

**Information relating to the remuneration of Eiffage's Chairman and Chief Executive Officer  
at the end of the Board of Directors meeting on February 28, 2024**

**Remuneration policy for corporate officers**
**A. Remuneration Policy for the President and Chief Executive Officer**

This policy, submitted to the vote of the General Meeting of April 24, 2024, is identical to the one submitted and approved by 95.85% by the General Meeting of April 19, 2023. It would also apply in the event of a change in the company's governance mode, in particular in the event of the appointment of one or more deputy chief executive officers.

| Elements of Compensation   | Description of the remuneration policy<br>This is unchanged from the one presented at the Annual General Meeting on April 19, 2023  |
|--|---|
| <b>Fixed remuneration</b>  | €900,000   Amount unchanged for fifteen years   |
| <b>Annual variable remuneration</b>                                      | Mr. de Ruffray's variable remuneration is based on four quantitative and qualitative criteria. Each of these four criteria can only be positive or zero and is capped at 40% of the fixed remuneration.<br>The sum of these four criteria is capped at 140% of the fixed annual remuneration.<br>Full details below<br>Unchanged                |
| <b>Multi-year variable remuneration in cash</b>                          | None   Unchanged  |
| <b>Exceptional remuneration</b>  | None   Unchanged  |
| <b>Stock Options, Free Shares or Other Stock Allocations</b>             | Mr. de Ruffray is eligible for the free allocation of shares subject to performance conditions based on four quantitative criteria (external and internal), three of which are economic and one environmental.<br>This element is capped at 200% of the fixed annual remuneration at the initial award date.<br>Full details below<br>Unchanged |
| <b>Remuneration for the term of office of director</b>                   | None   Unchanged  |
| <b>Benefits in kind</b>  | Company Vehicle   Unchanged   |
| <b>Severance pay</b>   | None   Unchanged  |
| <b>Non-competition indemnity</b>   | None   Unchanged  |
| <b>Mechanism for the restitution of short-term variable remuneration</b> | None   Unchanged  |
| <b>Supplementary Pension Plan</b>  | None   Unchanged  |

**Description of Mr. de Ruffray's annual variable compensation, identical to that submitted and approved by 95.85% by the General Meeting of April 19, 2023**

| Criteria  | Description of the remuneration policy concerning variable remuneration submitted to the General Meeting of 24 April 2024   |   |
|---|---|---|
| E1<br>(economical)                                  | 3 ‰ the share of current operating income above that of the previous year   | The criterion is capped at 40% of the fixed annual remuneration with a floor of 0 euros |
| <b>No change in criterion E1 over one year</b>      |   |   |
| E2<br>(economical)                                  | 1.5‰ the share of net income Group share exceeding 10% of average shareholders' equity for the financial year in question (average of the opening and closing balance sheets)   | The criterion is capped at 40% of the fixed annual remuneration with a floor of 0 euros |
| <b>No change in criterion E2 over one year</b>      |   |   |
| E3<br>(economical)                                  | 3 ‰ the change in the Group's working capital requirement   | The criterion is capped at 40% of the fixed annual remuneration with a floor of 0 euros |
| <b>No change in criterion E3 over one year</b>      |   |   |
|   | <p>Non-financial portion determined on the basis of six quantitative indicators (5% per sub-criterion) supplemented by the Board of Directors' assessment of the performance of the corporate officer on two fundamental issues (5% each), i.e. a total of 40% for this criterion.</p> <p>Social</p> <ul style="list-style-type: none"> <li>- Occupational health and safety measured by the evolution of the accident frequency rate in France*, which must be lower than that of the previous year (5%);</li> <li>- Cohesion of the Group around employee share ownership as measured by the rate of subscribers for the last annual campaign, which must have increased compared to the previous campaign (5%);</li> <li>- Feminization of management as measured by the rate of women among managers in France*, which must have increased over one year (5%).</li> </ul> <p>Each of the 8 items has a unit weight of 5%.</p> <p>Environment</p> <ul style="list-style-type: none"> <li>- Carbon intensity of the turnover measured by the BEGES in relation to the consolidated turnover. The rate for the past year must be lower than the previous year's rate (5%);</li> <li>- Alignment with the taxonomy measured by the percentage of aligned revenue that must be increasing over one year (5%);</li> </ul> <p>Governance</p> <p>All members of the Board of Directors must have received at least one training in CSR (Social and Environmental Responsibility), in particular on climate issues, during the reference year (5%).</p> <p>Fundamental issues</p> <p>The Board of Directors will assess the performance of the corporate officer in terms of the deployment of the Group's strategic roadmap (5%) and its consistency around its values as described in the DEU (5%)</p> |   |
| FY4<br>(non-financial)                              |   | The criterion is capped at 40% of the fixed annual remuneration with a floor of 0 euros |
| <b>No change in the EF4 criterion over one year</b> |   |   |

\*Clarification on the EFPB item concerned

**Description of Mr. de Ruffray's conditions in the event of the free allocation of performance shares, unchanged from the elements approved by 95.85% by the General Meeting of April 19, 2023**

| Item  | Description of the remuneration policy for the free allocation of performance shares  |
|---|---|
| <b>Ceiling on initial allocation</b>  | Ceiling of 200% of fixed annual remuneration  |
| <b>Criteria</b>   | Presence of four quantitative criteria (external and internal), three of which are economic and one environmental.<br>Details below   |
| <b>Minimum number of securities to be held until the end of the mandate</b> | The minimum number of shares that the executive officer must retain until the end of his term of office is 50% of each award, until he holds the equivalent of three times his fixed annual remuneration. |
| <b>Mechanism for the return of long-term remuneration</b>                   | Nothingness   |
| <b>Use of hedging transactions</b>  | Prohibited until termination of mandate   |

**Details of the external and internal performance criteria and terms of awards, unchanged from the items approved by 95.85% of the Shareholders' Meeting of April 19, 2023**

These criteria and terms also apply to the members of the Executive Committee, with the exception of the criterion relating to the minimum number of shares to be retained until the end of the term of office, which applies only to the executive officer.

| Criterion   | Weight in Formula | Composition  |
|---|-------------------|--|
| <b>C1<br/>Internal economic criterion based on changes in net earnings per share (EPS)<br/>This criterion is unchanged</b>                                | 50 %              | Its purpose will be to measure the evolution of Eiffage's earnings per share over the period of the plan.<br>If Eiffage's earnings per share have increased by at least 25% between the initial and final allocation dates of the plan, this criterion is met.<br>For a performance between +25% and +10%, it is considered to have been partially achieved and the number of shares definitively allocated decreases linearly by up to 50% of the allocation.<br>Below +10%, this criterion is not met and this part of the award lapses.   |
| <b>C2<br/>Relative external economic criterion based on the evolution of Eiffage's share price compared to the CAC 40<br/>This criterion is unchanged</b> | 20 %              | Its purpose will be to measure the performance of Eiffage's share price compared to that of the CAC 40 index over the period of the plan.<br>If the 100-day average of Eiffage's share price changes by at least 5% better than the 100-day average of the CAC 40 between the initial and final allocation dates of the plan, this performance criterion is met.<br>For an increase between +5% and 0%, it is partially achieved and the number of shares definitively allocated decreases linearly to 50% of the allocation.<br>If Eiffage's share price does not perform as well as the CAC 40, this criterion is not met and this part of the award lapses. |
| <b>C3<br/>External economic criterion based on the evolution of Eiffage's share price<br/>This criterion is unchanged</b>                                 | 20 %              | Its purpose will be to measure the performance of Eiffage's share price in absolute terms over the period of the plan.<br>If the 100-day average of Eiffage's share price on the final award date is 5% higher than it was at the start of the plan, this performance criterion is met.<br>For an increase between +5% and 0%, it is partially achieved and the number of shares definitively allocated decreases linearly to 33% of the allocation.<br>In the event of a fall in Eiffage's share price, this criterion is not met and this part of the award lapses.  |
| <b>C4<br/>Environmental criterion based on the evolution of Eiffage's carbon intensity in France<br/>This criterion is unchanged</b>                      | 10 %              | It will measure the evolution of Eiffage's carbon intensity in France over the period. Eiffage's carbon intensity is measured by greenhouse gas emissions, scopes 1 & 2, (as published in the greenhouse gas emissions report - BEGES) in relation to turnover.<br>If Eiffage's carbon intensity decreases by at least 5%, this performance criterion is met.<br>If it decreases by less than 5%, this criterion is partially met and the number of shares definitively allocated decreases linearly by up to 33% of the allotment.<br>If Eiffage's carbon intensity increases, this criterion is not met and this part of the allocation lapses.              |
| <b>Ceiling on allocation</b>  |                   | Ceiling of 200% of fixed annual remuneration   |
| <b>Award Period</b>   |                   | Three years after the initial award date   |

| Criterion  | Weight in Formula | Composition   |
|--|-------------------|---|
| <b>Minimum Retention Period</b>  |                   | Two years beyond the award period   |
| <b>Minimum number of shares to be held until the end of the mandate for the executive officer only</b> |                   | The minimum number of shares that the executive officer must retain until the end of his term of office is 50% of each award, until he holds the equivalent of three times his fixed annual remuneration.   |
| <b>Use of hedging transactions</b>   |                   | Prohibited until termination of mandate or employment contract  |
| <b>Condition of presence</b>   |                   | <p>Subject to the exceptions provided for in i) and ii) below (and except in the case of death and disability), the beneficiary loses his right to free allocation of shares in the event of termination of the corporate mandate binding the beneficiary to the company or to a related company (within the meaning of Article L.225-197-2 of the French Commercial Code) during the vesting period:</p> <ul style="list-style-type: none"> <li>• in the event of resignation of the corporate mandate, from the day on which the company receives the letter of resignation from the interested party or on the day on which it is delivered in person to an authorised representative of the company;</li> <li>• in the event of revocation of the corporate mandate, from the date of the meeting of the corporate body deciding on its revocation if the beneficiary participates in it, or if he does not participate in it, from the date of receipt of the notification of this decision, notwithstanding the possible existence of a notice period, whether it is given or not, or any possible contestation by the beneficiary of his or her revocation and/or the reasons for it;</li> <li>• in the event of non-renewal of the corporate mandate, from the date of expiry of the said mandate.</li> </ul> <p>However:</p> <ul style="list-style-type: none"> <li>(i) the beneficiary who is in one of the situations referred to above but who remains or is otherwise linked, throughout the acquisition period, to the company or to a company linked within the meaning of Article L.225-197-2 of the French Commercial Code by another corporate mandate or an employment contract retains his right to free allocation of shares;</li> <li>(ii) by way of derogation from the foregoing in the event of departure or retirement, the beneficiary will retain his right to free allocation of shares, subject to compliance with the performance and retention conditions.</li> </ul> |

The final allocation of the free shares is conditional. The proxy manager will only become the owner of the shares at the end of the vesting period, subject to compliance with performance conditions on the one hand and a presence condition on the other hand (excluding death, disability and retirement, subject in this case to compliance with the performance conditions and vesting and retention periods).

Thus, the remuneration policy is in line with the company's social interest, contributes to its sustainability and is in line with its strategy and business model.

The Board shall set the remuneration of the corporate officers on the recommendation of the Appointments and Remuneration Committee, without the representative concerned taking part in the deliberations or the vote on the element or commitment concerned. In addition, the variable elements of remuneration are subject to clear, detailed and varied performance criteria, of a financial and non-financial nature, some of which relate to the company's social and environmental responsibility, and are subject to ceilings and sub-ceilings. There is no guaranteed minimum for these criteria. As Eiffage S.A. has no employees, the remuneration and employment conditions of the company's employees could not be taken into account as part of the decision-making process followed for the determination and revision of the remuneration policy.

The Appointments and Compensation Committee and the Board of Directors have nevertheless taken into account the remuneration and employment conditions of the Group's employees in France, in particular in the context of the examination of the equity ratios presented pursuant to Article L.22-10-9 of the French Commercial Code in the universal registration document.

Clear, detailed and varied financial and non-financial performance criteria

| Criteria  | Nature                                    | Positioning                        | Ceiling  |
|---|---|------------------------------------|--|
| <b>Profit from recurring operations increased above that of the previous year</b> | Financial performance                     | Annual variable remuneration       | Capped at 40% of fixed annual remuneration                   |
| <b>Share of net income Group share exceeding 10% of shareholders' equity</b>      | Financial performance                     | Annual variable remuneration       | Capped at 40% of fixed annual remuneration                   |
| <b>Change in the Group's working capital requirement</b>                          | Financial performance                     | Annual variable remuneration       | Capped at 40% of fixed annual remuneration                   |
| <b>Non-financial criteria</b>   | Non-financial performance                 | Annual variable remuneration       | Capped at 40% of fixed annual remuneration                   |
| <b>Capping of annual variable remuneration</b>                                    |   | Annual variable remuneration       | Capped at 140% of fixed annual remuneration                  |
| <b>Three-year change in earnings per share</b>                                    | Financial performance                     | Long-term stock-based compensation | Capped at 200% of fixed annual remuneration at initial award |
| <b>Evolution of Eiffage's share price compared to the CAC 40</b>                  | Relative stock market performance         | Long-term stock-based compensation | Capped at 200% of fixed annual remuneration at initial award |
| <b>Evolution of Eiffage's share price over three years</b>                        | Absolute stock market performance         | Long-term stock-based compensation | Capped at 200% of fixed annual remuneration at initial award |
| <b>Evolution of Eiffage's carbon intensity over three years</b>                   | Climate-related non-financial performance | Long-term stock-based compensation | Capped at 200% of fixed annual remuneration at initial award |
| <b>Capping long-term stock-based compensation</b>                                 |   |                                    | Capped at 200% of fixed annual remuneration at initial award |

The approval of the remuneration policy of the Chairman and Chief Executive Officer and that of the directors (ex ante vote) will be submitted to the vote of the General Meeting of April 24, 2024.

## B. Total Remuneration and Benefits in Kind Paid in the Past Fiscal Year or Awarded in Respect of the Same Fiscal Year to the Chief Executive Officer

At its meeting on 10 December 2008, Eiffage's Board of Directors endorsed the recommendations of the Afep-Medef Code. The compensation of the President and Chief Executive Officer paid during or awarded in respect of the 2023 financial year is set out in the following tables.

With regard to Mr. de Ruffray, in respect of his role as Chairman and Chief Executive Officer for the year 2023, the summary of his compensation paid during the past financial year or awarded in respect of the same financial year, in accordance with the remuneration policy approved by the Shareholders' Meeting of April 19, 2023, is detailed below and will be submitted to the Combined General Meeting of April 24, 2024 for approval (individual ex-post vote on the shaded elements). It is recalled that the payment of the variable compensation elements awarded for the 2023 financial year is subject to the positive vote of the General Meeting to be held on April 24, 2024, in accordance with the provisions of Article L.22-10-34 II of the French Commercial Code.

The remuneration policy of Eiffage's Chairman and Chief Executive Officer was approved by Eiffage's Combined General Meeting on 19 April 2023. The details below are based on the strict application of this policy approved by the General Assembly. With regard to the free allocation of shares, it is specified that the current authorisation provides, in accordance with the recommendations of the Afep-Medef code, for a specific ceiling for executive corporate officers. The prohibition on the use of hedging transactions for executive corporate officers is an integral part of the remuneration policy approved by the general meeting.

| Elements of remuneration paid or awarded   | Amounts paid at the price or allocated in respect of 2022 or accounting valuation approved at 96.59% by the General Meeting of April 19, 2023) | Presentation  | Amounts paid at the price or allocated in respect of 2023 or accounting valuation submitted to the vote of the Shareholders' Meeting of April 24, 2024 (in accordance with the remuneration policy approved by 95.85% of the Shareholders' Meeting of April 19, 2023) |
|--|--|---|---|
| <b>Fixed remuneration</b>  | EUR 900,000  | Fixed amount since the appointment of Mr. de Ruffray and unchanged for 15 years for the Chairman and Chief Executive Officer of Eiffage | EUR 900,000   |
| <b>Annual variable remuneration (capped at 140% of the fixed annual remuneration)</b>  | €1,260,000 (paid in 2023)  | Mr de Ruffray's variable remuneration is based on quantitative and qualitative criteria <sup>(2)</sup>                                  | EUR 1,260,000 <sup>(1)</sup>  |
| <b>Multi-year variable remuneration in cash</b>  | Nothingness  | Mr. de Ruffray does not receive any multi-year variable remuneration in cash  | Nothingness   |
| <b>Exceptional remuneration</b>  | Nothingness  | Mr. de Ruffray does not receive any exceptional remuneration  | Nothingness   |
| <b>Stock options, gratuitous shares or other securities awards (capped at the initial grant date at 200% of fixed annual compensation)</b> | EUR 1,353,000 (accounting valuation)   | Mr. de Ruffray received an allocation of 33,000 free shares subject to economic and environmental performance <sup>(3)</sup> for 2023   | EUR 1,485,000 (accounting valuation)  |
|  | Nothingness  | Mr. de Ruffray does not benefit from stock options or any other long-term compensation  | Nothingness   |
| <b>Remuneration as a director</b>  | Nothingness  | Mr. de Ruffray does not receive remuneration as a director  | Nothingness   |
| <b>Benefits in kind</b>  | €2,544 (book valuation)  | M. de Ruffray has a company car   | €2,544 (book valuation)   |
| <b>Severance pay</b>   | Nothingness  | Mr. de Ruffray does not benefit from a commitment made by the Company to cease his duties as Chairman and Chief Executive Officer       | Nothingness   |
| <b>Non-competition indemnity</b>   | Nothingness  | Mr de Ruffray is not entitled to a non-competition indemnity  | Nothingness   |
| <b>Supplementary Pension Plan</b>  | Nothingness  | Mr. de Ruffray does not benefit from a supplementary pension plan   | Nothingness   |

(1) The annual variable compensation will only be paid to him after a favourable vote by the Combined General Meeting of April 24, 2024 on the resolution relating to the compensation elements paid during the 2023 financial year or awarded in respect of the same financial year to Mr. de Ruffray.

(2) The performance criteria for Mr. de Ruffray's variable compensation are detailed in the following paragraphs and are in accordance with the compensation policy approved by the Shareholders' Meeting of April 19, 2023.

(3) These performance conditions are detailed in the following paragraphs.

Note: The annual variable remuneration represents 140% of the fixed remuneration and the accounting valuation of the shares allocated free of charge represents 165% of the fixed remuneration.

The fixed portion of Mr de Ruffray's remuneration in his capacity as Chairman and Chief Executive Officer had been set at EUR 900,000 gross per year. It is debated every year and has remained unchanged for the Chairman and CEO of Eiffage since 2008.

Mr. de Ruffray's variable compensation for 2023 is detailed below and is structured around four components, three of which are economic and one extra-financial. None of these components may be negative or greater than 40% of the fixed annual remuneration and their sum may not exceed 140% of the fixed annual remuneration for the year in question.

| Item | Description of the principles and criteria for the annual variable remuneration which is capped at 140% of the 2023 fixed annual remuneration, unchanged since 2008   | Awarded for 2023 and submitted to the vote of the Shareholders' Meeting of April 24, 2024 in accordance with the compensation policy approved by 95.85% by the Shareholders' Meeting of April 19, 2023   | Ventilation  | Reminder of the amount paid in 2023 and approved by 96.59% |
|------|---|--|--------------|--|
| E1   | 3 ‰ the share of current operating income above that of the previous year <sup>(1)</sup><br>Floor at 0 and capped at 40% of fixed remuneration  | EUR 360,000<br>3 ‰ X (2,403 – 2,212) M€ = €573,000<br>Capped at €360,000   | 29 %         | 360 000<br>Euros   |
| E2   | 1.5 ‰ the share of net income Group share exceeding 10% of average shareholders' equity for the year in question (average of the opening and closing balance sheets) <sup>(2)</sup><br>Floor at 0 and capped at 40% of fixed remuneration   | EUR 360,000<br>1.5 ‰ X (1,013 - [10% X (6,176+6,455) / 2])<br>I.e. 1.5 ‰ X €381 million = €572,175<br>Capped at €360,000   | 29 %         | 360 000<br>Euros   |
| E3   | 3 ‰ the change in the Group's working capital requirement<br>Floor at 0 and capped at 40% of fixed remuneration   | EUR 360,000<br>3 ‰ X €359 million = €1,077,000<br>Capped at €360,000   | 29 %         | 360 000<br>Euros   |
| FY4  | Non-financial portion determined on the basis of six quantitative indicators (5% per sub-criterion) supplemented by the Board of Directors' assessment of the performance of the corporate officer on two fundamental issues (5% each), i.e. a total of 40% for this criterion.<br><u>Social</u><br>- Health and safety at work measured by the evolution of the accident frequency rate in France <sup>(4)</sup> which must be lower than that of the previous year (5%);<br>- Cohesion of the Group around employee share ownership as measured by the rate of subscribers for the last annual campaign, which must have increased compared to the previous campaign (5%);<br>- Feminization of management as measured by the rate of women among managers in France <sup>(4)</sup> which must have increased over one year (5%).<br><u>Environment</u><br>- Carbon intensity of the turnover measured by the BEGES in relation to the consolidated turnover. The rate for the past year must be lower than the previous year's rate (5%);<br>- Alignment with the taxonomy measured by the percentage of aligned revenue that must be increasing over one year (5%);<br><u>Governance</u><br>All members of the Board of Directors must have received at least one training in CSR (Social and Environmental Responsibility), in particular on climate issues, during the reference year (5%).<br><u>Fundamental issues</u><br>The Board of Directors will assess the performance of the corporate officer (i) in terms of the deployment of the Group's strategic roadmap (5%) and (ii) in terms of its consistency around its values as described in the DEU (5%)<br>Each of the 8 items has a unit weight of 5%<br>Floor at 0 and capped at 40% of fixed remuneration | EUR 315,000<br><u>Social</u><br>2023 rate of 5.02 < 2022 rate of 5.58<br>= €45,000<br>2023 rate of 71.90% < 2022 rate of 73.30%<br>= 0 euro<br>2023 rate of 21.10% > 2022 rate of 20.22%<br>= €45,000<br><u>Environment</u><br>2023 rate of 32.61 < 2022 rate of 35.87<br>= €45,000<br>2023 rate of 21.90% > 2022 rate of 16.70%<br>= €45,000<br><u>Governance</u><br>Condition Met<br>= €45,000<br><u>Fundamental issues</u><br>(i) = EUR 45 000 <sup>(5)</sup><br>(ii) = EUR 45 000 <sup>(5)</sup> | 25 %         | 300 000<br>Euros   |
|      | Total in euro   | EUR 1,395,000  | 112 %        | EUR 1,380,000  |
|      | Capping of variable remuneration at a maximum of 140% of fixed remuneration <sup>(3)</sup>  | -€135,000  | - 12 %       | -€120,000  |
|      | <b>Total in euro after capping</b>  | <b>EUR 1,260,000</b>   | <b>100 %</b> | <b>EUR 1,260,000</b>                                       |

(1) The formula will also take into account the influence of external circumstances beyond the control of Mr. de Ruffray's action on the evolution of the company's results.

(2) If the consolidated shareholders' equity has been increased or decreased during the year by unusual financial transactions, the effects of these operations will be restated.

(3) Mr de Ruffray's annual variable remuneration is capped at 140% of his fixed remuneration, which is EUR 900 000, which may lead to a cap in relation to the application of the formula.

(4) Clarification of the EFPB Item Concerned

(5) Clarification in the following paragraphs

In addition to the quantitative criteria based on indicators published in the DPEF, the Appointments and Compensation Committee ruled on the performance of the corporate officer with regard to the two fundamental issues set out in the EF4 component.

With regard to the deployment of the Group's strategic roadmap, the Board took into account the exceptional order intake for the year, the acquisitions made in Works, the strengthening of the Concessions portfolio and the approval by the SBTi of the Group's short-term objectives (compliance with the 1.5°C trajectory). As for the Group's consistency around its values, the Board noted that the Chairman and Chief Executive Officer embodied all the values of the Charter and had contributed to the preservation of these values within the Group, at a time when the number of employees was growing sharply. The Board also highlighted the agility that the Group had shown in the context of the real estate crisis, while preserving jobs.

For the 2023 financial year, and in accordance with the above-mentioned remuneration policy approved by the General Meeting of April 19, 2023, the Board of Directors of February 28, 2024, on the proposal of the Appointments and Compensation Committee, after a debate and a vote, set the variable compensation for the 2023 financial year, of Mr. de Ruffray, Chairman and Chief Executive Officer, €1,260,000 (same as in 2022), based on the achievement of performance criteria.

Executive officers do not benefit from an arrival bonus, severance pay or specific additional pension commitments.

In accordance with the legislation, the variable part of this remuneration will only be paid to Mr. de Ruffray after a favourable vote by Eiffage's General Meeting of Shareholders on 24 April 2024 on the resolution relating to the remuneration elements paid during the 2023 financial year or allocated in respect of the same financial year.