0  |

**(a)** The fixed remuneration is divided in two parts: 487,500 euros paid in France and 193,375 United States dollars paid in the United States. The EUR/USD exchange rate used is the budget rate, i.e. 1.19 for the financial year 2022.

## CHIEF EXECUTIVE OFFICER FISCAL YEAR 2022 ACTUAL TOTAL COMPENSATION<sup>(A)</sup>



<sup>(a)</sup> Excluding supplemental pension scheme and benefits in kind that amounted to 110,612 euros for the fiscal year 2022

Pursuant to article L.22-10-8 of the French commercial code, it is hereby specified that the payment of variable components to Geoffrey Godet for the financial year 2022 shall be subject to approval of the General Meeting called to vote on the financial statements for the financial year which ended on 31 January 2023.

### THE CHIEF EXECUTIVE OFFICER'S 2022 ANNUAL VARIABLE REMUNERATION

The Chief Executive Officer's annual variable remuneration for 2022 is dependent on the Group's results as well as his individual performance. CEO's objective weighting is based on quantitative financial criteria for 70% of the target bonus, supplemented by qualitative individual performance objectives for the remaining 30%.

As illustrated below, the Chief Executive Officer's bonus achievement for the fiscal year 2022 stands at 49.1% and

his annual variable remuneration for 2022 amounts to 239,122 euros paid in France and 94,852 United States dollars, subject to approval of the General Meeting to be held on 16 June 2023.

Targets have been restated from the ones set up at the start of the year to account for inorganic and un-budgeted divestments of the Shipping and Graphics activities, the change in IFRIC accounting and the cease of activities with Russian businesses.

| (In thousands of euros) | Weight | Criteria                                | Threshold (0.0%) | Target (100%) | Maximum (150%) |
|-------------------------|--------|---|------------------|---------------|----------------|
|                         | 30%    | Revenue                                 | 991.0            | 1,032.3       | 1,053.9        |
|                         | 30%    | Current Operating Profit <sup>(a)</sup> | 137.8            | 146.6         | 152.5          |
|                         | 10%    | Free Cash Flow <sup>(b)</sup>           | 78.1             | 86.8          | 104.2          |

<sup>(a)</sup> Before acquisition related expenses, excluding innovation expense and assuming a constant scope.

<sup>(b)</sup> Cash flow after capital expenditure.

The achievements for the fiscal year 2022 of the quantitative criteria of the Chief Executive Officer's bonus, at the 2021 exchange rate, are the following:

| (In thousands of euros) | Weight | Criteria                                | Performance | Bonus Achievement |
|-------------------------|--------|---|-------------|-------------------|
|                         | 30 %   | Revenue                                 | 1,017.3     | 63.5%             |
|                         | 30 %   | Current Operating Profit <sup>(a)</sup> | 133.7       | 0 %               |
|                         | 10 %   | Free Cash Flow <sup>(b)</sup>           | 70.3        | 0 %               |
| <b>TOTAL</b>            |        |   |             | <b>19.1 %</b>     |

**(a)** Before acquisition related expenses, excluding innovation expenses and assuming a constant scope.

**(b)** Cash flow after capital expenditure.

In addition, the Appointments and remuneration committee estimated that the individual (qualitative) performance objectives' achievement rate was 100% compared to a maximum 150%.

For the 2022 financial year, the performance relating to the qualitative objectives assigned to Geoffrey Godet were as follows:

- 10% tied to Intelligent Communication Automation (ICA): create and develop a mature ICA organization which encompasses R&D organization transformation into a global integrated team with operational synergies and a standard set of key performance indicators (KPIs), a solution portfolio vision and successful acquisitions integration.
- During 2022, ICA went through a major reorganization, integrating fully the R&D team, together with the product management team within the solution. YayPay and Beanworks teams were also included to his transformation in order to create a unique ICA global platform bringing together all of Quadient's software offerings. Synergies have emerged thanks to the streamlining of R&D, with a global platform architecture, a single roadmap defined with shared components, documentation etc. ICA has been showing strong progresses following this reorganization with a consolidated product launch

roadmap with key milestones met according to schedule. Consequently, the Appointments and remuneration committee recommended that the performance was deemed achieved at 102.0%.

- 10% tied to Mail-Related Solutions and Parcel Locker Solutions: maintain MRS customer satisfaction at 97%. The threshold is set at 95% and the maximum would be triggered at 98%. Maintain PLS customer satisfaction at 77%. The threshold is set at 75% and the maximum would be triggered at 80%.

MRS customer satisfaction has reached 97% and PLS customer satisfaction has reached 78%. The performance is achieved at 100.6%.

- 10% tied to an improvement in diversity presence for management layers: the ratio of women in the senior leader and executive committee population should be increased to 24%. The threshold is set at 23% and the maximum would be triggered at 26%. The calculation will be triggered only if there is a minimum of 28% of women among directors and middle management layers by the end of fiscal year 2022.

The ratio of women amongst directors and middle management by the end of fiscal year 2022 is 28.3%. The ratio of women in the Senior Leaders and the Executive Committee by the end of fiscal year 2022 is 23.4%. The performance is achieved at 97.3%.

#### THE CHIEF EXECUTIVE OFFICER'S 2022 SUPPLEMENTAL PENSION SCHEME

In addition to the defined-contribution supplemental pension scheme (article 83 of the French general tax code) the Board of directors, on the recommendation of the Appointments and remuneration committee and in accordance with the resolutions of the General Meeting of 16 June 2022, approved the principle of granting the Chief Executive Officer a supplemental pension scheme. This scheme is based on payments made in cash that will represent 15% of his theoretical annual fixed and variable remuneration assuming objectives are met at 100%, such payments will be degressive in proportion to the achievement of such performance objectives. The percentage of achievement relating to the annual variable compensation of the Chief Executive Officer therefore applies to these payments, but would be capped at 100% of the objectives achieved.

On the recommendation of the Appointments and remuneration committee, the Board of directors, which determined the variable remuneration of the Chief Executive Officer based on performance for 2022, approved the payment of 71,737 euros to be paid in France and 28,456 United States dollars to be paid in the United States, in respect of this supplemental pension scheme, for the financial year 2022. Pursuant to article L.225-37-2, it is hereby specified that this payment shall be subject to the approval of the General Meeting called to vote on the financial statements for the financial year which ended on 31 January 2023.

# ■ **TABLE # 1 AFEP-MEDEF CODE: TABLE SUMMARISING THE COMPENSATION, OPTIONS AND SHARES AWARDED TO EACH EXECUTIVE OFFICER**

| (In thousands of euros)   | 31 January 2023 | 31 January 2022 |
|---|-----------------|-----------------|
| <b>Didier Lamouche</b>  |                 |                 |
| Remuneration due for the fiscal year  | 150.0           | 150.0           |
| Valuation of multiannual variable remuneration awarded during the fiscal year | -               | -               |
| Valuation of options awarded during the fiscal year                           | -               | -               |
| Valuation of long term incentive plans awarded during the fiscal year         | -               | -               |
| <b>TOTAL</b>  | <b>150.0</b>    | <b>150.0</b>    |

| (In thousands of euros)   | 31 January 2023 | 31 January 2022 |
|---|-----------------|-----------------|
| <b>Geoffrey Godet – Chief Executive Officer</b>                               |                 |                 |
| Remuneration due for the fiscal year  | 1,109.4         | 1,523.6         |
| Valuation of multiannual variable remuneration awarded during the fiscal year | -               | -               |
| Valuation of options awarded during the fiscal year                           | -               | -               |
| Valuation of long term incentive plans awarded during the fiscal year         | 531.0           | 492.2           |
| <b>TOTAL<sup>(A)</sup></b>  | <b>1,640.4</b>  | <b>2,015.8</b>  |

**(A)** The 2022 fixed remuneration is divided in two parts: 487,500 euros paid in France and 193,375 United States dollars paid in the United States. The exchange rate EUR/ USD used is the budget rate, 1.19 for financial year 2022 and 1.24 for financial year 2021.

# ■ **TABLE # 2 AFEP-MEDEF CODE: TABLE SUMMARISING THE COMPENSATION OF EACH EXECUTIVE OFFICER**

| (In thousands of euros)                         | 31 January 2023 |                | 31 January 2022 |              |
|---|-----------------|----------------|-----------------|--------------|
|   | Amounts due     | Amounts paid   | Amounts due     | Amounts paid |
| <b>Didier Lamouche - Chairman</b>               |                 |                |                 |              |
| Annual fixed remuneration                       | 120.0           | 120.0          | 120.0           | 120.0        |
| Annual variable remuneration                    | -               | -              | -               | -            |
| Multiannual variable remuneration               | -               | -              | -               | -            |
| Remuneration as director                        | 30.0            | 30.0           | 30.0            | 30.0         |
| Benefits in kind                                | -               | -              | -               | -            |
| <b>TOTAL</b>                                    | <b>150.0</b>    | <b>150.0</b>   | <b>150.0</b>    | <b>150.0</b> |
| <b>Geoffrey Godet – Chief Executive Officer</b> |                 |                |                 |              |
| Annual fixed remuneration <sup>(a)</sup>        | 650.0           | 649.3          | 596.3           | 590.9        |
| Annual variable remuneration <sup>(b)</sup>     | 318.8           | 708.8          | 701.8           | -            |
| Multiannual variable remuneration               | -               | -              | -               | -            |
| Remuneration as director                        | 30.0            | 30.0           | 30.0            | 30.0         |
| Benefits in kind                                | 110.6           | 195.6          | 195.5           | 16.6         |
| Exceptional remuneration <sup>(c)</sup>         | -               | -              | -               | 240.1        |
| <b>TOTAL</b>                                    | <b>1,109.4</b>  | <b>1,583.7</b> | <b>1,523.6</b>  | <b>877.6</b> |

The exchange rate used is the budget rate, 1.19 for financial year 2022 and 1.24 for financial year 2021.

**(a)** The 2022 fixed remuneration is divided in two parts: 487,500 euros paid in France and 193,375 US dollars paid in the United States.

**(b)** The 2022 variable remuneration is divided in two parts: 239,122 euros paid in France and 94,852 US dollars paid in the United States.

**(c)** The exceptional remuneration is divided in two parts: 204,000 euros paid in France and 44,800 US dollars paid in the United States.

**TABLE # 4 AFEP-MEDEF CODE: SUBSCRIPTION OR PURCHASE OPTIONS AWARDED DURING THE FISCAL YEAR TO EACH EXECUTIVE OFFICER BY THE ISSUER AND BY ANY GROUP COMPANY**

| (In euros)                               | Number and date of plan | Type of options | Valuation of options <sup>(a)</sup> | Number of options granted during the fiscal year | Exercise price | Exercise period |
|--|-------------------------|-----------------|-------------------------------------|--|----------------|-----------------|
| Didier Lamouche – Chairman               | -                       | -               | -                                   | -  | -              | -               |
| Geoffrey Godet – Chief Executive Officer | -                       | -               | -                                   | -  | -              | -               |

**(a)** Valuation under IFRS standards.

**TABLE # 5 AFEP-MEDEF CODE: SUBSCRIPTION OR PURCHASE OPTIONS EXERCISED DURING THE FINANCIAL YEAR BY EACH EXECUTIVE OFFICER**

| (In euros)                               | Number and date of plan | Number of options exercised during the year | Exercise Price |
|--|-------------------------|---|----------------|
| Didier Lamouche – Chairman               | -                       | -   | -              |
| Geoffrey Godet – Chief Executive Officer | -                       | -   | -              |

**TABLE # 6 AFEP-MEDEF CODE: PERFORMANCE SHARES AWARDED DURING THE FINANCIAL YEAR TO EACH EXECUTIVE OFFICER BY THE ISSUER AND BY ANY GROUP COMPANY**

| (In thousands of euros)                  | Number and date of plan | Number of shares granted during the year | Valuation of shares <sup>(a)</sup> | Vesting date | Availability date | Performance criteria   |
|--|-------------------------|--|------------------------------------|--------------|-------------------|--|
| Didier Lamouche – Chairman               | -                       | -  | -                                  | -            | -                 | -  |
|  | Performance share plan  |  |                                    |              |                   |  |
| Geoffrey Godet – Chief Executive Officer | 01/09/2022              | 46,000 <sup>(b)</sup>                    | 464.1                              | 02/09/2025   | 02/09/2025        | ROCE <sup>(c)</sup><br>RTSR <sup>(d)</sup><br>GHG <sup>(e)</sup> |
|  | Phantom share plan      |  |                                    |              |                   |  |
| Geoffrey Godet – Chief Executive Officer | 23/09/2022              | 8,267                                    | 66.8                               | 24/09/2025   | 24/09/2025        | ROCE <sup>(c)</sup><br>RTSR <sup>(d)</sup><br>GHG <sup>(e)</sup> |

**(a)** IFRS valuation standards.

**(b)** i.e 0.13% of the share capital.

**(c)** Return on capital employed

**(d)** Relative total shareholder return vs. CAC Small + Mid 60 between 2022 and 2024 share price on the acquisition date, less the opening Quadient share price on the attribution date, plus any dividends paid during the period concerned, divided by the opening Quadient share price on the attribution date and compared to the average Total Shareholder Return ratio, (calculated in the same manner) of the CAC Small + Mid 60 index companies.; The performance is measured at the end of the 3 years on the basis of the average TSR of the February month of year 2022 and (ii) the January month of year 2025, in order to determine the percentile of Quadient within the CAC Small + Mid 60 index during this one-year period.

**(e)** Greenhouse Gas Emission targets for Quadient

As per 2023 policy, the Board of directors used the provision allowing the grant of phantom shares to the Chief Executive Officer as the company share price was not high enough to guarantee a grant of 135% of his base salary, while remaining within the limitation of 10% of the total number of free shares allocated annually. To determine the number of phantom shares to be granted,

the Company used the average closing share price of the month preceding the Board of directors that approved the plan, which occurred on 23 September 2022. The vesting of the phantom shares is subject to the same conditions as the performance shares.

**TABLE # 7 AFEP-MEDEF CODE: PERFORMANCE SHARES THAT HAVE BECOME AVAILABLE DURING THE FINANCIAL YEAR FOR EACH EXECUTIVE OFFICER**

|  | Date of plan | Number of shares initially granted | Number of shares that met the vesting conditions |
|--|--------------|------------------------------------|--|
| Didier Lamouche – Chairman               | -            | -                                  | -  |
| Geoffrey Godet – Chief Executive Officer | 23/09/2019   | 40,000                             | 9,680  |

**2.3.1.3 2022 Comparison of compensation levels between corporate officers and employees****MANAGEMENT TEAM MEMBERS**

The management team is composed of the leaders from each support function, along with the business leaders within each solution and each operation by geographic region.

During the fiscal year 2022, Quadient continued the evolution of its management team as part of the streamlining of its organisation. The Group now relies on more international and specialized profiles.

On 1 February 2022, the management team, together with the Chief Executive Officer, were as follows:

|                                    |  |
|------------------------------------|--|
| Geoffrey Godet                     | Chief Executive Officer  |
| <b>Support functions</b>           |  |
| Stéphanie Auchabie <sup>(a)</sup>  | Chief People Officer   |
| Brandon Batt                       | Chief Transformation Officer                                       |
| Laurent du Passage                 | Chief Financial Officer  |
| Steve Rakoczy                      | Chief Digital Officer  |
| Tamir Sigal                        | Chief Marketing Officer  |
| <b>Solutions</b>                   |  |
| Alain Fairise                      | Mail-Related Solutions   |
| Chris Hartigan                     | Intelligent Communication Automation                               |
| Daniel Malouf                      | Parcel Locker Solutions <sup>(b)</sup>                             |
| Zbynek Hodic <sup>(c)</sup>        | Software Technology  |
| Thierry Le Jaoudour <sup>(d)</sup> | Hardware Technology  |
| <b>Operations</b>                  |  |
| Benoît Berson <sup>(b)</sup>       | France and Benelux <sup>(a)</sup>                                  |
| Duncan Groom                       | Germany, Austria, Switzerland & Italy and United Kingdom & Ireland |
| Ian Clarke                         | International  |

**(a)** Stéphanie Auchabie was appointed COO France-Benelux in June 2022. Consequently, Brandon Batt was appointed interim Chief People Officer.

**(b)** Benoît Berson was appointed Head of the Parcel Lockers Solutions in June 2022. He has succeeded Daniel Malouf who has left the Group.

**(c)** In July 2022, Zbynek Hodic was appointed Chief Technology Officer of ICA, reporting to Chris Hartigan. He is no longer part of the management team.

**(d)** In July 2022, Thierry Le Jaoudour was appointed Chief Technology and Supply Chain Officer of PLS, reporting to Benoît Berson. He is no longer part of the management team.

The key task of the management team is to help execute the Company's strategic decisions and coordinate their implementation worldwide.



To achieve the objectives it has set, Quadient has invested and will continue to invest in diversity and improving gender parity, when looking at the representation of women in the Board of directors, in executive management and in the management team, and by creating a positive environment not only for its women employees, but also for people of diverse backgrounds.

Quadient's Chief Executive Officer and executive team members all have diversity and inclusion targets in their annual variable bonus qualitative objectives.

As a reference, Quadient launched its inclusion and diversity policy on 23 October 2020. More information can be found here : <https://careers.Quadient.com/global/en/diversity-and-inclusion>.

Quadient's commitments are:

1. Create an environment of openness allowing all employees to bring their whole selves to work and grow a sense of belonging. Quadient does not discriminate against any individual because of their age, gender identity or reassignment, marital or civil partnership status, pregnancy, paternity, maternity, parental or family status, race or ethnicity, nationality or national origin, colour, religion, disability status, sex or sexual orientation, veteran status, political affiliation, language, genetic information (including family medical history), or any other dimension of diversity. The Company embraces and encourages its employees' differences and all employees will be treated fairly and with respect;
2. Build diverse talent and teams by attracting, recruiting and hiring from diverse talent pools to enrich the organization;
3. Embed inclusion and diversity practices into all our talent practices to ensure that the Company has a global workforce of talent to grow our leadership pipeline across the globe;
4. Set up empowered Communities to support an inclusive culture and offer a sense of community and connection among employees; and to support diversity initiatives in Quadient's external community through its philanthropy program;
5. Promote awareness and understanding amongst all employees thereby developing an educated workforce on inclusion and diversity; and
6. Set measurable objectives for diversity and inclusion which will be monitored and reviewed against the effectiveness of this policy and associated procedures.

The initiatives put in place in 2022 are as follows:

- to address gender diversity in leadership: the Company continues to invest in a women's leadership program. This program is called "Empower" and is supported by Geoffrey Godet and Quadient's management team. It is designed to deliver practical insights and skills focused on both the challenges and opportunities for women in leadership. The program provides participants with opportunities to reflect, reframe and retool, build a powerful learning network and in turn, empower other women to be a part of their success story.
- to create an inclusive environment: Quadient has launched employee network groups, named Empowered Communities which are employee-led and promote opportunities for members and allies to network, learn together and share experiences in a safe psychological space with 4 main focuses: women, LGBT+, disabilities, ethnicity & cultural background;
- Quadient has also decided to take an active part in events dedicated to women's rights, which help to develop the awareness of employees on this subject. Training for both managers and employees are available and promoted to help them fight against unconscious bias;
- to accelerate the acquisition of talents from diverse backgrounds, Quadient has launched specific recruitment campaigns with the aim of diversifying the profiles recruited within the Company.
- Executive committee leaders have diversity targets included in their annual goals.

#### PAY RATIO

This presentation was made in accordance with the terms of article L.22-10-9 of the French commercial code.

The ratios below have been calculated on the basis of fixed and variable remuneration, incentive schemes, profit-sharing and benefits in kind paid during the years in question, as well as free shares awarded during the same period and valued according to their fair value.

The calculation of averages and medians considers 1,168 employees for the 2022 fiscal year, excluding executive directors. This scope covers employees who have been continuously compensated by one of Quadient's French entities and who were present for the entire fiscal year in question.

## PAY RATIO 2022

|   | 31 January<br>2023 | 31 January<br>2022 | 31 January<br>2021 | 31 January<br>2020 | 31 January<br>2019 |
|---|--------------------|--------------------|--------------------|--------------------|--------------------|
| <b>Chairman of the Board of directors</b>                                     |                    |                    |                    |                    |                    |
| Ratio of Chairman's remuneration/average employee remuneration                | 2.4                | 2.4                | 2.4                | 2.4                | 2.8                |
| Ratio of Chairman's remuneration/median employee remuneration                 | 3.0                | 3.1                | 3.1                | 3.0                | 2.8                |
| <b>Chief Executive Officer</b>  |                    |                    |                    |                    |                    |
| Ratio of Chief Executive Officer's remuneration/average employee remuneration | 34.4               | 22.1               | 30.5               | 29.7               | 16.7               |
| Ratio of Chief Executive Officer's remuneration/median employee remuneration  | 42.6               | 28.1               | 38.2               | 37.4               | 21.0               |
| <b>Employees of Quadient</b>  |                    |                    |                    |                    |                    |
| Change in average employee remuneration                                       | (0.8)%             | +0.7%              | (2.8)%             | +6.3%              | n/a                |
| Change in median employee remuneration  | +1.8%              | (0.8)%             | (2.8)%             | +4.8%              | n/a                |
| <b>Financial performance of Quadient</b>                                      |                    |                    |                    |                    |                    |
| Change in revenue   | +5.6%              | (0.5)%             | (9.9)%             | +4.7%              | (1.8)%             |
| Change in current operating income  | +3.5%              | +2.3%              | (17.1)%            | (7.1)%             | (1.5)%             |

The decrease in the ratios relating to the remuneration of the Chief Executive Officer between 2020 and 2021 is due to the fact that Geoffrey Godet waived his variable remuneration and supplemental scheme for the year 2020. Consequently, as the table is based on compensation paid during the year, no variable remuneration is accounted for in the calculation.

The decrease in average employee remuneration is non-significant, and is due to our methodology of taking into account only employees that were employed during the whole fiscal year.

The change of median employee remuneration has increased by 2%.

### 2.3.2 2023 REMUNERATION POLICY FOR THE DIRECTORS AND CORPORATE OFFICERS

At Quadient, the remuneration policy for all corporate officers is determined by the Board of directors based on proposals from the Appointments and remuneration committee.

The work of the Appointments and remuneration committee relating to the remuneration policy for corporate officers is organized through preparatory meetings between the chairperson of the committee, the Chief People Officer and, where appropriate, the Chief Executive Officer.

Members of the Board of directors and of the Appointments and remuneration committee are required, in the context of the preparation of the remuneration policy for corporate officers, to comply with rules relating to the management of conflicts of interests set out in article 3.b of the rules of Procedure of the Board and committees and the principles set out in article 5 of the directors' charter. The Chairman and the Chief Executive Officer may participate in the work of the committee ruling on remuneration, except with respect to their own remuneration.

Each year, the Board of directors and the Appointments and remuneration committee evaluate and revise if necessary – Quadient's overall remuneration policy in the context of the work of these two bodies. The Board of directors and the Appointments and remuneration

committee refer to the recommendations of the Afep-Medef code to ensure that the remuneration policy:

- respects the principles of completeness, balance, comparability, consistency, transparency and moderation;
- respects the corporate interest, contributes to the Company's commercial strategy and sustainability, in particular by adopting criteria that assess the implementation of the new "Back to Growth" strategy and the Company's long-term development;
- considers the vote of the shareholders and, where applicable, the opinions expressed at the General Meeting;
- considers the terms and conditions of remuneration and employment of employees, the review of the Group's salary policy being among the duties of the Appointments and remuneration committee; and
- considers market practices.

The remuneration policies and structure described below will also apply to the corporate officers whose term of office would be renewed, or (where applicable on a *pro rata* basis) to any new corporate officer who would be appointed, during the period of the application of this policy.

**2.3.2.1 2023 Remuneration policy for the directors**

The maximum amount for the director's remuneration requested for approval at the next General Meeting of 16 June 2023 will be 580,000 euros. This increase compared to the 2022 envelope follows the appointment of Mr. Liadon and Mrs. Labia to, respectively, the Audit and the Strategy and corporate social responsibility committees. There is a continuation of the *ad hoc* committee, set up by the Board in 2022, with an unchanged maximum number of meetings a year set to 10, and a total envelope of 50,000 euros, as determined with the 2022 policy. The director's remuneration policy is therefore unchanged compared to the previous year.

The methods for calculating the remuneration of non-executive directors will be as follows:

- base remuneration: 15,500 euros per year;
- attendance remuneration I: maximum of 13,000 euros per year, for regularly scheduled meetings; the amount may be reduced depending on personal attendance in each of these meetings (attendance remuneration I/meeting = 13,000 euros/number of ordinary meetings \* attendance rate at these scheduled meetings);
- attendance remuneration II: maximum of 3,000 euros/year, regardless of the number of extraordinary meetings convened during the year; the amount may be reduced based on personal attendance in each of these meetings (attendance remuneration II/meeting = 3,000 euros/number of extraordinary meetings \* attendance rate at these unscheduled meetings);
- in the event no extraordinary meeting is convened, the 3,000 euros shall be allocated to each director in proportion to his or her actual attendance in the (ordinary) scheduled meetings;
- the total attendance remuneration (variable portion) is therefore capped at 16,000 euros per year, and the annual total amount of remuneration (base + attendance) is capped at 31,500 euros.

The methods for calculating the remuneration of committee members will be as follows:

- committee members: 10,000 euros per year;
- committee chairperson: 20,000 euros per year;
- *ad hoc* committee members: 1,000 euros per meeting with a maximum of 10,000 euros per year.

The Board of directors may also propose, in addition to the maximum amount authorized by the General Meeting for the remuneration of directors, to allocate, upon the recommendation of the Appointments and remuneration committee, to one or several directors an exceptional remuneration for a specific mission assigned in accordance with article L.22-10-15 of the French commercial code, considering, notably, the scope of such mission, its duration and the involvement required. The allocation of such remuneration shall be subject to the related-party agreement review and approval process.

**2.3.2.2 2023 Remuneration policy for the Chairman of the Board and the Chief Executive Officer**

Pursuant to article L.22-10-8 of the French commercial code, this report sets out the principles and criteria for setting, allocating and awarding the fixed, variable, and exceptional components that comprise the total remuneration and benefits in kind awarded to the Chairman of the Board and the Chief Executive Officer, in respect of their respective corporate office, these principles and criteria will be the subject of resolutions put to the vote of shareholders during the General Meeting of 16 June 2023.

**2023 REMUNERATION POLICY FOR THE CHAIRMAN OF THE BOARD**

Pursuant to article L.22-10-8 of the French commercial code, this report sets out the principles and criteria for setting, allocating and awarding the fixed, variable, and exceptional components that comprise the total remuneration and benefits in kind awarded to the Chairman of the Board, in respect of his corporate office, these principles and criteria will be the subject of a resolution put to the vote during the General Meeting of 16 June 2023.

Should the General Meeting of 16 June 2023 not approve this resolution, the remuneration shall be set in accordance with existing practices within the Company.

The remuneration policy of the Chairman is determined in compliance with Quadient remuneration policy, considering his duties, experience, years of service and performance, as well as market practices.

The remuneration of the Chairman consists of compensation for his mandate as director (formerly directors' fees), annual fixed compensation for his corporate mandate and benefits in kind.

**1° Remuneration as a director (formerly directors' fees)**

The Board of directors may decide to pay the Chairman of the Board compensation for his mandate as director. The principle is to award a fixed amount.

The Chairman should receive a maximum of 30,000 euros in 2023 on an annual basis in respect of the corporate office he holds in Quadient. This amount is unchanged compared to the previous year.

This item of remuneration accounts for 20% of the total remuneration provided for in the remuneration policy of the Chairman.

**2° Annual fixed remuneration**

Annual fixed remuneration is set by the Board of directors on the Appointments and remuneration committee's recommendation in accordance with the Afep-Medef code's principles. The fixed remuneration of the Chairman has thus been established in relation to the scope of the position and to practices observed in French and international groups where activities, revenues, market capitalization, number of employees and challenges are similar to those of Quadient's.

The Appointments and remuneration committee uses studies produced by the external consulting firm Mercer to draw remuneration benchmarks for all Board positions. As regards the Chairman's remuneration, the committee refers to a panel comprised of around 30 companies and, with the assistance of the aforementioned consulting firm, verifies Chairman remuneration's position, which appears to be in line with the practices of this panel, both in terms of structure and amount.

For the fiscal year 2023, the Chairman's annual fixed remuneration would be 120,000 euros, unchanged compared to the previous year.

This item of remuneration accounts for 80% of the total remuneration provided for in the remuneration policy of the Chairman.

### 3° Performance shares

The Chairman is not eligible for any long-term remuneration plan offered by the Company.

### 4° Benefits in kind

The Chairman can benefit from reimbursement of reasonable business expenses incurred while performing his duties, on presentation of appropriate receipts, in accordance with the Company policy.

The Chairman does not receive any other remuneration for his corporate office. Therefore, he does not receive any multiannual variable remuneration, exceptional remuneration, nor any allocation of stock subscription or purchase options. He is not entitled to any severance payment or remuneration relating to a non-compete clause.

These remuneration items will be the subject of a resolution submitted by the Board of directors to the General Meeting. The resolution will be worded as follows: "Having considered the report corporate governance provided for in article L.225-37 and in compliance with article L.22-10-8 II of the French commercial code, the General Meeting, ruling in accordance with the quorum and majority required for Ordinary General Meetings, approves the remuneration policy including the principles and criteria for setting, allocating and attributing the fixed, variable and exceptional components comprising the total remuneration and benefits of all kind detailed in the aforementioned report and payable to the Chairman's in respect of his corporate office, which was established in accordance with article L.22-10-8 I of the French commercial code. This information is provided in section 2.3.2.2 "The Chairman – Remuneration 2023" of the 2022 universal registration document."

### 2023 REMUNERATION POLICY FOR THE CHIEF EXECUTIVE OFFICER

The remuneration elements for the Chief Executive Officer are established on the basis of the Quadient remuneration policy considering his duties within Quadient, his experience, years of service and performance, as well as market practices and regulatory codes or policies. Any increases and changes in remuneration shall consider Quadient's performance as well as market practices.

Pursuant to article L.22-10-8 of the French commercial code, this report, drawn up by the Board of directors, sets out the principles and criteria for setting, allocating, and awarding the fixed, variable, and exceptional components comprising the total remuneration and benefits in kind awarded to the Chief Executive Officer, Geoffrey Godet, in respect of his corporate office, which shall be put to the vote during the General Meeting of 16 June 2023.

Should the General Meeting of 16 June 2023 not approve this resolution, the remuneration shall be set in accordance with existing practices within the Company.

For 2023 the Appointment and remuneration committee proposed to the Board of directors to maintain the Chief Executive Officer base salary at the same level as approved during the last General Meeting. The breakdown of the total remuneration in euros and US dollars remains 75% in euros and 25% in US dollars.

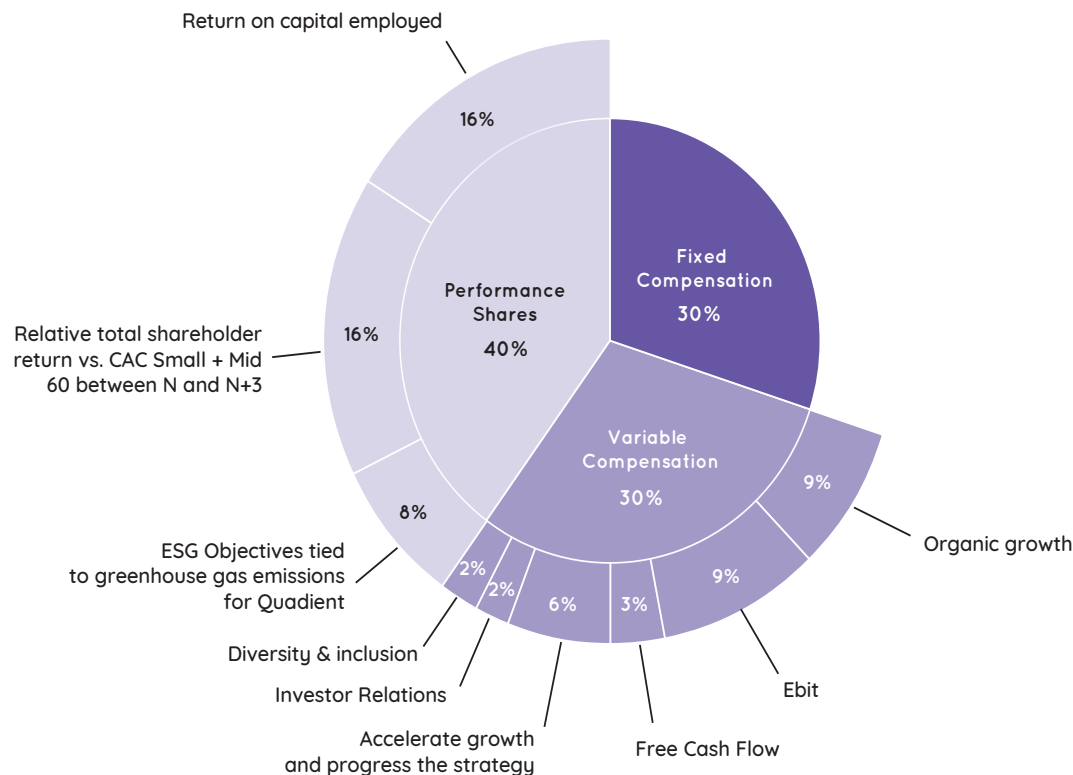
The breakdown of the gross annual fixed remuneration between the various duties of the Chief Executive Officer of the Company and his roles in the US subsidiaries may be reviewed by the Board of directors during the year, by mutual agreement, with the Chief Executive Officer, to reflect the time and resources dedicated to each of these duties.

It is noted, however, that an at-will Executive Agreement has been put into place in 2021 to support his role and time spent in the U.S. as President and Chief Executive Officer of certain US subsidiaries. This Executive Agreement is at-will and does not provide any employment protection to Mr. Godet.

Last year the Board of Directors decided to integrate ESG criteria into the long term incentive plan. Considering the process already achieved, and Quadient's Board of directors and management's commitment to its ESG roadmap, management have raised Quadient's emission reduction target from 28.0% to 50.4% by 2030 as compared to the 2018 referenced target.

Given the competitive market, Quadient's peer group practices, and the small margin (3%) between the threshold target and the revenue target in favor of establishing ambitious goals, the Board of directors approved increasing the bonus payout at threshold from 0 to 50% of target payout. This mechanism is deployed throughout the company to align all contributors' behavior and foster delivery of the best possible results even below targeted goal. Furthermore, payout at threshold at 50% is comparable with the practices observed for companies in the SBF 120 index.

Decisions regarding the remuneration of the Chief Executive Officer are the responsibility of the Board of Directors and are based on the proposals of the Appointments and remuneration committee.

■ CHIEF EXECUTIVE OFFICER FISCAL YEAR 2023 TARGET TOTAL COMPENSATION<sup>(A)</sup>

**(A)** Excluding supplemental pension scheme that is entirely variable and could represent a maximum of 15% of the base salary + variable compensation at target.

The remuneration of the Chief Executive Officer breaks down as follows:

#### 1° Remuneration as a director

The Chief Executive Officer should receive a maximum of 30,000 euros in 2023 on an annual basis in respect of his corporate office as director of Quadient. This amount is unchanged compared to the previous year.

This item of remuneration accounts for 1.4% of the total target remuneration provided for in the remuneration policy of the Chief Executive Officer.

#### 2° Annual fixed remuneration

Annual fixed remuneration is set by the Board of directors on the Appointments and remuneration committee's recommendation in accordance with the Afep-Medef code's principles. The fixed remuneration of the Chief Executive Officer remains the same in 2023 as in the previous year at 650,000 euros.

With a split pay of 75% euros and 25% dollars for 2023, the Chief Executive Officer's annual fixed remuneration would be the following:

- gross annual fixed remuneration of 487,500 euros for his duties as Chief Executive Officer of the Company, paid in France;

- gross annual fixed remuneration of 193,375 US dollars for his duties and time spent as both Director of Quadient Holdings, Inc. and Director, President and Chief Executive Officer of the subsidiary Quadient, Inc., paid in the United States.

#### 3° Annual variable remuneration

The Chief Executive Officer's annual variable remuneration depends on the progress made by the Group and his individual performance. By way of illustration, for 2023, the variable part of the Chief Executive Officer's remuneration would represent 100% of the fixed part if quantitative and qualitative targets are met. It could rise to 150% if targets are exceeded. This variable part of the remuneration would be divided in the same proportions as the fixed remuneration between the Company and Quadient Holding Inc.

The variable remuneration depends on the Group's results as well as its individual performance and has previously been based on financial criteria for 70% of the target bonus, supplemented by specific qualitative individual performance objectives for 30%.

The financial criteria used for the Group's variable compensation for 2023 are as follows:

- Revenue: this criterion was selected to demonstrate the recovery in growth as part of the "Back to Growth" strategy;
- EBIT - or current operating profit - assuming a constant scope: the measure of EBIT was chosen to ensure that profitable and sustainable growth is maintained over time;

- Free Cash Flow: this constitutes the main marker of value creation over time, and therefore a fundamental indicator for shareholders.

The target figures related to the revenue and current operating profit are not communicated due to the sensitive nature of this confidential information but will be published *a posteriori* to present the calculation of the bonus achievement rate. The target figures are aligned with the budget which is coherent with the 2023 guidance.

| Criteria                      | Weight | Threshold (50.0%)        | Target (100%)   | Maximum (150%)            |
|-------------------------------|--------|--------------------------|---|---------------------------|
| Revenue <sup>(a)</sup>        | 30%    | 97% of the target amount | Aligned with FY2023 guidance of organic sales growth                        | 102% of the target amount |
| EBIT <sup>(a)</sup>           | 30%    | 94% of the target amount | Aligned with FY 2023 guidance of organic current EBIT growth <sup>(b)</sup> | 104% of the target amount |
| Free Cash Flow <sup>(c)</sup> | 10%    | 63.1                     | 70.1  | 84.1                      |

**(a)** Not disclosed prior to the sensitive nature of such confidential information - will be disclosed *a posteriori*.

**(b)** Before acquisition-related expenses.

**(c)** Cash flow after capital expenditure.

The qualitative component is based on achieving formalized individual objectives. For 2023, the qualitative objectives of Geoffrey Godet are as follows:

- 20% - Accelerate the growth of the Company and progress the strategy of each of the solutions in alignment with market guidance.
  - 10% - Continue ICA's transformation and achieve planned Annual Recurring Revenue incremental acceleration
  - 5% - Achieve 2023 ambition for cross-selling ICA products via the MRS channel.
  - 5% - Execute and achieve deployment of large PLS deals.
- 5% Investor Relations - Prepare the 2024-26 strategy and engage effectively with investors accordingly.
- 5% Diversity & Inclusion: Maintain the inclusive and EPIC culture of Quadient.

It is however specified that, notwithstanding the achievement of said objectives, no variable remuneration will be paid in cases of resignation or dismissal for gross negligence (as defined by French labor law), occurring prior to the date of payment.

#### 4° Long-term incentives

The long-term component of the Chief Executive Officer's remuneration comprises a performance share allocation plan open to a range of executives and key talents within the Group, following a decision of the Board of directors taken upon the Appointments and remuneration committee's recommendation.

The allocations awarded to the Chief Executive Officer are capped at 10% of the total number of free shares allocated annually, which represents a maximum of 0.13% of the share capital of Quadient.

In 2022, it was decided to set the current performance share package to 135% of the Chief Executive Officer's base salary. The face value of the stock price will be determined by using the monthly average value of the stock price before the grant date.

The number of performance shares granted cannot vary more than 30% (up or down) year over year to prevent windfall effects that could result from stock volatility. Performance shares will be subject to a three-year vesting period.

In case where the calculation of the number of shares to be granted to the Chief Executive Officer would exceed the maximum percentage attributable - remaining within the 30% shares variation limitation stated above or within the 10% of the total number of free shares allocated annually - then the excess would be delivered under the form of phantom shares stock units. They would follow the share price evolution and the same performance conditions of the free share plans. Therefore, they will be settled in cash at the end of the vesting period with an obligation for the Chief Executive Officer to invest 50% of these phantom stock units into shares of the Company.

The vesting of free shares is subject to the existence of a corporate appointment or employment contract within the Quadient Group. Accordingly, no delivery can take place after the termination of any corporate office or employment contract, except in case of death, disability, or retirement. Additionally, the Board of directors, acting on the recommendation of the Appointments and remuneration committee and in accordance with the regulations governing free share plans, may decide to grant to the Chief Executive Officer post-mandate vesting on a pro rata basis for time and performance.



The final acquisition of the allocated free shares is subject to a condition of presence and the following performance criteria will be assessed by the Board of directors at the end of a period of three years following the date allocation.

Finally, following the integration of ESG criteria in the long-term incentive plan, it was decided to raise Quadient's emissions reduction targets to 50.4% in 2030 compared to the 2018 reference, in order to maintain high requirements for greenhouse gas emission reductions in the context of the resumption of activities and travel necessary to achieve the three-year plan.

| Criteria  | Weight | Threshold (0%)              | Maximum (100%)                      |
|---|--------|-----------------------------|-------------------------------------|
| ESG- Objective/target(s) tied to greenhouse gas emissions for Quadient                    | 20%    | 48.2% reduction             | 51.8% reduction                     |
| Relative total shareholder return vs. CAC Small + Mid 60 between N and N+3 <sup>(a)</sup> | 40%    | 33 <sup>rd</sup> percentile | 70 <sup>th</sup> percentile         |
| ROCE <sup>(d)</sup>   | 40%    | 7.3%                        | 9.0%                                |
| Maximum number of shares that can be granted to the Chief Executive Officer               | Total  | 0                           | 135% of base salary (at face value) |

(a) Vs 2019 baseline.

(b) The share price is the average of the stock price of the month preceding the grant date. The exit price is the average of the stock price of the month preceding the vesting date. The price includes dividends and shares buy-back.

(c) NOPAT/Capital employed, with NOPAT being current operating income (including M&A related expenses), minus tax.

(d) Excluding scope change effect.

It is hereby specified that a minimum 50% of the number of free shares definitively acquired by the Chief Executive Officer should be held until the end of his corporate offices. This will be the case until he holds a quantity of 50,000 definitively acquired free shares, which he shall then be bound to keep until the termination of said corporate offices.

Geoffrey Godet has undertaken not to hedge his risk with respect to the performance shares awarded by using hedging instruments throughout his term of office, in accordance with the recommendations of the Afep-Medef code.

#### 5° Supplemental pension scheme

The Chief Executive Officer benefits from the same supplemental pension structure as the employees of Quadient S.A to drive alignments of goals. This is unchanged compared to the previous year.

The Chief Executive Officer's supplemental pension structure remains consistent with 2022 and comprises a defined-contribution scheme (article 83 of the French general tax code) into which is paid a total of 5% of his remuneration, capped at five times the Social Security ceiling.

To qualify for this payment, the Chief Executive Officer must liquidate his pension entitlements related to both the French Social Security pension scheme and supplemental schemes.

Furthermore, the Chief Executive Officer is also eligible to receive an additional annual cash payment equal to a certain percentage of his total annual remuneration in the year in question (fixed and variable), to enable him to constitute his own supplemental pension directly, year after year. These payments are subject to performance objectives that are the same as those relating to his annual variable remuneration, and will represent a maximum of 15% of the total annual remuneration assuming objectives are achieved at 100%, it is specified that such payments will be degressive in proportion to the achievement of such performance objectives. The percentage achievement relating to the Chief Executive Officer's annual variable remuneration would therefore apply to these payments but would be capped at 100% of the objectives achieved.

Finally, as an employee of Quadient, Inc., Geoffrey Godet benefits from participating in the subsidiary's US defined-contribution pension plan, 401(K) retirement plan (NEOPOST USA INC.401(K) PLAN – as amended and restated effective 1 January 2010), whereby employees who chose to contribute into the plan can benefit from a company-match, up to 7,000 US dollar annually.

#### 6° Remuneration for termination of duties

In accordance with recommendation 25.5 of the Afep-Medef code, in the event of (i) dismissal (other than for gross negligence or serious misconduct as defined by French labor laws) or (ii) forced departure (e.g. resignation within twelve months following (a) a change of control of the Company, (b) a major and imposed change in the Chief Executive Officer's duties approved by the Company's corporate bodies, or (c) a significant change of Quadient's strategy duly approved by the Company's corporate bodies and resulting in a reorientation of the Company's business), the Chief Executive Officer would receive remuneration for termination of duties, the gross amount of which would depend on the extent of the achievement of annual performance objectives.

In accordance with current market practices, remuneration for termination of duties of the Chief Executive Officer would apply from 1 February 2023 until the General Meeting called to vote on the financial statements for the fiscal year that will end on 31 January 2024.

The conditions of this indemnity, for each financial year within this period, would be the following: in the event of a qualifying termination, the gross amount of this indemnity would amount to 18 months of remuneration based on his target annual fixed and variable remuneration (calculated for objectives achieved at 100%), if the average variable remuneration received during the last three financial years corresponds to at least 50% of his theoretical annual variable remuneration (assuming objectives are achieved at 100%), and this, as confirmed by the Board of directors in respect of the criteria set. The fiscal years in which the remuneration policy of the Chief Executive Officer does not plan for any variable remuneration would be neutralized for the purposes of this calculation.



Throughout this period, this remuneration is subject to the approval of the General Meeting, in accordance with applicable legal rules. This commitment would continue under these terms and conditions, subject to the approval of the General Meeting.

#### 7° Benefits in kind

The Chief Executive Officer benefits from the current life and disability insurance and supplemental health insurance schemes, unemployment insurance for company directors, a company car, assistance with filing his annual French and United States tax declarations and reimbursement of reasonable business expenses incurred while performing his duties, on presentation of appropriate receipts, in accordance with the Company's policy.

The Chief Executive Officer does not receive any other remuneration for his corporate appointment. He does not, therefore, receive any multi-annual variable or exceptional remuneration nor any allocation of share subscription or purchase options. The Chief Executive Officer has not signed a non-compete clause, but must give a notice period of six months in the event of resignation.

These remuneration items will be the subject of a resolution submitted by the Board of directors to the General Meeting. The resolution will be worded as follows: "Having considered the report on corporate governance provided for in article L.225-37 and in compliance with article L.22-10-8 II of the French commercial code, the General Meeting, in accordance with the quorum and majority required for Ordinary General Meetings, approves the remuneration policy including the principles and criteria for determining, distributing and attributing, the fixed, variable and exceptional (including performance shares) components of the total remuneration, the commitments set forth in the fourth subparagraph of article L.22-10-9 of the French commercial code and benefits of all kinds detailed in the aforementioned report and payable to the Chief Executive Officer in respect of his corporate office, which was established in accordance with article L.22-10-8 I of the French commercial code. This information is provided in section 2.3.2.2 "2023 Remuneration policy for the Chief Executive Officer" of this universal registration document."

#### TABLE # 11 AFEP-MEDEF CODE

| Executive directors (as at 31 January 2023) | Employment contract | Supplemental Pension plan | Remuneration or benefits due or likely to be due in case of termination or change in functions | Remuneration in view of a non-compete clause |
|---|---------------------|---------------------------|--|--|
| <b>Didier Lamouche</b>                      | No                  | No                        | No   | No   |

Start date of the mandate: 28 June 2019

End date of the mandate: General Meeting called to approve the financial statements for the financial year that will end on 31 January 2025.

|                       |                    |                    |                    |    |
|-----------------------|--------------------|--------------------|--------------------|----|
| <b>Geoffrey Godet</b> | Yes <sup>(a)</sup> | Yes <sup>(b)</sup> | Yes <sup>(b)</sup> | No |
|-----------------------|--------------------|--------------------|--------------------|----|

Start date of the mandate: 29 June 2018

End date of the mandate: General Meeting is called to approve the financial statements for the financial year that will end on 31 January 2024

**(a)** Executive agreement to support his role and time spent in the U.S. as director of the U.S. subsidiaries. This executive agreement is at-will and does not provide any employment protections to Geoffrey. Godet.

**(b)** Cf. 2.3.2 of this universal registration document, the commitments mentioned in the fourth paragraph of article L.22-10-9.

## 2.3.3 COMPENSATION OF SENIOR EXECUTIVES: STOCK OPTION PLANS AND PERFORMANCE SHARE GRANTS

### 2.3.3.1 2019 Performance Plan share – Details of the acquisition in 2022

Upon proposal of the Appointments and remuneration committee, the Board considered on 6 May 2021, in the exceptional context induced by the Covid-19 crisis, that the elements relating to the 2020 fiscal year were not representative of Quadient's global performance over the reference period of the ongoing performance share plans and would thus have a disproportionate impact by entailing a demotivating loss of performance shares for all beneficiaries who were instrumental in the recovery and rebound of Quadient's performance. Shareholders

approved the adjustment of the performance share plans with regard to the Chief Executive Officer remuneration policy at the General Meeting of 16 June 2022.

Therefore, the indicators were re-calculated as described below and the plan overall vesting amounts to **24.2%** of the total.

| Criteria <sup>(a)</sup>  | Weight | Objectives |                        |                        |         |                   |                   |
|--|--------|------------|------------------------|------------------------|---------|-------------------|-------------------|
|  |        |            | Threshold              | Maximum                | Value   | Achievement Level | Acquisition Level |
|  |        | Year       | 0%                     | 100%                   |         |                   |                   |
| Relative total shareholder return (from 1 February 2019 until 31 January 2022 included). For January 2022 only, the TSE performance is measured on the average TSR of the month. | 60%    |            | 0.0%                   | 2.0%                   | (17.6)% | (881.5)%          | 0.0%              |
| Organic sales growth <sup>(b)</sup>  | 40%    | 2019       | 0.0%                   | 2.0%                   | 1.6%    | 81.5%             | 81.5%             |
|  |        | 2020       | Not taken into account | Not taken into account | -       | -                 | -                 |
|  |        | 2021       | 1.2%                   | 3.2%                   | 4.3%    | 155.0%            | 100.0%            |
| TOTAL  |        |            |                        |                        |         |                   | 24.2%             |

**(a)** The measurement of the performance is linear between the lower limit and the maximum

**(b)** Based on the average performance of 2019 and 2021 (at constant exchange rates and scopes)

### 2.3.3.2 History of share subscription or purchase options and performance share granted

#### STOCK SUBSCRIPTION OR STOCK PURCHASE OPTIONS GRANTED TO THE TOP TEN NON-CORPORATE OFFICER BENEFICIARY EMPLOYEES AND OPTIONS EXERCISED BY THE LATTER

There have been no subscription or stock purchase plans since 2012. As regards to previous or ongoing plans, no options have been exercised by the top ten non-corporate officer employees.

| Stock subscription or stock purchase options granted to the top ten non-corporate officer beneficiary employees and options exercised by the latter.   | Total number of options granted/shares subscribed or purchased | Weighted average price |
|--|--|------------------------|
| Options granted, during the financial year, by the issuer and any company included in the scope of allocation of the options, to the ten employees of the issuer and of any company included in this scope, for which the number of options granted is highest (aggregate information) | -  | -                      |
| Options held on the issuer and the companies referred to above, exercised during the financial year by the ten employees of the issuer and these companies, whose number of options thus purchased or subscribed is the highest (aggregate information)                                | -  | -                      |

## PERFORMANCE SHARES

| Date of General Meeting | Number of shares<br>to be allocated | Duration of<br>authorization |
|-------------------------|-------------------------------------|------------------------------|
| 1 July 2021             | 400,000                             | 14 months                    |
| 16 June 2022            | 460,000                             | 14 months                    |

The awards granted are listed in table #9 of the Afep-Medef recommendations in this section.

## EMPLOYEE SAVINGS PLAN

A Group Company savings plan (PEE) was introduced by Quadient S.A. in September 1998. Employees of Quadient S.A. or French companies related to it as defined in article L.225-180 of the French commercial code, are eligible to join the Quadient Group Company savings plan, subject to a minimum of six months of service in the Company.

A collective pension saving scheme (PERCO) was introduced in Quadient S.A. and the Group's French companies, open to employees that have a minimum of three months of service in the Company. A collective employee shareholding fund (FCPE) was created and

approved by the Securities and Stock Exchange Commission, now the AMF, on 19 January 1999. This fund was created to manage the amounts received under the Quadient Group company savings plan. The Quadient FCPE mainly invests the amounts received in Quadient shares and the investments are frozen for a period of five years, except in legally allowed cases of early release.

The Quadient S.A. General Meeting of 16 June 2022 granted the Board of directors the powers required to issue, on one or more occasions and over a 26-month period, shares reserved particularly for employees benefiting from the Quadient Group Company savings plan, subject to a nominal limit of 1,200,000 euros.

## ■ TABLE # 8 AFEP-MEDEF CODE: PAST AWARDS OF SUBSCRIPTION OR PURCHASE OPTIONS

## Stock options

Date of General Meeting

Date of Board meeting (start of exercise period)

Expiry date

## Performance conditions

Initial number of options available for subscription or purchase

*including attributable under performance conditions*

Adjusted<sup>(a)</sup> number of options that could be available for subscription or purchase

*of which available for subscription or purchase by Didier Lamouche – Chairman*

*of which available for subscription or purchase by Geoffrey Godet – Chief Executive Officer*

Initial subscription or purchase price (in euros)

Adjusted<sup>(a)</sup> subscription or purchase price (in euros)

## TOTAL NUMBER OF OPTIONS SUBSCRIBED

Adjusted<sup>(a)</sup> cumulative number of subscription or purchase options cancelled or nullified

## NUMBER OF SHARE SUBSCRIPTIONS OR PURCHASE OPTIONS OUTSTANDING AS OF 31 JANUARY 2023

**(a)** Adjusted value after the payment of dividends, partly paid from capital reserves.

■ TABLE # 9 AFEP-MEDEF CODE: PAST AWARDS OF PERFORMANCE SHARES

*Free shares*

| Date of General Meeting  | 30/06/2017               | 28/06/2019               | 28/06/2019               | 06/06/2020               | 06/06/2020               | 06/06/2020               | 01/07/2021  | 01/07/2021            |
|--|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|---|-----------------------|
| Date of Board meeting  | 26/04/2019               | 23/09/2019               | 06/01/2020               | 25/09/2020               | 25/09/2020               | 25/09/2020               | 24/09/2021  | 24/09/2021            |
| Grant Date   | 26/04/2019               | 23/09/2019               | 06/01/2020               | 15/01/2021               | 08/02/2021               | 15/02/2021               | 24/09/2021  | 01/12/2021            |
| Performance conditions   | Yes, for the entire plan | Yes, for the entire plan | Yes, for the entire plan | Yes, for the entire plan | Yes, for the entire plan | Yes, for the entire plan | Yes for 193,690 shares, including the entire package of 40,000 granted to the CEO | Yes, for 1,450 shares |
| Total number of shares granted, of which to:                             | 12,000                   | 391,030                  | 5,000                    | 383,500                  | 2,500                    | 4,000                    | 385,500   | 3,800                 |
| Didier Lamouche – Chairman   | -                        | -                        | -                        | -                        | -                        | -                        | -   | -                     |
| as percentage of share capital   | -                        | -                        | -                        | -                        | -                        | -                        | -   | -                     |
| Geoffrey Godet – Chief Executive Officer                                 | -                        | 40,000                   | -                        | 40,000                   | -                        | -                        | 40,000  | -                     |
| as percentage of share capital   | -                        | 012%                     | -                        | 012%                     | -                        | -                        | 012%  | -                     |
| Vesting date of shares   | 27/04/2022               | 24/09/2022               | 07/01/2023               | 16/01/2024               | 09/02/2024               | 16/02/2024               | 25/09/2024  | 02/12/2024            |
| End of lock-up period date   | 27/04/2022               | 24/09/2022               | 07/01/2023               | 16/01/2024               | 09/02/2024               | 16/02/2024               | 25/09/2024  | 02/12/2024            |
| <b>Number of shares vested as of 31 January 2023</b>                     | -                        | -                        | -                        | -                        | -                        | -                        | -   | -                     |
| Cumulative number of shares cancelled or nullified as of 31 January 2023 | 11,867                   | 317,519                  | 5,000                    | 65,150                   | -                        | -                        | 47,200  | -                     |
| <b>NUMBER OF SHARES OUTSTANDING AS OF 31 JANUARY 2023</b>                | <b>0</b>                 | <b>0</b>                 | <b>0</b>                 | <b>318,350</b>           | <b>2,500</b>             | <b>4,000</b>             | <b>338,300</b>  | <b>3,800</b>          |

*Free shares*

| Date of General Meeting  | 01/07/2021   | 01/07/2021   | 16/06/2022  | 16/06/2022               | 16/06/2022            |
|--|--------------|--------------|---|--------------------------|-----------------------|
| Date of Board meeting  | 24/09/2021   | 24/09/2021   | 16/06/2022  | 16/06/2022               | 16/06/2022            |
| Grant Date   | 01/03/2022   | 20/05/2022   | 01/09/2022  | 23/09/2022               | 01/12/2022            |
| Performance conditions   | No           | No           | Yes for 212,340 shares, including the entire package of 46,000 granted to the CEO | Yes, for the entire plan | Yes, for 2,010 shares |
| Total number of shares granted, of which to:                             | 1,000        | 4,600        | 433,750   | 8,267                    | 5 900                 |
| Didier Lamouche – Chairman   | -            | -            | -   | -                        | -                     |
| <i>as percentage of share capital</i>                                    | -            | -            | -   | -                        | -                     |
| Geoffrey Godet – Chief Executive Officer                                 | -            | -            | 46,000  | -                        | -                     |
| <i>as percentage of share capital</i>                                    | -            | -            | 0,13%   | -                        | -                     |
| Vesting date of shares   | 02/03/2025   | 21/05/2025   | 02/09/2025  | 30/09/2025               | 02/12/2025            |
| End of lock-up period date   | 02/03/2025   | 21/05/2025   | 02/09/2025  | 30/09/2025               | 02/12/2025            |
| <b>Number of shares vested as of 31 January 2023</b>                     | -            | -            | -   | -                        | -                     |
| Cumulative number of shares cancelled or nullified as of 31 January 2023 | -            | 2,000        | 20,250  | -                        | -                     |
| <b>NUMBER OF SHARES OUTSTANDING AS OF 31 JANUARY 2023</b>                | <b>1,000</b> | <b>2,600</b> | <b>413,500</b>  | <b>8,267</b>             | <b>5,900</b>          |

**2.3.3.3 2023 Allocation policy for the free share plans**

Quadiant S.A. has implemented a long term incentive policy to involve key talents and senior executives in the Group's future performance. This entails granting performance shares each year to numerous employees, for reference, in 2022 free shares were granted to 167 Quadiant employees. The Board of directors approves the free share plans based on the work and recommendations of the Appointments and remuneration committee. This committee examines the allocation proposals, pursuant to the general scheme set by the Annual General Meeting, and reviews the list of beneficiaries to ensure it follows the policy set up by management (i.e., gender diversity, representation of business activities positions, ensuring a significant proportion of non-executive employees receive grants, focusing on key talents and the best performers whilst maintaining a rotation of beneficiaries).

The aim of performance share allocations is to associate the worldwide management team and key talents of Quadiant with the development of the group's value by allowing them to share ownership of the Company, and to develop common interests with shareholders of the Company. The performance conditions are designed to

encourage beneficiaries to focus on common and meaningful goals for the Company. The plan also provides recognition of executives whose impact on revenue generation, efficiency and productivity, leadership and professional values has contributed to Quadiant's success. Lastly, it helps to promote loyalty in executives who are of particular value to the Company. The allocation of free shares increases their commitment and motivation to implement progress and growth in Quadiant. There was an introduction of free shares without performance conditions in 2022.

For 2023 the Board of directors proposed to maintain the total envelope of shares to 460,000 included 230,000 free share without performance conditions. As last year, the portion of the envelope without performance condition will be used to secure our most critical team.

Acquisitions of free shares under selective plans become definitive only at the end of a three-year vesting period. Part of the free shares plan are subject to the fulfilment of performance conditions. Those performance conditions are aligned with the performance conditions selected by the Board of directors for the 2023 long term incentive plan for the Chief Executive Officer. At the end of the vesting period, and provided that the conditions described are met, the Quadiant shares are definitively acquired by the beneficiaries.

## 2.4 Related-party agreements

In accordance with article L.22-10-12 of the French commercial code, the Board of directors has implemented a procedure to regularly assess whether the agreements relating to day-to-day operations and entered into under the normal conditions referred to in article L. 225-39 met these conditions. The Board of directors carries out, when necessary, the assessment of agreements entered into under normal terms and conditions to ensure that they continue to meet these conditions.

The Board of directors is informed of any draft agreement likely to constitute a related party agreement or a so-called free agreement and of its evaluation by the competent management, for qualification purposes. When a member of the Board of directors has a direct or indirect interest in the agreement, he or she does not take part in its evaluation.

At least once a year, and regularly, an item on the agenda of the Board of directors shall be dedicated to the application of this process.

## 2.5 Summary table of the current General Meeting delegations of powers to the Board of directors and indicating the use made of these delegations during the 2022 fiscal year (article L.225-37-4,3° of the French commercial code)

| Authorizations  | Date of the General Shareholders' Meeting resolution | Term      | Use during 2022 fiscal year which ended 31 January 2023   |
|---|--|-----------|---|
| Share buyback program - to proceed, directly or indirectly, on one or more occasions which it shall decide, to buy back shares up to a maximum of 10% of the total number of shares comprising the share capital, with the option to sub-delegate. The maximum purchase price may not exceed €50.   | 16 June 2022   | 18 months | used  |
| Issue ordinary shares and securities giving access to the Company's share capital, with the maintenance of the shareholders' preferential subscription rights   | 16 June 2022   | 26 months | not used  |
| Issue ordinary shares, with the removal of the shareholders' preferential subscription rights through public offering (excluding an offer referred to in 1, article L.411-2 of the French monetary and financial code)  | 16 June 2022   | 26 months | not used  |
| Issue ordinary shares, with the removal of the preferential subscription rights through an offer referred to in 1, article L.411-2 of the French monetary and financial code  | 16 June 2022   | 26 months | not used  |
| Issue securities giving access to the Company's share capital, with the removal of the shareholders' preferential subscription rights through public offering (excluding an offer referred to in 1, article L.411-2 of the French monetary and financial code)  | 16 June 2022   | 26 months | not used  |
| Issue securities giving access to the Company's share capital, with the removal of the shareholders' preferential subscription rights through an offer referred to in 1 of article L.411-2 of the French monetary and financial code  | 16 June 2022   | 26 months | not used  |
| Increase the amount of shares issued in the event of over subscription to ordinary shares or securities giving access to the Company's share capital  | 16 June 2022   | 26 months | not used  |
| Increase share capital by incorporation of reserves, profits or premiums  | 16 June 2022   | 26 months | not used  |
| Increase the share capital by issuing new ordinary shares and securities giving access to the Company's share capital in return for contributions in kind within a limit of 10% of the share capital  | 16 June 2022   | 26 months | not used  |
| Issue ordinary shares and securities giving access to the Company's share capital, in the event of a public exchange offer initiated by the Company   | 16 June 2022   | 26 months | not used  |
| Proceed with share capital increases and sales of shares reserved to members of a company or Group savings plan in application of article L.3332-1 and subsequent sections of the French labour code  | 16 June 2022   | 26 months | not used  |
| Proceed with share capital increases reserved to employees and corporate officers of foreign subsidiaries or branches who cannot subscribe, directly or indirectly, to the Company's shares under the previous resolution, and for all financial institutions or companies created specifically and exclusively to implement an employee savings scheme for employees (or former employees) of foreign subsidiaries or branches who cannot subscribe, directly or indirectly, to the Company's shares under the previous resolution | 16 June 2022   | 18 months | not used  |
| Proceed with allocation of existing performance shares or performance shares to be issued with the removal of the shareholders' preferential subscription rights  | 16 June 2022   | 14 months | not used  |
| Cancel shares acquired pursuant to the Company's share buyback program  | 16 June 2022   | 18 months | Capital reduction corresponding to the cancellation of 94,000 shares (Board meeting of 2 December 2022) |



Only the authorizations relating to the Company's share buyback program and to cancel shares acquired pursuant to the Company's share buyback program were used during the financial year 2022.

The full wording of these authorizations is available on request from Quadient head office. The General Shareholder Meeting of Quadient called on 16 June 2023 to vote on the financial statements for the financial year that ended on 31 January 2023 will be asked to renew these authorizations on similar terms.

## 2.6 Information that could have an impact in the event of a takeover bid or exchange offer

In accordance with the provisions of article L.22-10-11 of the French commercial code, the factors that could have an impact on a takeover bid are the following:

- the Company's capital structure as described in section 7 of the universal registration document;
- direct or indirect investments in the Company's capital known to the Company pursuant to articles L.233-7 and L.233-12 of the French commercial code, as described in section 3 of the universal registration document;

- the rules applicable to the appointment and replacement of members of the Board of directors and amendments to the Company's articles of association, which are decided by General shareholders' Meetings;
- the Board of directors' powers as delegated by the General shareholders' Meeting, particularly those relating to the issue or buy-back of shares, as described in section 2.5 of the universal registration document.

To the best of the Company's knowledge, there are no agreements between shareholders that could lead to restrictions in the transfer of shares and the exercise of voting rights.

## 2.7 Practical information for attending the General Meeting

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Pursuant to applicable law, the particular modalities relating to the participation of shareholders in the General Meeting are set out in the articles of association, available on the Company's website. The notice of meeting including the draft agenda and proposed resolutions will be published in the *Bulletin des Annonces Légales Obligatoires* (BALO) and on the Company's website.

All shareholders may participate in the General Meeting, regardless of the number of shares they own, notwithstanding any provisions to the contrary provided for by the articles of association.

The right of shareholders to participate in the General Meeting is conditional on their shares being registered in their name, or in the name of the intermediary acting on their behalf pursuant to paragraph 7 of article L.228-1 and article R.22-10-28 I. of the French commercial code, no later than 00:00, Paris time, on the second business day prior to the General Meeting, *i.e.* 14 June 2023, either in the registered share accounts held by the Company or in the bearer share accounts kept by the authorized intermediary.

Registration of the shares in bearer share accounts kept by authorized intermediaries must be evidenced by a certificate of participation issued by such intermediaries, or can be transmitted electronically if applicable under article R.225-61 of the French commercial code. This certificate of participation must be attached to the voting form or the proxy form, or to the request for an admission card in the shareholder's name or that of the broker that manages the share account. Shareholders wishing to attend the Meeting in person and who have not received their requested admission card by 00:00, Paris time, two working days prior to the General Meeting will also be issued a certificate. If shareholders do not wish to attend the General Meeting in person, they may choose one of the following three options:

1. send a proxy vote to the Company without specifying a proxy holder. All proxy votes granted without a specified proxy shall result in a vote for the approval of the draft resolutions presented or accepted by the Board of directors and a vote against all other draft resolutions;
2. authorize a proxy vote by their spouse or partner with whom they have entered into a civil union or a shareholder or any other natural or legal person of their choosing, in accordance with article L.22-10-40 of the French commercial code. Duly completed and signed proxy forms must include the full name and address of the shareholder and their proxy and be mailed along with a photocopy of the shareholder's ID and that of their proxy to Uptevia. The same formalities that apply for granting a proxy apply for withdrawing it.

3. vote by mail either by using the printed form or by using the internet platform Votaccess.

In accordance with the provisions of article R.22-10-24 of the French commercial code, notifications to appoint a proxy holder or withdraw a proxy may also be sent electronically, as follows:

- for registered shareholders: by sending an email with an electronic signature obtained from an accredited certification service provider to: ct-mandataires-assemblees@uptevia.com, indicating their full name, address and Uptevia ID for direct registered share (information printed in the top left-hand corner of share account statements), or indicate their ID with their bank or broker if the case administered registered shares, as well as the full name of the designated proxy holder or the person from whom the proxy is being withdrawn;
- for bearer shareholders: by sending an email with an electronic signature obtained from an accredited certification service provider to: ct-mandataires-assemblees@uptevia.com, indicating their full name, address and full bank details, and the full name of the designated proxy holder or the person from whom the proxy is being withdrawn, and by asking their bank or broker managing the share account to send a written confirmation (by letter) to Uptevia – Service Assemblée Générale – 12, Place des Etats-Unis, CS 40083, 92549 Montrouge cedex.

Only duly completed and signed notifications received three days prior to the General Meeting at the latest will be taken into account. In addition, only the aforementioned email address may be used to send notifications to appoint or withdraw proxies; requests or notifications concerning other matters will not be taken into account and/or processed.

Shareholders who have cast a postal vote, appointed a proxy or requested an admission card or share ownership certificate may still sell all or some of their shares at any time. However, if the sale takes place more than two business days prior to the General Meeting, namely 14 June 2023, 00:00, Paris time, the Company will take the appropriate measures to cancel or amend the related postal vote, proxy, admission card or share ownership certificate. The shareholder's bank or authorized intermediary must therefore notify the Company or its registrar of any such sale and provide it with the necessary information.

No sale or other transactions carried out after the second business day prior to the General Meeting, at 00:00, Paris time, irrespective of the method used, will be notified by the authorized intermediary or taken into account by the Company, notwithstanding any agreements to the contrary.

Postal voting forms or proxy forms will be automatically sent by mail to the holders of direct or administered registered shares.

Pursuant to the applicable laws and regulations, all documents that must be made available to shareholders for the purpose of this General Meeting, may be consulted, within the legally prescribed time frames, at the Quadient S.A. head office and on the Company's website <https://invest.quadient.com/assemblees-generales> or sent on written request to Uptevia.

Bearer shareholders should request a postal/proxy voting form by way of a letter, which must be received by registered mail with acknowledgement of receipt by Uptevia – Service Assemblée Générale – 12, Place des Etats-Unis, CS 40083, 92549 Montrouge cedex at least six days prior to the General Meeting.

In order for postal votes to be taken into account, the completed and duly signed postal voting forms must be sent to Uptevia – Service Assemblée Générale – 12, Place des Etats-Unis, CS 40083, 92549 Montrouge cedex at least three days prior to the General Meeting.

Shareholders who have cast a postal vote, appointed a proxy or requested an admission card or share ownership certificate will not be able to participate in the General Meeting in any other way, unless the articles of association provide otherwise.

Shareholders may submit written questions to the Company as from the publication date of this Notice. Any such questions must be sent to the Company's head

office by registered mail with acknowledgement of receipt by the fourth business day prior to the date of the General Meeting. A share registration certificate must be attached to the letter. The Board of directors is required to reply to these questions during the General Meeting and a joint response can be given to questions that have the same content. Answers to the questions will be posted on the Company's website at the following address:

<https://invest.quadient.com/assemblees-generales>.

Shareholders that meet applicable legal conditions may submit items or draft resolutions for the agenda of the General Meeting by sending a request by registered mail with acknowledgement of receipt, to be received at least 25 calendar days prior to the date of the General Meeting. A share registration certificate must be sent with any such request, evidencing that the applicant holds or represents at least 5% of the Company's capital.

Any draft resolutions proposed by shareholders, as well as a list of any items that have been included in the agenda of the General Meeting further to a shareholder's request, will be published on the Company's website: <https://invest.quadient.com/assemblees-generales>

In addition, review by the General Meeting of any items or draft resolutions submitted is conditional on the relevant parties providing, on the second business day prior to the date of the General Meeting, no later than 00:00, Paris time, a new certificate evidencing that their shares are registered in accordance with the requirements specified above.

## 2.8 Statutory auditors' report on related party agreements

*Annual General Meeting held to approve the financial statements for the financial year ended 31 January 2023.*

To the Annual General Meeting of Quadient S.A..

In our capacity as statutory auditors of your Company, we hereby present to you our report on related party agreements.

On the basis of information made available to us, we are responsible for communicating to you the characteristics and essential terms of, and the grounds supporting the Company's interest in, the agreements of which we have been informed of or that we discovered during our assignment, without having to express our own opinion on their utility or appropriateness or being required to seek whether other agreements and commitments exist. Pursuant to article R.225-31 of the French commercial code (*Code de commerce*), you are responsible for assessing the interest in entering into these agreements and commitments in view of their approval.

In addition, we are responsible for communicating to you the information contemplated by article R.225-31 of the French commercial code (*Code de commerce*) relating to the performance over the period under review of the agreements already approved by the Annual General Meeting.

We carried out the procedures which we deemed necessary in compliance with the professional standards of the French Institute of statutory auditors (*Compagnie nationale des Commissaires aux comptes*) relating to this type of engagement.

### 1. AGREEMENTS SUBMITTED FOR APPROVAL TO THE ANNUAL GENERAL MEETING

We hereby inform you that we have not been notified of any agreements authorized during the year ended 31 January 2023 to be submitted to the Annual General Meeting for approval in accordance with article L.225-38 of the French commercial code (*Code de commerce*).

### 2. AGREEMENTS PREVIOUSLY APPROVED BY THE ANNUAL GENERAL MEETING

We hereby inform you that we have not been notified of any agreements previously approved by the Annual General Meeting and the performance of which may have continued during the year ended 31 January 2023.

Paris and Paris-La Défense, on 27 April 2023

The statutory auditors

*French original signed by*

**MAZARS**

Francisco SANCHEZ

**ERNST & YOUNG et Autres**

May KASSIS-MORIN

