

3

CORPORATE governance

AFR

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In accordance with the provisions of Articles L. 225-37 *et seq.* and L. 22-10-9 and L. 22-10-10 of the French Commercial Code, this chapter describes the conditions for the preparation and organization of the work of the Board of Directors, including in particular the organizational principles guaranteeing a balance of powers. The components of the compensation of directors are also specified, as well as the transactions in Plastic Omnium shares declared by the directors in 2021 and the compensation policy pursuant to the aforementioned provisions of the French Commercial Code.

This report was presented to the Audit Committee, the Appointments Committee and the Compensation Committee for the sections that fall under their areas of responsibility. Thereafter it was approved by the Board of Directors at its meeting of February 17, 2022.

Compagnie Plastic Omnium SE refers to the guidelines of the corporate governance code issued by AFEP-MEDEF.

3.1 COMPOSITION AND CONDITIONS FOR THE PREPARATION AND ORGANIZATION OF THE WORK OF THE BOARD OF DIRECTORS

3.1.1 COMPOSITION OF THE BOARD OF DIRECTORS

3.1.1.1 BALANCE OF THE COMPOSITION OF THE BOARD OF DIRECTORS

Pursuant to Articles 11 and 11b of the Company's bylaws and in accordance with the provisions of Articles L. 225-17 and L. 22-10-6 of the French Commercial Code, the Board of Directors of Compagnie Plastic Omnium SE is composed of up to 18 members, two of whom represent the Group's employees when the number of directors is greater than or equal to 8.

The term of office of each director is three years and is renewable. Directors are appointed by the General Meeting of Shareholders for three-year terms expiring at the close of the General Meeting called during the year in which their term expires to approve the accounts for the previous fiscal year.

The General Meeting of Shareholders of April 22, 2021 renewed the terms of office of Ms. Anne-Marie Couderc, Ms. Lucie Maurel Aubert, Burelle SA represented by Ms. Éliane Lemarié, Mr. Laurent Burelle, Mr. Laurent Favre, Prof. Dr. Bernd Gottschalk, Mr. Paul Henry Lemarié and Mr. Alexandre Mérieux. It noted the non-renewal of the terms of office of Mr. Jean Burelle and Mr. Jérôme Gallot. Mr. Jean Burelle was appointed censor of the Company by the Board of Directors at its meeting of February 17, 2021.

At the date of this report, the Company is administered by a Board of Directors composed of 15 members:

- 13 directors elected by the General Meeting of Shareholders in accordance with the provisions of the French Commercial Code, including the Chairman of the Board of Directors (Mr. Laurent Burelle), the Chief Executive Officer (Mr. Laurent Favre) and the Managing Director (Ms. Félicie Burelle);
- two directors representing the employees appointed in accordance with the provisions of Articles L. 22-10-6 *et seq.* of the French Commercial Code.

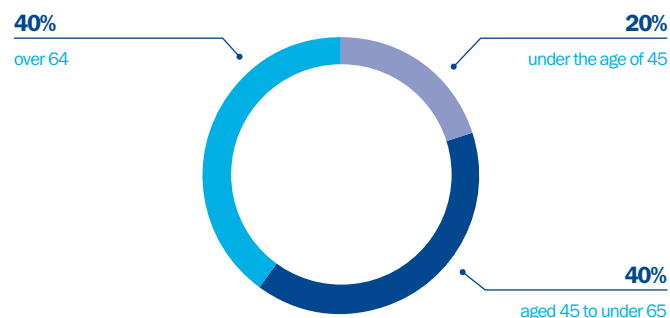
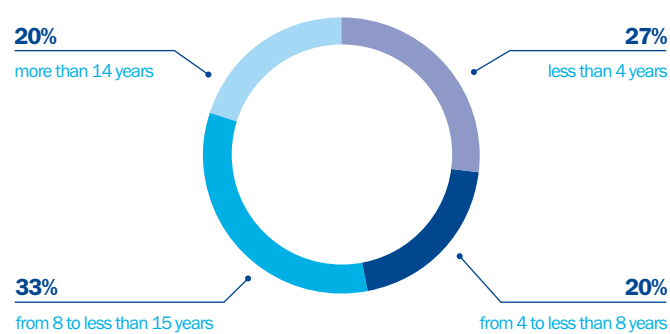
The Board of Directors includes five independent directors (see section 3.1.1.5); the percentage of independent directors is therefore 38%, it being specified that in accordance with the AFEP-MEDEF Code, the number of directors representing the employees is not included to calculate the percentage of independent directors.

3.1.1.2 DIVERSITY POLICY APPLIED TO THE BOARD OF DIRECTORS: PROFILES, EXPERIENCE AND EXPERTISE OF CURRENT DIRECTORS

In accordance with the provisions of Article L. 225-17 of the French Commercial Code, which establishes a principle of balanced representation of women and men on Boards of Directors, the Board of Directors of Compagnie Plastic Omnium SE comprises eight female directors out of 15. The law provides that in assessing the proportion of men and women on Boards of Directors, directors representing the employees and not elected by the General Meeting are not taken into account. As the Board of Directors of Compagnie Plastic Omnium SE includes two directors representing employees, the assessment is made on the basis of 13 directors, of which seven are women, *i.e.* 54% women. The principle of gender balance is also respected with regard to the two directors representing the employees.

In addition to increase the representation of women amongst its members, the Board of Directors of Compagnie Plastic Omnium SE is striving to diversify the profiles of directors in terms of skills and nationalities. On the basis of the skills matrix (see *below*), the Appointments Committee makes recommendations to the Board of Directors for the purpose of selecting, if necessary with the assistance of an external firm, candidates when renewing the composition of the Board of Directors on the basis of the following criteria:

- management skills acquired in large French or foreign international companies;
- knowledge of the Group or its business sector;
- professional experience;
- financial and accounting expertise;
- CSR, R&D and digital skills;
- availability and commitment to perform their office.

BREAKDOWN OF MEN AND WOMEN**BREAKDOWN BY AGE****YEARS IN OFFICE****Qualifications and professional experience of the directors in office**

The Board of Directors is committed to promoting mix and diversity in its composition regarding the qualifications, professional experience, nationality and age of its members.

































The directors have additional experience (international, financial, industrial, commercial expertise, etc.) with some having former, in-depth knowledge of Compagnie Plastic Omnium SE and its environment.

Regarding directors' professional qualifications and experience, the Board's objective is to ensure that its composition is appropriate to the businesses of Compagnie Plastic Omnium SE, the issues facing it and its strategic orientation, thus contributing to the quality of the Board's decisions.

The table below summarizes the diversity and complementarity of the skills brought to the Board.

	Senior Executives	Digital, Innovation, New technologies	Industry sector	CSR	Finance	Automotive sector	Human Resources	Knowledge of the Group
Laurent Burelle	■		■	■	■	■		■
Laurent Favre	■	■	■			■		■
Félicie Burelle	■	■	■		■	■		■
Anne Asensio	■	■	■			■		
Anne-Marie Couderc	■		■	■			■	
Prof. Dr. Bernd Gottschalk			■		■	■		
Vincent Labryère	■	■			■			
Éliane Lemarié				■			■	■
Paul Henry Lemarié	■	■	■		■	■		■
Lucie Maurel Aubert	■			■	■			
Alexandre Mérieux	■	■	■					
Cécile Moutet								■
Amélie Oudéa-Castéra	■	■			■			
Amandine Chaffois			■			■		■
Ireneusz Karolak			■			■		■

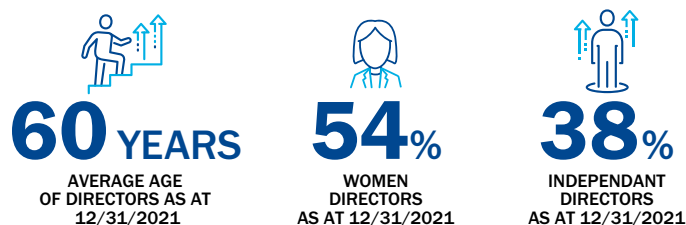
SUMMARY PRESENTATION OF THE BOARD OF DIRECTORS AT DECEMBER 31, 2021

	Age	Male/ Female	Nationality	No. of offices in listed companies*	Date of initial appointment	End of current term	Years on the Board	Study committees			
								Accounts	Appointments	Compensation	
Chairman of the Board of Directors											
Laurent Burelle		72	M		1	06/18/1981	2024	40			
Senior Executives											
Laurent Favre		50	M		0	01/01/2020	2024	2			
Félicie Burelle		42	F		1	04/27/2017	2023	4			
Independent directors**											
Anne Asensio		59	F		1	04/28/2011	2023	10			■
Anne-Marie Couderc		71	F		1	07/20/2010	2024	11		*	*
Lucie Maurel Aubert		60	F		0	12/15/2015	2024	6	■	■	
Alexandre Mérieux		47	M		1	04/26/2018	2024	3			■
Amélie Oudéa-Castéra		43	F		1	01/01/2014	2022	8	■		
Non-independent directors and/or members of the Burelle family											
Prof. Dr. Bernd Gottschalk		78	M		1	04/28/2009	2024	12			
Vincent Labruyère					0	05/16/2002	2023	19	*		
Éliane Lemarié, permanent representative of Burelle SA		76	F		1	04/09/2009	2024	12			■
Paul Henry Lemarié		74	M		1	06/26/1987	2024	34			
Cécile Moutet		48	F		0	04/27/2017	2023	4			
Directors representing employees											
Amandine Chaffois		41	F		0	07/04/2019	2022	2			
Ireneusz Karolak		62	M		0	05/23/2019	2022	2			
Censor											
Jean Burelle		82	M		1	02/17/2021	2024	1			

* Number of offices, excluding Compagnie Plastic Omnium SE, held in listed companies.

** Independence within the meaning of the AFEP-MEDEF Code criteria.

■ Committee member * Chairman of the committee.



CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS AND ITS SPECIALIZED COMMITTEES IN 2021

	Departure	Appointment	Renewal
Board of Directors	Jean Burelle (04/22/2021) Jérôme Gallot (04/22/2021)		Laurent Burelle (04/22/2021) Laurent Favre (04/22/2021) Burelle SA (04/22/2021) Anne-Marie Couderc (04/22/2021) Lucie Maurel Aubert (04/22/2021) Prof. Dr. Bernd Gottschalk (04/22/2021) Paul Henry Lemarié (04/22/2021) Alexandre Mérieux (04/22/2021)
Audit Committee			Lucie Maurel Aubert (02/17/2021)
Compensation Committee	Prof. Dr. Bernd Gottschalk (02/17/2021)	Alexandre Mérieux (02/17/2021)	Anne-Marie Couderc (02/17/2021)
Appointments Committee			Anne-Marie Couderc (02/17/2021) Éliane Lemarié (02/17/2021) Lucie Maurel Aubert (02/17/2021)

Two directors representing employees

Two directors representing the employees are members of the Board of Directors. With a particular viewpoint linked to their knowledge of the business, they bring a complementary perspective and enrich the quality of the Board's discussions.

Amandine Chaffois, appointed by the France Group Works Council, is the Group's Vice-Chairwoman, Value Chain Sustainability.

Ireneusz Karolak, appointed by the European Consultation Committee, is Purchasing Manager in the Plastic Omnium Industries' Clean Energy Systems business line in Poland.

They were both appointed in 2019 for a three-year term of office. As soon as they became directors, they participated in a training program delivered by an external firm covering in particular the role and function of the Board of Directors and the directors' rights, obligations and responsibilities. They also took part in an onboarding program designed to improve their knowledge of the Group's organization and businesses.

Amandine Chaffois and Ireneusz Karolak receive compensation as members of the Board of Directors in accordance with the same distribution rules as the other directors. The components of their compensation as employees are not published.

List of offices and positions of directors held during the fiscal year ended December 31, 2021

LAURENT BURELLE

Chairman of the Board of Directors of Compagnie Plastic Omnium SE and Chairman and Chief Executive Officer of Burelle SA



NATIONALITY: French

BUSINESS ADDRESS:

Plastic Omnium
1, allée Pierre Burelle 92300 Levallois-Perret

FIRST APPOINTMENT:

06/18/1981

END OF CURRENT TERM:

2024

SHARES HELD:

667,000

(at 12/31/2021)

BIOGRAPHY

Laurent Burelle is a graduate of the Federal Institute of Technology (ETH) in Zurich, and holds a Master of Science Degree in Chemical Engineering from the Massachusetts Institute of Technology (MIT).

He began his career with the Plastic Omnium Group as a production engineer and assistant to the director of the Langres plant.

In 1977, he was appointed Chief Executive Officer of Plastic Omnium SA in Valencia (Spain), going on to become Chairman and Chief Executive Officer. He was Director of the Environment Division from 1981 to 1988 before becoming Vice-Chairman and Chief Executive Officer of Compagnie Plastic Omnium in 1988 and then Chairman and Chief Executive Officer in 2001, a position he held until December 31, 2019. On this date, the functions of Chairman of the Board of Directors and Chief Executive Officer were separated. Laurent Burelle has been Chairman of the Board of Directors of Compagnie Plastic Omnium SE with effect from January 1, 2020, and Chairman and Chief Executive Officer of Burelle SA since January 1, 2019.

He has also been Chairman of AFEP (Association Française des Entreprises Privées) since 2017. Laurent Burelle is also a director-founder of the Fondation Jacques Chirac.

He is a *Commandeur de la Légion d'Honneur*.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	PLASTIC OMNIUM GROUP COMPANY/ BURELLE SA
FRENCH COMPANIES AND ASSOCIATIONS			
Burelle SA	Chairman and CEO	✓	✓
Sofiparc	Chairman and member of the Supervisory Committee		✓
Sofiparc Management	Chairman		✓
Burelle Participations	Director		✓
AFEP (association)	Chairman		
Fondation Jacques Chirac (association)	Director – Founder		
INTERNATIONAL COMPANIES			
Plastic Omnium Holding (Shanghai) Co. Ltd (China)	Director		✓
SOGEC 2 (Belgium)	Managing Director		
Compagnie Financière de la Cascade SA (Belgium)	Chairman – Chief Executive Officer		
Plastic Omnium Inc (United States)	Chairman (until February 2021)		✓

LAURENT FAVRE**Chief Executive Officer of Compagnie Plastic Omnium SE****BIOGRAPHY**

Laurent Favre has an engineering degree from the *École Supérieure des Techniques Aéronautiques et de Construction Automobile* (ESTACA). He began his career in the automotive industry, in Germany.

For more than 20 years he has held various positions of responsibility with German automotive equipment manufacturers such as ThyssenKrupp (steering systems), ZF (gearboxes and steering columns) and Benteler (structural components), where he was Chief Executive Officer of the Automotive Division.

Laurent Favre is the Chief Executive Officer of Compagnie Plastic Omnium SE.

NATIONALITY: French

BUSINESS ADDRESS:

Plastic Omnium
1, allée Pierre Burelle 92300 Levallois-Perret

FIRST APPOINTMENT:

01/01/2020

END OF CURRENT TERM:

2024

SHARES HELD:

3,870

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	PLASTIC OMNIUM GROUP COMPANY/ BURELLE SA
FRENCH COMPANIES			
Plastic Omnium Auto Exteriors	Chairman and CEO		✓
Plastic Omnium Auto Inergy	Chairman		✓
Plastic Omnium Finance	Manager		✓
Plastic Omnium Modules	Chairman		✓
INTERNATIONAL COMPANIES			
Plastic Omnium GmbH (Germany)	Manager		✓
HBPO Beteiligungsgesellschaft mbH (Germany)	Member of the Shareholders Committee		✓
Plastic Omnium New Energies (Belgium)	Director		✓
Yanfeng Plastic Omnium Automotive Exterior Systems Co. Ltd (China)	Director		✓
Plastic Omnium Holding (Shanghai) Co. Ltd (China)	Chairman of the Board of Directors		✓
Plastic Omnium Inc. (United States)	Chairman (since February 2021)		✓

FÉLICIE BURELLE

Managing Director of Compagnie Plastic Omnium SE



NATIONALITY: French

BUSINESS ADDRESS:

Plastic Omnium
1, allée Pierre Burelle 92300 Levallois-Perret

FIRST APPOINTMENT:

04/27/2017

END OF CURRENT TERM:

2023

SHARES HELD:

900

BIOGRAPHY

Félicie Burelle graduated from the ESCE Business School and holds a graduate degree in Business-Finance from South Bank University of London and an MBA from the Instituto de Empresa (IE) Business School of Madrid.

After beginning her career in the Group in 2001 as Accounting Manager of a subsidiary of the Auto Exterior Division in Spain (Madrid), Félicie Burelle moved on to the Merger & Acquisitions Department of Ernst & Young Transaction Services in 2005. In 2010, she rejoined Compagnie Plastic Omnium and took over the Strategic Planning and Commercial Coordination Department of the Auto Exterior Division. She also became member of the Executive Committee of this Division.

Félicie Burelle has been a member of the Burelle SA Board of Directors since 2013.

In 2015, she became Strategy and Development Director of Compagnie Plastic Omnium SE and has been member of the Executive Committee since then.

Appointed Chief Operating Officer of Compagnie Plastic Omnium SE on January 1, 2018, Félicie Burelle has been Managing Director since January 1, 2020.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	PLASTIC OMNIUM GROUP COMPANY/ BURELLE SA
FRENCH COMPANIES			
Burelle SA	Director	✓	✓
Burelle Participations	Director		✓
CIC Lyonnaise de Banque	Director		
INTERNATIONAL COMPANIES			
Compagnie Financière de la Cascade SA (Belgium)	Director		
Plastic Omnium New Energies (Belgium)	Director		✓
HBPO Beteiligungsgesellschaft mbH (Germany)	Member of the Shareholders Committee		✓

ANNE ASENSIO**Vice-Chairwoman of Design of Dassault Systèmes****BIOGRAPHY**

Holder of a master's degree in transport design from the Center for Creative Studies in Detroit, as well as a degree in industrial design from École Nationale Supérieure des Arts Appliqués in Paris, Anne Asensio began her career with Renault in 1987, where she was notably charged with the design of the Twingo, Clio and Mégane (Scenic) ranges. She then held several management positions with General Motors, leading the development of a number of concept cars.

She joined Dassault Systèmes in November 2007 as Vice-Chairwoman of Design, in charge of design, innovation and corporate identity.

Anne Asensio is a *Chevalier de la Légion d'Honneur* and a *Chevalier de l'Ordre National du Mérite*.

NATIONALITY: French

BUSINESS ADDRESS:

Dassault Systèmes
10, rue Marcel Dassault 78140 Vélizy-Villacoublay

FIRST APPOINTMENT:

04/28/2011

END OF CURRENT TERM:

2023

SHARES HELD:

900

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	PLASTIC OMNIUM GROUP COMPANY/ BURELLE SA
FRENCH COMPANIES AND ORGANIZATIONS			
Dassault Systèmes	Vice-Chairwoman of Design Experience	✓	
Agence de la Promotion de la Création Industrielle	Director – member of the Board of Directors		
Strate École du design	Non-controlling shareholder, Director and member of the Scientific Advisory Board		
Institut de Recherche et d'Innovation (IRI) Centre Pompidou	Member of the College		
Design Île-de-France (Region)	Board member		
VIA (Association)	Member of the Board of Directors		
INTERNATIONAL COMPANIES AND ORGANIZATIONS			
Umeå University of Design (Sweden)	Member of the Strategic Board		
World Design Organization (Canada)	Board member		

ANNE-MARIE COUDERC

Chairwoman of the Board of Directors of Air France KLM



BIOGRAPHY

After beginning her professional career in 1973 as an attorney in Paris, Anne-Marie Couderc joined the Hachette Group in 1982 as Deputy Corporate Secretary. She then became the Group's Deputy Chief Executive Officer in 1993.

A Paris city councilor, then Deputy Mayor and member of Parliament for Paris, she was appointed Secretary of State for Employment in the office of the Prime Minister in 1995, then Minister attached to the Ministry of Labor and Social Affairs with responsibility for Employment until 1997.

At the end of 1997, Anne-Marie Couderc was appointed Chief Executive Officer and member of the Editorial Committee of Hachette Filipacchi Medias, and director of several publications.

In 2007, she was appointed Corporate Secretary of Lagardère Active, before joining Presstalis as Chief Executive Officer in 2010. She was Chairwoman of the Board of Directors until June 2017.

Anne-Marie Couderc has been Chairwoman of the Board of Directors of Air France KLM and of Air France since 2016.

Anne-Marie Couderc is an *Officier de la Légion d'Honneur* and a *Officier de l'Ordre national du Mérite*.

NATIONALITY: French

BUSINESS ADDRESS:

Air France KLM
2, rue Robert Esnault Pelterie, 75007 Paris

FIRST APPOINTMENT:

07/20/2010

END OF CURRENT TERM:

2024

SHARES HELD:

1,350

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	PLASTIC OMNIUM GROUP COMPANY/ BURELLE SA
FRENCH COMPANIES			
Air France KLM	Chairwoman of the Board of Directors Chairwoman of the Appointments Committee and Governance Committee Independent Board member	✓	
Air France	Chairwoman of the Board of Directors		
Transdev	Director Member of the Audit Committee and the Strategy Committee		
Ramsay – Générale de Santé	Director Chairwoman of the Compensation and Appointments Committee Member of the Audit and Risk Committee		
C.E.S.E	Member		

PROF. DR. BERND GOTTSCHALK**Founder and Chairman of AutoValue GmbH****BIOGRAPHY**

Holder of a doctorate in economics, Prof. Dr. Bernd Gottschalk studied economics at the University of Hamburg and the University of Sarrebruck, then at Stanford University in California. He began his career in Finance at Daimler AG Group, and then became Plant Manager, before being appointed Chairman of Mercedes-Benz do Brasil.

In 1992, he was appointed to the Executive Committee of the Daimler AG Group, Global Vice-President of the Commercial Vehicles Division. In 1997, Prof. Dr. Bernd Gottschalk was appointed Chairman of the Federation of German Automotive Industry (VDA) and in 2007 created AutoValue GmbH, an automotive consultancy that he has headed since that date.

NATIONALITY: German

BUSINESS ADDRESS:

AutoValue GmbH
Savignystrasse 34, 60325 Frankfurt-am-Main

FIRST APPOINTMENT:

04/28/2009

END OF CURRENT TERM:

2024

SHARES HELD:

900

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	PLASTIC OMNIUM GROUP COMPANY/ BURELLE SA
INTERNATIONAL COMPANIES			
AutoValue GmbH (Germany)	Chairman		
Schaeffler AG (Germany)	Director		
Jost Werke AG (Germany)	Director, Deputy Chairman	✓	
Bentler international AG (Austria)	Director		
Aeye Inc. (United States)	Member of the Audit Committee Chairman of the Appointments and Corporate Governance Committee		

VINCENT LABRUYÈRE

Chairman of the Labruyère Group



NATIONALITY: French

BUSINESS ADDRESS:
Labruyère Group
70, avenue Édouard Herriot 71009 Mâcon

FIRST APPOINTMENT:
05/16/2002

END OF CURRENT TERM:
2023

SHARES HELD:
10,932

BIOGRAPHY

An engineering graduate of ETH Zurich (Swiss Federal Institute of Technology), Vincent Labruyère started his professional career in 1976 with Établissements Bergeaud Mâcon, a subsidiary of Rexnord Inc., USA, manufacturers of equipment for production processes.

In 1981, he became head of Imprimerie Perroux, a printer of checkbooks and bank forms, which he diversified in 1985 by creating DCP Technologies, a subsidiary specializing in credit card manufacture and encoding.

In 1989, he founded the SPEOS Group, specialized in desktop publishing and electronic archiving of management documents and the manufacture of means of payment, which he sold to the Belgian Post Office in 2001.

Vincent Labruyère then joined the Labruyère Group as Chief Executive Officer, later becoming Chairman of the Management Board and then Chairman of the Supervisory Board. Labruyère Group is a family-owned company operating vineyards in France and the United States, which also operates commercial real estate premises and invests growth capital in France and abroad.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	PLASTIC OMNIUM GROUP COMPANY/ BURELLE SA
FRENCH COMPANIES			
Groupe Labruyère	Chairman of the Supervisory Committee		
Société Financière du Centre	Chairman		
Pige SA	Permanent representative of the Labruyère Group, director (until December 2021)		
SC Domaine Jacques Prieur	Manager		

ÉLIANE LEMARIÉ, PERMANENT REPRESENTATIVE OF BURELLE SA**Director of Burelle SA****NATIONALITY:** French**BUSINESS ADDRESS:**Burelle SA
1, allée Pierre Burelle 92300 Levallois-Perret**FIRST APPOINTMENT OF BURELLE SA AS A DIRECTOR:**

06/26/1987

FIRST APPOINTMENT OF MS. ÉLIANE LEMARIÉ AS PERMANENT**REPRESENTATIVE OF BURELLE SA:**

04/09/2009

EXPIRY OF THE TERM OF OFFICE OF BURELLE SA:

2024

SHARES HELD:

235,996

BIOGRAPHY

After graduating with a master's degree in English from the University of Paris-Sorbonne and graduating from IEP Paris, Éliane Lemarié devoted her professional career to the corporate information and communication sector.

She began her career as a journalist and copy editor in various written press publications as part of the Permanent Assembly of Chambers of Commerce and Industry (APCCI) from 1969 to 1975.

In 1976, she was hired by SOGEC to set up and develop a Public Relations, Media Relations and Publishing Department, a position she held until 1983.

In 1983, she founded and developed IRMA Communication, a corporate communications consultancy with a client roster of French and international companies listed in Paris, New York and Mumbai, serving as Chairwoman and Chief Executive Officer until 2010.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	PLASTIC OMNIUM GROUP COMPANY/ BURELLE SA
FRENCH COMPANIES			
Burelle SA	Director	✓	✓
Sofiparc	Member of the Supervisory Committee		✓
Union Industrielle	Chairwoman of the Supervisory Committee		
INTERNATIONAL COMPANIES			
SOGEC 2 (Belgium)	Chief Executive Officer		
Garamond (Belgium)	Director		

PAUL HENRY LEMARIÉ

Chairman and CEO of Burelle Participations



BIOGRAPHY

Paul Henry Lemarié holds a doctorate in physics from University of Paris-Orsay and a post-graduate degree (*Diplôme d'Etudes Approfondies (DEA)*) in Management and Finance from University of Paris-Dauphine.

After completing a doctorate in physics at CEA, he began his career in the Finance Department of Paribas bank in 1973. He then joined Sofresid, an engineering group (steel, mining, offshore), before moving to Plastic Omnium Group in 1980 as Head of the 3P (Performance Plastics Products) Division. In 1985, he became Chairman of the Automotive Division. In 1987 he was appointed Chief Operating Officer of Compagnie Plastic Omnium SE, then Chief Executive Officer in 1988 and Managing Director from 2001 to December 31, 2019. He was appointed Chief Executive Officer of Burelle SA in April 1989, then Managing Director from 2001 until December 31, 2020.

Paul Henry Lemarié has been Chairman and CEO of Burelle Participations since July 28, 2021.

NATIONALITY: French

BUSINESS ADDRESS:

Burelle Participations
1, allée Pierre Burelle 92300 Levallois-Perret

FIRST APPOINTMENT:

06/26/1987

END OF CURRENT TERM:

2024

SHARES HELD:

315,900

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	PLASTIC OMNIUM GROUP COMPANY/ BURELLE SA
FRENCH COMPANIES			
Burelle Participations	Chairman and CEO		✓
Burelle SA	Director	✓	✓
Sofiparc	Member of the Supervisory Committee		✓
INTERNATIONAL COMPANY			
Garamond (Belgium)	Director		

LUCIE MAUREL AUBERT**Vice-Chairwoman of Rothschild Martin Maurel et Associés/ Vice-Chairwoman of the Supervisory Board of Rothschild & Co****BIOGRAPHY**

After starting her professional career in 1985 as a business attorney in the law firm Gide Loyrette Nouel, Lucie Maurel Aubert joined, in 2002, the family bank Martin Maurel of which she has been a director since 1999.

In 2007, Lucie Maurel Aubert was appointed Managing Director of Compagnie Financière Martin Maurel, then, in 2011, Vice-Chairwoman and Managing Director. In 2013, she was appointed Chief Executive Officer of Banque Martin Maurel.

Since 2017, Lucie Maurel Aubert has been Vice-Chairwoman of Rothschild Martin Maurel Associés.

Lucie Maurel Aubert is a *Chevalier de la Légion d'Honneur*.

NATIONALITY: French

BUSINESS ADDRESS:

Rothschild Martin Maurel
29, avenue de Messine 75008 Paris

FIRST APPOINTMENT:

12/15/2015

END OF CURRENT TERM:

2024

SHARES HELD:

910

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	PLASTIC OMNIUM GROUP COMPANY/ BURELLE SA
FRENCH COMPANIES AND ASSOCIATIONS			
Rothschild Martin Maurel et Associés	Vice-Chairwoman		
STEF-TFE	Director		
Fonds de dotation du Grand Paris	Director		
Rothschild & Co	Vice-Chairwoman of the Supervisory Board		
Association Française des Banques	Vice-Chairwoman		
SNEF	Director		
Festival d'art lyrique d'Aix-en-Provence	Vice-Chairwoman		

ALEXANDRE MÉRIEUX

Chairman and CEO of bioMérieux



NATIONALITY: French

BUSINESS ADDRESS:

bioMérieux
376, chemin de l'Orme 69280 Marcy l'Étoile

FIRST APPOINTMENT:

04/26/2018

END OF CURRENT TERM:

2024

SHARES HELD:

1,000

BIOGRAPHY

Alexandre Mérieux graduated from the University of Lyon with a degree in biology and from HEC Montreal Business School.

From 1999 to 2004, Alexandre Mérieux was responsible for marketing in the United States and Europe at Silliker Group Corporation, then Director of Marketing and Business Unit Head.

He has held various operational positions within bioMérieux. He was Managing Director in 2014 after having headed the Industrial Microbiology unit between 2005 and 2011, and Director of the Microbiology unit between 2011 and 2014.

A Chairman and Chief Executive Officer of bioMérieux since December 2017, Alexandre Mérieux is also Vice-Chairman of the Institut Mérieux and Chairman of Mérieux Développement. He also chairs the Board of Directors at Mérieux NutriSciences.

COMPANIES AND FOUNDATIONS	OFFICE HELD	LISTED COMPANY	PLASTIC OMNIUM GROUP COMPANY/ BURELLE SA
FRENCH COMPANIES AND FOUNDATIONS			
bioMérieux SA	Chairman and Chief Executive Officer and director	✓	
Institut Mérieux	Vice-Chairman, Managing Director and director		
Finance Senior Mendel SAS	Representative of Mérieux Participation 2, director		
Fondation Christophe et Rodolphe Mérieux	Director		
Mérieux Foundation	Director		
Mérieux Développement SAS	Chairman		
Mérieux Equity Partners	Chairman		
Compagnie Mérieux Alliance	Chief Executive Officer		
SCI ACCRA	Manager		
Jacques Chirac Foundation	Director		
INTERNATIONAL COMPANY			
Mérieux Nutrisciences Corporation (USA)	Chairman		

CÉCILE MOUTET**Director of Compagnie Plastic Omnium SE****NATIONALITY:** French**BUSINESS ADDRESS:**Plastic Omnium
1, allée Pierre Burelle 92300 Levallois-Perret**FIRST APPOINTMENT:**

04/27/2017

END OF CURRENT TERM:

2023

SHARES HELD:

8,160

BIOGRAPHY

Cécile Moutet has a Specialized Master's degree in Market Research and Marketing Management from NEOMA Business School (formerly ESC Rouen) and from the *Institut Européen des Affaires*.

She started her career as a communication consultant in the IRMA Communication agency, where she assumed the responsibility of the Client Division, designed press relations campaigns of various groups and organized public relations events.

Between 2006 and 2008, Cécile Moutet was self-employed in Spain as a communication consultant.

In 2009 and 2010, Cécile Moutet worked at IRMA Communication (which became Cap & Cime PR in 2010) and coordinated various consulting assignments.

COMPANIES	OFFICE HELD	LISTED COMPANY	PLASTIC OMNIUM GROUP COMPANY/ BURELLE SA
INTERNATIONAL COMPANY			
Financière Protea SA (Belgium)	Director		

AMÉLIE OUDÉA-CASTÉRA**Chief Executive Officer of the Fédération Française de Tennis****NATIONALITY:** French**BUSINESS ADDRESS:**Fédération Française de Tennis
2, avenue Gordon Bennett 75016 Paris**FIRST APPOINTMENT:**

01/01/2014

END OF CURRENT TERM:

2022

SHARES HELD:

900

BIOGRAPHY

After a career as a professional tennis player, Amélie Oudéa-Castéra opted for academia rather than high-level sport. A graduate of IEP Paris and ESSEC Business School while at the same time obtaining a master's degree in law, she won a place at ENA, graduating in April 2004 and taking up a position as Public Auditor with the French Court of Auditors (*Cour des Comptes*).

In 2008, Amélie Oudéa-Castéra joined the AXA Group, working for the Group CFO. In 2010, she was appointed Director of Strategic Planning, then Director of Marketing, Brand and Services at AXA France in 2011. After having extended her responsibilities to digital, she was appointed Director of Marketing and Digital for the entire AXA Group in 2016.

After joining the Carrefour's Board of Directors in June 2018, Amélie Oudéa-Castéra is Executive Director of E-commerce, Data and Digital Transformation from November 2018 until February 2021.

Since March 2021, Amélie Oudéa-Castéra has been Chief Executive Officer of the French Tennis Federation.

COMPANIES AND ASSOCIATIONS	POSITIONS AND OFFICES HELD	LISTED COMPANY	PLASTIC OMNIUM GROUP COMPANY/ BURELLE SA
FRENCH COMPANY AND ASSOCIATIONS			
Fédération Française de Tennis	Chief Executive Officer		
Eurazeo	Member of the Supervisory Board	✓	

AMANDINE CHAFFOIS

Director representing the employees

**NATIONALITY:** French**BUSINESS ADDRESS:**Plastic Omnium
1, allée Pierre Burelle 92300 Levallois Perret**FIRST APPOINTMENT:**

07/04/2019

END OF CURRENT TERM:

2022

BIOGRAPHY

Amandine Chaffois is a graduate engineer from the *Institut National des Sciences Appliquées* in Lyon and holds a Diploma of Higher Specialized Studies in Purchasing from the *Institut d'Administration des Entreprises de Lyon* from which she graduated at the top of her class.

She joined Plastic Omnium Group in 2004 as part of her end-of-studies internship within Plastic Omnium Industries business line at the Intelligent Exterior Systems business. She then held various positions in the purchasing departments in France, Brazil and the United States.

Amandine Chaffois was promoted to Director of Launches for Europe in September 2018, then Innovation Director for the Intelligent Exterior Systems business line. Since October 1, 2021, she has been Group Vice-Chairwoman Value Chain Sustainability.

Amandine Chaffois was appointed to the Board of Directors of Compagnie Plastic Omnium SE by the French Works Council on July 4, 2019.

IRENEUSZ KAROLAK

Director representing the employees

**NATIONALITY:** Polish**BUSINESS ADDRESS:**Plastic Omnium Auto Inergy
Ul. Budowlana, 28 PL 20-469 Lublin, Poland**FIRST APPOINTMENT:**

05/23/2019

END OF CURRENT TERM:

2022

BIOGRAPHY

Ireneusz Karolak graduated in romance philology from the Marie Curie University – Skłodowska in Lublin.

After starting his career in teaching and research and as a certified translator in French and Spanish, he graduated with a Master's degree in Management and International Business from the *École des Hautes Études Commerciales* in Lille in 1994.

He joined the Plastic Omnium Group in 1999, where he successively held the positions of Quality Controller and Quality Manager. He is currently Purchasing Manager of the Lublin site in Poland within the Clean Energy Systems business.

Ireneusz Karolak was appointed an employee director of Compagnie Plastic Omnium SE by the European Works Council on May 23, 2019.

Information about the censor

In accordance with Article 17 of the Articles of Association, the Board of Directors may appoint one or more censors who attend Board meetings in an advisory capacity. censors are appointed for a term of three years.

JEAN BURELLE

Censor and Honorary Chairman



NATIONALITY: French

BUSINESS ADDRESS:

Burelle SA
1, allée Pierre Burelle 92300 Levallois-Perret

FIRST APPOINTMENT:

02/17/2021

END OF CURRENT TERM:

2024

SHARES HELD:

416,378

BIOGRAPHY

Jean Burelle is a graduate of the Federal Institute of Technology (ETH) in Zurich, and holds an MBA from Harvard Business School.

He started his career in 1966 with L'Oréal and left for Compagnie Plastic Omnium SE in 1967 as Department Head. In 1986, he was appointed Executive Vice-President, and in 1987 became Chairman and Chief Executive Officer, a position that he occupied until June 30, 2001. Jean Burelle was a director of Compagnie Plastic Omnium SE from 1970 to 2021. He has been Honorary Chairman since July 1, 2001.

From July 1, 2001 to December 31, 2018, Jean Burelle was Chairman and Chief Executive Officer of Burelle SA, of which he is still a director. He is also a member of the Supervisory Board of Soparexo SCA.

Jean Burelle was the Chairman of MEDEF International from November 2005 until May 2016, when he became Honorary Chairman and director. From 1977 to 2009, he was a director of Essilor International and Chairman of the directors Committee.

Jean Burelle is an *Officier of the Légion d'Honneur* and an *Officier de l'Ordre National du Mérite*.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
FRENCH COMPANIES AND FOUNDATIONS			
Burelle SA	Director	✓	✓
Burelle Participations	Chairman and Chief Executive Officer (until July 2021)		✓
Sofiparc	Member of the Supervisory Committee		✓
Sycovest 1	Permanent representative of Burelle Participations, itself director		
Soparexo SCA	Member of the Supervisory Committee		
Banque Hottinguer	Member of the Supervisory Committee and the Compensation Committee (until October 2021)		
MEDEF International	Honorary Chairman and Director		
Institut des Relations Internationales	Director		
Association pour le Rayonnement de l'Opéra National de Paris (AROP)	Director Deputy Treasurer		
INTERNATIONAL COMPANIES			
SOGEC 2 SA (Belgium)	Chairman of the Board of Directors Chief Executive Officer		
Financière Protea SA (Belgium)	Chairman of the Board of Directors Director		

3.1.1.3 CHANGES IN THE TERMS OF OFFICE AND POSITIONS OF THE BOARD OF DIRECTORS

Changes in 2021

Renewal of the terms of office of eight directors.

The General Meeting of Shareholders of April 22, 2021 renewed, for a period of three years, the terms of office of:

- Laurent Burelle, director of Compagnie Plastic Omnium SE since 1981;
- Laurent Favre, director of Compagnie Plastic Omnium SE since 2020;
- Burelle SA, represented by Éliane Lemarié, director of Compagnie Plastic Omnium SE since 1987;
- Anne-Marie Couderc, director of Compagnie Plastic Omnium SE since 2010;
- Lucie Maurel Aubert, director of Compagnie Plastic Omnium SE since 2015;
- Prof. Dr. Bernd Gottschalk, director of Compagnie Plastic Omnium SE since 2009;
- Paul Henry Lemarié, director of Compagnie Plastic Omnium SE since 1987;
- Alexandre Mérieux, director of Compagnie Plastic Omnium SE since 2018.

End of the term of office of Mr. Jean Burelle

Prior to reaching the age limit set in the Company's bylaws, the term of office of Jean Burelle, a director since 1970, was not renewed. However, in view of his deep and lasting commitment to the Plastic Omnium Group, as well as the knowledge and expertise that he has brought to the Board, Jean Burelle was appointed as censor by the Board of Directors at its meeting of February 17, 2021, for a term of three years.

End of the term of office of Mr. Jérôme Gallot

Jérôme Gallot, a director since 2006, did not wish to seek the renewal of his term of office.

Changes to the composition of the Board of Directors and Committees in 2022

Renewal of the term of office of a director

At its meeting of February 17, 2022, the Board of Directors decided, on the proposal of the Appointments Committee, to submit to the Annual General Meeting of Shareholders of April 21, 2022, the renewal of Amélie Oudéa-Castéra's term of office as a director for a period of three years expiring at the end of the General Meeting of Shareholders called in 2025 to approve the financial statements for fiscal year 2024.

Amélie Oudéa-Castéra has been an independent director of Compagnie Plastic Omnium SE since 2014. She has been a member of the Audit Committee since 2020.

Following a career as a professional tennis player, Amélie Oudéa-Castéra graduated from IEP Paris and ESSEC Business School. While obtaining a master's degree in law, she won a place at ENA, graduating in April 2004 and taking up a position as Public Auditor with the French Court of Auditors (*Cour des Comptes*).

In 2008, Amélie Oudéa-Castéra joined the AXA Group, working for the Group CFO. In 2010, she was appointed Director of Strategic Planning,

then Director of Marketing, Brand and Services at AXA France in 2011. Having extended her responsibilities to digital, she was appointed Director of Marketing and Digital for the entire AXA Group in 2016.

After joining the Carrefour Board of Directors in June 2018, Amélie Oudéa-Castéra was Carrefour's Executive Director of E-commerce, Data and Digital Transformation from November 2018 until February 2021.

Amélie Oudéa-Castéra has been Chief Executive Officer of the French Tennis Federation since March 2021.

She brings to the Board her managerial and operational experience acquired throughout her career as well as her skills in the fields of finance and digital, and innovation techniques. Amélie Oudéa-Castéra is also very involved in the Audit Committee.

Amélie Oudéa-Castéra's attendance during her eight years in office was 83% for meetings of the Board of Directors and 100% for meetings of the Audit Committee.

Renewal of the term of office of directors representing employees

Amandine Chaffois and Ireneusz Karolak have been directors representing the employees of Compagnie Plastic Omnium SE since 2019.

The three-year terms of office of Amandine Chaffois and Ireneusz Karolak expire on July 4, 2022 and May 23, 2022. Pursuant to Article 11b of the bylaws, the Group Works Council France and the employee representative body of the European Company will be required to appoint the respective representatives by the aforementioned deadlines, for a new term of office of three years.

Appointment of a new director

At its meeting of February 17, 2022, the Board of Directors decided, on the proposal of the Appointments Committee, to submit to the Annual General Meeting of Shareholders of April 21, 2022, the appointment of **Martina Buchhauser**.

A German national, Martina Buchhauser would bring to the Board her industrial experience in the automotive sector, as well as her experience in the field of sustainable development and energy transformation.

Martina Buchhauser graduated with a Bachelor of Science in Business Management and a Master in Management Sciences from Stanford University (United States). She began her career at General Motors in the US in 1985, and later joined Opel AG in Germany, where she was Global Purchasing Director. From 2007 to 2012, she was Vice-Chairwoman, Purchasing, of MAN Camions et Bus and then joined the BMW Group in 2012, where she was responsible for vehicle interiors and electronics. In 2017, she became Senior Vice President, member of the Executive Committee of Volvo Car Corporation (Geely Group) in Sweden, in charge of purchasing.

In 2021, she became Senior Advisor for H&Z Management Consulting in Germany. She is an independent director and member of the Audit Committee of Gränges AB in Sweden and of Sono Group NV in Germany, where she is also a member of the Governance and Appointments Committee.

Martina Buchhauser would bring to the Board of Directors her very broad international experience, extensive knowledge of the automotive sector in the context of its transformation, and of automotive equipment manufacturers, as well as proven financial skills and first-rate managerial experience.

After examining the independence criteria in the AFEP-MEDEF Code, the Board of Directors concluded that Martina Buchhauser could be considered an independent director.

Composition of the Board of Directors and Board Committees following the General Meeting of Shareholders of April 21, 2022

Subject to the approval of the resolutions submitted to the vote of the General Meeting of Shareholders to be held on April 21, 2022, at the end of this General Meeting of Shareholders, the Board of Directors of Compagnie Plastic Omnium SE will be composed of 16 members. The percentage of the independent directors will be 43% and the percentage of women, 57%, directors representing the employees not being taken into account in calculating these rates.

At its meeting of December 10, 2021, the Board of Directors resolved to modify the composition of the Audit Committee and the Compensation Committee at the end of the General Meeting of Shareholders of April 21 2022 and to extend the scope of intervention by the Appointments Committee:

- the Audit Committee will be chaired by Lucie Maurel Aubert. Amélie Oudéa-Castéra and Vincent Labruyère will be members;
- the Compensation Committee will be chaired by Alexandre Mérieux. Anne-Marie Couderc and Anne Asensio will be members;
- the Appointments Committee is modified to take into account the Group's expectations and ambitions in terms of social and environmental responsibility and, from 2022, becomes the Appointments and CSR Committee, chaired by Anne-Marie Couderc; Éliane Lemarié and Lucie Maurel Aubert will be members.

	Age	Male/Female	Independent director	Audit Committee	Compensation Committee	Appointments and CSR Committee
Laurent Burelle	72	M				
Laurent Favre	50	M				
Félicie Burelle	42	F				
Anne Asensio	59	F	◐		▪	
Prof. Dr. Bernd Gottschalk	78	M				
Martina Buchhauser	55	F	◐			
Amandine Chaffois	41	F				
Anne-Marie Couderc	71	F	◐		▪	*
Ireneusz Karolak	62	M				
Vincent Labruyère	71	M		▪		
Éliane Lemarié, permanent representative of Burelle SA	76	F				▪
Paul Henry Lemarié	74	M				
Lucie Maurel Aubert	60	F	◐	*		▪
Alexandre Mérieux	47	M	◐		*	
Cécile Moutet	48	F				
Amélie Oudéa-Castéra	43	F	◐	▪		

◐ Independence within the meaning of the AFEP-MEDEF Code criteria.

▪ Committee member. * Chairman of the Committee.

3.1.1.4 RESPONSIBLE DIRECTORS

Within the scope of the law and the rights and duties of directors as defined in the Internal Rules of the Board of Directors of Compagnie Plastic Omnium SE and in accordance with the AFEP-MEDEF Code, directors are subject to compliance with the rules applicable to the situation of conflict of interest and stock exchange Code of Ethics.

Statements on the position of directors

Existing family ties between directors

Laurent Burelle and Éliane Lemarié are brother and sister, Paul Henry Lemarié is the husband of Éliane Lemarié.

Félicie Burelle is the daughter of Laurent Burelle, and Cécile Moutet and Félicie Burelle are cousins.

There are no family ties between the other directors of Compagnie Plastic Omnium SE.

No conviction or incrimination of directors

Each director has declared, as they do every year, that he/she:

- has not been convicted of fraud in the last five fiscal years;
- has not been involved as a director in a bankruptcy, receivership or liquidation during the last five years;
- is not the subject of an official public offense and/or sanction pronounced by a statutory or regulatory authority;
- has not been prevented by a court from acting as a member of a management, administrative or supervisory body of an issuer, nor from participating in the management or conduct of the affairs of an issuer during the last five years.



Management of conflicts of interest

Directors are required to act in the interests of the Company in all circumstances.

Each year, the Board of Directors examines potential situations of conflicts of interest and the agreements reported to it pursuant to Article 4.2 of its Internal Rules.

Beyond the provisions of the French Commercial Code applicable to related-party agreements, the Board's Internal Rules provide that each director must inform the Board of any conflict that might exist between his or her interests and those of the Company and of any conflict of interest in which he or she might be involved, directly or indirectly, and, if involvement in such conflict cannot be avoided, must refrain from participating in the discussions and decisions on the matters concerned.

On the basis of the declarations prepared by each director in application of the delegated regulation no. (EU) 2019/980 supplementing regulation no. (EU) 2017/1129 called "Prospectus 3," the Board of Directors has not identified any potential conflict of interest between the duties of the directors with respect to Compagnie Plastic Omnium SE and their private interests and/or other duties. In particular, based on the work of the Appointments Committee, the Board of Directors found that there was no business relationship of any nature between the Plastic Omnium Group and any of its directors, which could lead to conflicts of interest.

Information on service contracts binding members of the administrative bodies

No director is bound either to the Company or to its subsidiaries through service contracts providing benefits of any kind.

Stock Exchange ethics

The Board of Directors is aware of the applicable rules on the prevention of insider misconduct, in particular the periods during which trading in securities of the Company is prohibited. It ensures that its Internal Rules and the Stock Exchange Ethics Charter are regularly updated.

Based on legal texts, regulations and market recommendations, Compagnie Plastic Omnium SE's Stock Exchange Ethics Charter reiterates that privileged information must be transmitted and used only strictly within the framework provided for by the law and regulations.

Privileged information is specific non-public information which, if it were to be made public, could have an appreciable influence on the share price. This privileged information can be of three main types in particular: strategic, linked to the definition and implementation of the Group's development policy; recurring, linked to the annual calendar for the production and publication of annual and interim financial statements, regular communications or periodic meetings dedicated to financial information; or *ad hoc*, linked to a given project or financial transaction.

This charter requires the exercise of great caution, where the person with inside information is carrying out financial transactions or is having financial transactions carried out on Plastic Omnium's securities in the stock exchange and points out that misconduct in this regard is subject to criminal penalties. Directors with permanent insider status are particularly requested not to carry out transactions on the securities of Plastic Omnium during certain periods if they have insider information. The Internal Rules of the Board of Directors mention the obligation for all members of the Board of Directors and all censors of Compagnie Plastic Omnium SE to comply with the terms of the charter. Members are periodically reminded of these obligations by the Company.

In the meeting of the Board of Directors of December 10, 2021, each director received the schedule of closed periods for 2022 outside of which they may trade in Plastic Omnium shares.

Furthermore, the directors notify the French Financial Markets Authority (AMF – Autorité des Marchés Financiers) of each transaction carried out by themselves, or by persons closely related to them, involving Plastic Omnium securities (see section 3.2.5 "Summary of transactions reported by executive directors and directors during fiscal year 2021").

3.1.1.5 INDEPENDENT DIRECTORS

Article 4.6 of the Internal Rules provides that the Board of Directors must carry out an annual assessment of the independence of each director with regard to the criteria of the AFEP-MEDEF Code to which it refers, *i.e.*:

Criterion 1: Employee or director during the past five years

Is not or has not been during the past five years:

- employee or executive director of the Company;
- employee, executive director or director of a company consolidated by the Company;
- employee, executive director or director of the Company's parent company or of a company consolidated by this parent company.

Criterion 2: Cross-directorships

Is not an executive director of a company in which the Company directly or indirectly holds an office of director or in which an employee designated as such or an executive director of the Company (at present or having been at any time in the past five years) holds an office of director.

Criterion 3: Significant business relations

Is not a significant customer, supplier, investment banker, corporate banker or adviser:

- of the Company or its Group;
- or for which the Company or its Group represents a significant part of its activity.

The assessment as to whether or not the relationship with the Company or its Group is significant is discussed by the Board, and the quantitative and qualitative criteria leading to this assessment (continuity, economic dependence, exclusivity, etc.) are explained in the annual report.

Criterion 4: Family ties

Does not have close family ties with a director.

Criterion 5: Statutory Auditors

Has not been Statutory Auditor of the Company during the past five years.

Criterion 6: Term of office over twelve years

Has not been a director of the Company for more than twelve years. Loss of status as independent director occurs on the twelfth anniversary of the start of the term of office.

Criterion 7: Status of non-executive director

A non-executive director cannot be considered independent if he or she receives variable compensation in cash or shares or any compensation linked to the performance of the Company or of the Group.

Criterion 8: Status of major shareholder

Directors representing major shareholders in the Company or its parent company may be considered as independent providing these shareholders do not participate in the control of the Company. However, above a threshold of 10% of the capital or voting rights, the Board, based on a report by the Appointments Committee, systematically reviews the classification as independent, taking account of the composition of the Company's capital and the existence of any potential conflict of interest.

At its meeting of February 17, 2022, the Board of Directors, on the proposal of the Appointments Committee, examined the independence of the directors at December 31, 2021. On the proposal of this committee, the Board considered, in accordance with the AFEP-MEDEF Code to which the Company refers, that a director is independent when "He or she has no

relationship of any kind with the Company, its Group or its management that could compromise the exercise of his or her freedom of judgment".

At December 31, 2021, in addition to Laurent Favre and Félicie Burelle, executive directors, the following directors cannot be considered independent:

- Laurent Burelle, Éliane Lemarié, Paul Henry Lemarié and Cécile Moutet are related to at least one of the executive directors;
- Vincent Labruyère and Prof. Dr. Bernd Gottschalk, by virtue of their seniority as directors of Compagnie Plastic Omnium SE, which amounts respectively to 19 years and 12 years;
- Amandine Chaffois and Ireneusz Karolak, directors representing the employees, in accordance with the provisions of Articles L. 22-10-6 et seq. of the French Commercial Code.

INDEPENDENCE OF DIRECTORS WITH REGARD TO THE INDEPENDENCE CRITERIA SET FORTH IN SECTION 9 OF THE AFEP-MEDEF CODE

At December 31, 2021		Employee director in the previous five years	Cross-directorships	Significant business relations	Family ties	Statutory Auditor	Term of office over 12 years	Status of non-executive director	Status of major shareholder
Independent directors	Anne Asensio	✓	✓	✓	✓	✓	✓	✓	✓
	Anne-Marie Couderc	✓	✓	✓	✓	✓	✓	✓	✓
	Lucie Maurel Aubert	✓	✓	✓	✓	✓	✓	✓	✓
	Alexandre Mérieux	✓	✓	✓	✓	✓	✓	✓	✓
	Amélie Oudéa-Castéra	✓	✓	✓	✓	✓	✓	✓	✓
Non-independent directors	Laurent Burelle	⊗	✓	✓	⊗	✓	⊗	✓	⊗
	Félicie Burelle	⊗	✓	✓	⊗	✓	✓	✓	✓
	Laurent Favre	⊗	✓	✓	✓	✓	✓	✓	✓
	Prof. Dr. Bernd Gottschalk	✓	✓	✓	✓	✓	⊗	✓	✓
	Vincent Labruyère	✓	✓	✓	✓	✓	⊗	✓	✓
	Éliane Lemarié, permanent representative of Burelle SA	✓	✓	✓	⊗	✓	⊗	✓	✓
	Paul Henry Lemarié	⊗	✓	✓	⊗	✓	⊗	✓	✓
	Cécile Moutet	✓	✓	✓	⊗	✓	✓	✓	✓
Employee directors	Amandine Chaffois	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	Ireneusz Karolak	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

✓ Criterion for independence met. ⊗ Criterion for independence not met.

At December 31, 2021, five directors out of 13 (excluding directors representing the employees) were considered independent, giving 38% independent directors, in accordance with the provisions of the AFEP-MEDEF Code recommending, for controlled listed companies, a

minimum of one-third independent directors, the number of directors representing the employees not being included in establishing the percentage of independent directors.

3.1.1.6 MULTIPLE DIRECTORSHIPS HELD BY DIRECTORS

The number of corporate offices held by directors in companies outside the Group, including international companies, was assessed at February 17, 2022 in accordance with the recommendations of the

AFEP-MEDEF Code according to which “executive directors must not hold more than two other directorships in listed companies outside their Group, including international companies [...]. Directors must not hold more than four other corporate offices in listed companies outside their Group, including international companies.”

SUMMARY OF MULTIPLE DIRECTORSHIPS HELD BY MEMBERS OF THE BOARD OF DIRECTORS

At February 17, 2022	Number of mandates in listed companies external to the Plastic Omnium Group	Compliance with the AFEP-MEDEF Code criteria
Laurent Burelle	1	✓
Laurent Favre	0	✓
Félicie Burelle	1	✓
Anne Asensio	1	✓
Anne-Marie Couderc	1	✓
Prof. Dr. Bernd Gottschalk	1	✓
Vincent Labruyère	0	✓
Paul Henry Lemarié	1	✓
Éliane Lemarié, permanent representative of Burelle SA	1	✓
Lucie Maurel Aubert	0	✓
Alexandre Mérieux	1	✓
Cécile Moutet	0	✓
Amélie Oudéa-Castéra	1	✓
Amandine Chaffois	0	✓
Ireneusz Karolak	0	✓

3.1.2 CONDITIONS FOR THE PREPARATION AND ORGANIZATION OF THE WORK OF THE BOARD OF DIRECTORS

3.1.2.1 FUNCTIONING OF THE BOARD OF DIRECTORS

In fiscal year 2021, the governance of Compagnie Plastic Omnium SE was adapted to ensure the continuation of its various missions in the context of health and movement restrictions. While face-to-face participation in Board meetings is essential, the context of Covid-19 in 2021 was taken into account by increasing the use of digital resources, in particular for the communication of Board and Committee preparation files. Meetings were also held online to enable the Board of Directors to fulfill its duties.

The Board of Directors met six times in 2021. A meeting was held on 19 October 2021 at the Sigmatech research and development center in the Rhône-Alpes region, in order to present the Group's innovations and areas of research to the members of the Board of Directors, in particular in the exterior body parts business.

Frequency, duration and participation in meetings

The work of the Board is set out in Article 12 of the bylaws, and its organization is described in Article 2 of the Internal Rules of the Board of Directors.

The Board of Directors meets as often as the interests of the Company require and, pursuant to the Internal Rules, at least four times per year. Board meetings may be held by any means of videoconferencing or telecommunication allowing the identification of directors and ensuring their effective participation in accordance with the terms and conditions laid down in the Internal Rules.

In accordance with Article 11 of the bylaws, all directors must own at least 900 shares of the Company. This obligation does not apply to directors representing employees.

The functions of Chairman of the Board of Directors and Chief Executive Officer have been separate since 2020. Laurent Burelle is Chairman of the Board of Directors, Laurent Favre is Chief Executive Officer and Félicie Burelle is Managing Director.

The Corporate Secretary assumes the responsibilities of the secretariat of the Board and draws up the minutes of its meetings.

Executive sessions

The directors meet at least once a year without the presence of executive directors and family directors, to conduct an overview of the functioning of governance and to assess the performance of the Chief Executive Officer and Managing Director. The Chairwoman of the Appointments Committee chairs this meeting. She informs the members of the Board of Directors of the holding of these meetings and of their main conclusions. An executive session was held on December 10, 2021.

Attendance

The preparation and holding of Board meetings require significant investment and availability on the part of the directors. In 2021, the average attendance rate at Board meetings was 97%. The individual rate at Board and Committee meetings is detailed below. The breakdown of the compensation awarded to the directors, established according to the attendance of each of them at the meetings of the Board and the various committees, is detailed in paragraph 3.2.1 "Compensation in 2021 of directors" of this document.

INDIVIDUAL ATTENDANCE OF DIRECTORS AT BOARD AND COMMITTEE MEETINGS IN 2021

Directors	Board of Directors		Audit Committee		Compensation Committee		Appointments Committee	
	Number of meetings	Attendance rate	Number of meetings	Attendance rate	Number of meetings	Attendance rate	Number of meetings	Attendance rate
Laurent Burelle	6/6	100%	-	-	-	-	-	-
Laurent Favre	6/6	100%	-	-	-	-	-	-
Félicie Burelle	6/6	100%	-	-	-	-	-	-
Anne Asensio	6/6	100%	-	-	2/2	100%	-	-
Amandine Chaffois	6/6	100%	-	-	-	-	-	-
Anne-Marie Couderc	5/6	83%	-	-	2/2	100%	2/2	100%
Prof. Dr. Bernd Gottschalk ^(a)	6/6	100%	-	-	1/1	100%	-	-
Ireneusz Karolak	6/6	100%	-	-	-	-	-	-
Vincent Labruyère	6/6	100%	3/3	100%	-	-	-	-
Paul Henry Lemarié	6/6	100%	-	-	-	-	-	-
Éliane Lemarié, permanent representative of Burelle SA	6/6	100%	-	-	-	-	2/2	100%
Lucie Maurel Aubert	6/6	100%	3/3	100%	-	-	2/2	100%
Alexandre Mérieux	6/6	100%	-	-	1/1	100%	-	-
Cécile Moutet	5/6	83%	-	-	-	-	-	-
Amélie Oudéa-Castéra	5/6	83%	3/3	100%	-	-	-	-
Jean Burelle ^(a)	6/6	100%	-	-	-	-	-	-
Jérôme Gallot ^(b)	1/1	100%	-	-	-	-	-	-
OVERALL ATTENDANCE RATE		97%						

(a) Director until April 21, 2021 and censor since February 17, 2021.

(b) Director until April 21, 2021.

(c) Member of the Compensation Committee until April 2021.

(d) Member of the Compensation Committee since April 2021.

Senior Executive procedures

At its meeting of September 24, 2019, the Board of Directors resolved to split the positions of Chairman of the Board of Directors and Chief Executive Officer. This split of positions took effect on January 1, 2020. Since that date, Laurent Burelle has continued as Chairman of the Board of Directors and Laurent Favre is Chief Executive Officer.

At the proposal of the Appointments Committee, Félicie Burelle was appointed Managing Director from January 1, 2020.

Role of the Chairman of the Board of Directors

Laurent Burelle, as Chairman of the Board of Directors, organizes and directs the work of the Board, on which he reports to the General Meeting of Shareholders. He chairs Board meetings, directs the discussions and ensures compliance with the provisions of the Internal Rules. He seeks to ensure the quality of discussions and to promote collective decision-making. He also ensures that the Board devotes sufficient time to its discussions, giving each item on the agenda time proportionate to the importance it represents for the Company. The directors collectively ensure that there is a correct balance in the speaking time of each one of them. The Chairman ensures that the questions asked in line with the agenda receive appropriate answers.

The Chairman ensures that Board meetings and committees operate smoothly, the meetings of which he may attend and submit questions for

opinion, and that principles of good governance apply. In particular, he ensures that the directors are provided with the clear and appropriate information necessary to the performance of their duties in a timely manner.

In accordance with the Internal Rules, the directors are required to immediately report to the Chairman and the Board any situation of conflict of interest, even potential, as well as any draft agreement entered into by the Company and to which they are or may be directly or indirectly involved.

The Chairman of the Board chairs Board meetings and prepares its work.

As such, he:

- convenes meetings of the Board according to a schedule of meetings communicated to the directors and decides whether to convene the Board at any other time if necessary;
- prepares the agenda, supervises the creation of the Board file and ensures the completeness of the information contained therein;
- ensures that certain topics are discussed by the committees in preparation for Board meetings and ensures that they have the power to make proposals to the Board;
- leads and directs the discussions of the Board;
- ensures that directors comply with the provisions of the Board's Internal Rules;
- prepares and organizes, in conjunction with the Appointments Committee, the periodic assessment of the Board.

The Chairman ensures the proper organization of the General Meetings of Shareholders which he chairs, answers shareholders' questions and more generally ensures good shareholder relations.

Should the Chairman be unable to attend, he is replaced by the Chief Executive Officer, if the Chief Executive Officer is himself a director, or otherwise by a Managing Director or by another director chosen by the Board at the beginning of the meeting.

Relations between the Chairman of the Board of Directors and Senior Executives

Taking into account the experience and expertise of Laurent Burelle as well as his in depth knowledge of the Group and automotive industry markets, the Chairman acts in close collaboration with the Chief Executive Officer who, with the support of the Managing Director, is responsible for the management and operational management of the Company. The Board of Directors decided to extend the missions entrusted to the Chairman in 2021.

At its meeting of February 17, 2021, the Board of Directors decided on the following distribution of responsibilities:

The Chief Executive Officer manages the Company in close collaboration with the Chairman, who sets the strategic direction.

The Chairman approves the annual budget and the five-year strategic plan, after being regularly informed by the Chief Executive Officer of the progress of its preparation; disposal & acquisition projects with a value of more than €50 million or revenue exceeding €100 million; movements within the Executive Committee; the raising or cancellation of loans and

banking agreements; strategic changes related to the Corporate Social Responsibility (CSR) policy.

The Chairman, in close collaboration with the Chief Executive Officer, is responsible for banking relations with the Senior Executives of banking institutions.

The Chief Executive Officer regularly informs the Chairman of the progress of the external communication projects that he submits to him for approval.

The Board of Directors considers that this organization guarantees the sustainability of the Group's performance, values and commitments as well as the quality of its governance.

Relations between the Board of Directors and Senior Executives

The Senior Executives communicate transparently with the directors and keep them regularly informed of the Company's operations and its performance.

The Board has the means to deal freely with issues that concern it, in particular the Company's strategic orientations, to monitor and ensure their implementation and to control their proper management.

The Chairman of the Board of Directors is kept regularly informed by the Chief Executive Officer of significant events in the Group. If necessary he informs members of the Board in between meetings. Only the Chairman is entitled to speak on behalf of the Board. He conducts the work of the Board in order to obtain the support and commitment of the directors for the actions of the Chief Executive Officer and to ensure the development of the Company with complete confidence.

The Board of Directors may meet at any time depending on current events.

Directors' rights and obligations

The Internal Rules of the Board of Directors provide that its members are subject to obligations such as to:

- act in the corporate interest;
- inform the Chairman of the Board and the Board of any situation of conflict of interest, even a potential one, and refrain from voting on any deliberation for which such a situation of conflict of interest exists;
- perform their duties in compliance with legal provisions, in particular those relating to limits on the number of terms of office, and attend Board and Committee meetings;
- be informed so that they can make a useful contribution to the topics on the agenda;
- consider themselves bound by a true professional secrecy and be bound by an obligation of loyalty;
- comply with the Company's Stock Exchange Ethics Charter, in particular with regard to securities transactions;
- inform the Chairman of the Board of Directors without delay of any agreement entered into by the Company in which they are directly or indirectly interested or which has been entered into by an intermediary.

Directors' information

The Chairman of the Board of Directors shall provide the directors with sufficient time to enable them to fully perform their duties. In addition, the Chairman of the Board of Directors constantly communicates to the members of the Board any material information concerning the Company. Each director receives and may request all information necessary for the performance of their duties. For this purpose, the directors may meet with the key executive directors of the Company and the Group as soon as the Chairman of the Board of Directors has been informed in advance.

At the request of the Chairman of the Board of Directors or a director, an operational director may be invited to any meeting of the Board devoted to the prospects and strategies of their sphere of business.

3.1.2.2 ASSESSMENT OF THE BOARD OF DIRECTORS' ORGANIZATION AND FUNCTIONING

The Chairman of the Board of Directors participates in organizing the Board's periodic self-assessment and the reflections on governance matters relating to the Board's functioning.

Once a year, the Board devotes an item on its agenda to the assessment of its functioning in order to:

- improve its effectiveness;
- verify that important issues are properly prepared and discussed within the Board;
- measure the effective contribution of each member to its work.

For this purpose, once a year, the Board of Directors discusses its functioning, and every three years it conducts a formal evaluation carried out by the Appointments Committee, with the assistance of an external consultant where necessary, and in accordance with the recommendations of the AFEP-MEDEF Code.

The shareholders are informed each year in the report on corporate governance, of the performance of the assessment and follow-up measures.

The Appointments Committee meeting of December 11, 2020 initiated a formal assessment of the Board of Directors with the help of an external consultant. This formal assessment was carried out during the first quarter of 2021. All members of the Board of Directors were asked to provide their opinions anonymously.

The conclusions of this formal assessment and the resulting action plan were brought to the attention of the Board of Directors of October 19, 2021.

This assessment shows that the work of the Board is taking place under a **presidency** conducted with know-how and expertise, allowing effective decision-making and promoting discussion between its members, who benefit from transparent and full information on the Company's activity.

The frequency and duration of Board and Committee meetings are deemed satisfactory. The meetings organized by videoconference during the health crisis took place satisfactorily. The Board was able to make its decisions, having been provided with information in advance. However, the directors noted that remote holding of Board and Committee meetings is a barrier to the conviviality of the meetings. As soon as the health situation made it possible, face-to-face meetings were able to resume, while giving the opportunity to participate in meetings by videoconference to directors who are, exceptionally, unable to travel.

Directors emphasized **the quality of information**, which is provided in full and is detailed, and which is communicated to them before each meeting of the Board and committees and which promotes the quality of discussions.

Directors considered that **Board of Directors' meeting agendas** are adapted to the economic situation and cover all subjects. The in-depth presentation of revenue, the automotive market and new technologies allow directors to be immersed in Plastic Omnium's operational business. Since the summer of 2021, a regular update has been devoted to the impacts of the health crisis and semiconductors on the Company's operations enabled them to be well informed of the measures taken to deal with it.

The directors do not consider it necessary to appoint a **Lead Director**, in light of the composition and functioning of the Board. This appointment would be of limited interest, as the directors wished to maintain a direct relationship with the Chairman and Senior Executives.

They also believe that the attention paid to **conflicts of interest** is well managed by the rules in force. They attach particular importance to the annual analysis of the independence of the directors and to the assessment made, since 2020, of agreements relating to ordinary operations and concluded under arm's length conditions.

The **directors representing employees** appreciated the training offered to them and their positive and useful contribution to the work of the Board of Directors was unanimously acknowledged.

The following **areas for improvement** were also included: the continued involvement of the Board of Directors in social and environmental responsibility. The extension of the powers of the Appointments Committee, decided in December 2021, in order to extend its skills to the field of CSR, contributes to this area of improvement. In addition, since the summer of 2021, the digitization of Board and Committee documents made available to directors on an electronic platform has contributed to the improvement of the Board's operations.

3.1.2.3 RESPONSIBILITIES AND POWERS OF THE BOARD OF DIRECTORS

Responsibilities of the Board

By virtue of the legal and regulatory provisions and of Article 11 of the bylaws, the Board of Directors sets the Group's strategies and ensures their implementation. Subject to the powers expressly conferred on shareholders' meetings and within the limits of the Company's objects, the Board examines any question in connection with the smooth running of the Company and through its deliberations settles matters concerning it. It is committed to promoting the long-term creation of value by the business, taking into due consideration the social and environmental implications of its activities. The Board ensures that shareholders receive relevant and informative information on the Company's strategy, development model and the account taken of the significant non-financial issues for the Company as well as its long-term outlook. The Board of Directors carries out the controls and verifications that it deems necessary. The directors control the Company's economic and financial management, they review and approve the broad lines of actions considered by the Senior Executives, which implement them.

To this end, the Board constantly seeks a working method which, while strictly complying with the law and regulations, is conducive to the conditions of good corporate governance.

The works of the Board of Directors are based on its regularly updated Internal Rules, which aim at completing the legal, regulatory and statutory rules and the industry recommendations that the Board refers to.

Powers of the Board of Directors

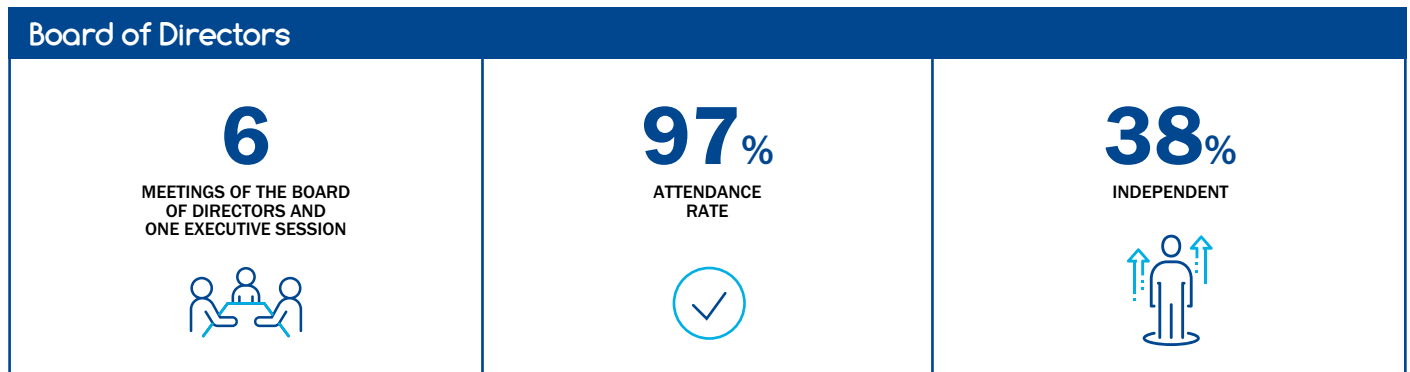
The balance of powers within the Board of Directors is based mainly on its consistent and harmonious composition and on the qualities of its members. The diversity and complementarity of the directors' experiences and expertise (entrepreneurial, international, financial, industrial, digital, etc.) enables quick and in-depth understanding of the issues involved in the Plastic Omnium Group's development.

The balance between long-serving, seasoned directors and those more recently appointed allows a new vision to be combined with the consistency of long-term decisions.

Senior Executives have the broadest powers to act under any circumstances in the name of the Company, within the limits of the corporate purpose and subject to the powers that the law expressly grants to General Meetings of Shareholders and to the Board of Directors. The Internal Rules of the Board of Directors contain limits on his powers to take certain decisions which, on account of their purpose or their amount, are subject to the prior approval of the Board of Directors.

Thus, the Board of Directors must approve material transactions likely to affect the Group's strategy or significantly change its financial structure or scope of businesses.

3.1.3 ACTIVITIES OF THE BOARD OF DIRECTORS



During 2021, the Board of Directors met six times. The Attendance rate at Board meetings was 97%. Attendance rate at the meetings of the committees of the Board of Directors was 100%. The average individual attendance rate for Board of Directors' and Committee meetings for 2021 is shown, for each director, in section 3.1.2.1.

The agenda of the Board of Directors is drawn up by the Chairman of the Board of Directors in consultation with the Chief Executive Officer.

The Board is regularly informed of the work of the various committees by their Chairman and takes its decisions based on their recommendations.

In 2021, the Board's activity mainly focused on the following topics:

Group strategic orientations and monitoring of its businesses

- the definition of the new strategic plan;
- the operational implementation of the strategic directions taken in the field of hydrogen mobility and definition of the scope of the Group's new Division, Plastic Omnium New Energies;
- research and innovation;

- impact of the environmental, social and governance (ESG) criteria on the Group's strategy;
- the Group's digital ambition and its contribution to the implementation of the strategic plan;
- review of the various issues relating to the Group's industrial activities;
- monitoring of the impact of the health crisis (Covid-19) on the Group's business and the measures taken to address it socially, operationally and financially;
- the impact of the semiconductor shortage and the measures taken to address it;
- the integration of the Group's commitments in terms of Sustainable Development, with regard to the challenges specific to its activities and its objectives;

Investments and asset sales

- monitoring the acquisitions, their consolidation into the Group, the synergies developed, the implementation of the business plan and the value created for the Plastic Omnium Group;
- progress reports on ongoing projects;

Finance, audit and risks

- the approval of the parent company and consolidated financial statements, the proposed appropriation of net income and draft press releases;
- approval of management planning documents;
- approval of the budget and medium-term business plan;
- analysis of the Group's annual risk review;
- the renewal of the annual authorizations granted to the Chief Executive Officer to issue bonds and to issue sureties, endorsements and guarantees;
- analysis of financial studies and analysts' notes;
- the statement of asset impairments made in 2021;
- analyses of current agreements entered into during the year or in previous years but which remained in force during the fiscal year;
- analysis of related-party agreements entered into and authorized during the fiscal year or during previous fiscal years but which continued to be executed during the last fiscal year, or whose execution has not yet taken place at the time of the review;
- the reclassification or downgrading of any related-party agreement to a regulated agreement or a current agreement, as the case may be, in view of the qualification criteria defined by law, case law and professional organizations and used by the Group;

Governance, appointments and compensation

- the proper conduct of the Group's governance;
- assessment of its own functioning and its development;
- adoption of the charter relating to the identification and evaluation of related-party agreements and free agreements;
- the holding of shares by directors and changes in compensation rules;
- the compensation of executive directors and the performance share plan;
- preparation of the Combined General Meeting;
- the process of selecting the Statutory Auditors with a view to appointing a replacement for Mazars, whose term of office expires at the close of the General Meeting of Shareholders of April 21, 2022.

3.1.4 ACTIVITY OF THE BOARD OF DIRECTORS' COMMITTEES

3

Discussions and decisions of the Board of Directors are assisted by the work of its specialized committees which report to it after each of their meetings. The details of the missions of each committee are given in the Internal Rules of the Board of Directors.






The Board of Directors' committees are responsible for studying all matters relating to the Company that the Board or its Chairman submits for them to examine and issue an opinion, preparing the tasks and decisions of the Board relating to these subjects or projects and reporting their conclusions to the Board in the form of minutes, proposals, opinions, information memorandums or recommendations. The committees carry out their duties under the responsibility of the Board of Directors. A committee may not on its own initiative deal with matters outside the framework of its own responsibilities. Committees do not have decision-making power.

The Board of Directors, on the proposal of its Chairman, and following the recommendation of the Appointments Committee, appoints members of the committees as well as the committees' Chairpersons, taking into account the skills and experience of the directors.

To carry out their work, after having informed the Chairman of the Board of Directors and subject to reporting to the Board of Directors, the committees may hear any responsible person within the Group and/or request technical studies on subjects falling within their areas of responsibility, at the expense of the Company. In the event of recourse by the committees to the services of external consultants, the committees must ensure the objectivity of the consultant concerned.

Three committees support the Board of Directors: the Audit Committee, the Appointments Committee and the Compensation Committee. Secretarial services for Board committees are provided by the Corporate Secretary.

AUDIT COMMITTEE

Audit Committee				Chairman Vincent Labruyère
<p>3</p> <p>MEETINGS OF THE AUDIT COMMITTEE</p> 	<p>100%</p> <p>ATTENDANCE RATE</p> 	<p>2</p> <p>WOMEN</p> 	<p>1</p> <p>MAN</p> 	<p>67%</p> <p>INDEPENDENT</p> 

The Audit Committee is composed of three members. Vincent Labruyère, Lucie Maurel Aubert and Amélie Oudéa-Castéra. The Audit Committee met three times during the fiscal year 2021 with an overall participation rate of 100%. The Statutory Auditors attended all meetings, as did the Group's Finance Department.

Principal missions

The principal missions of the Audit Committee are:






- monitoring the basis of preparation for the Group's financial information;
- monitoring the legal audit of the annual financial statements and consolidated financial statements by the Statutory Auditors;
- reviewing the Statutory Auditors' audit plans and engagement program and the outcome of their verifications;
- monitoring the independence of the Statutory Auditors;
- monitoring the efficacy of the internal control and risk systems;
- monitoring the Group's major exposures and sensitivity to risks;
- warning the Chairman of the Board in the event of detection of a major risk, which, according to him, has not been treated appropriately;
- reviewing the program and objectives of the Internal Audit Department, as well as the methods and procedures of the internal control systems used;
- reviewing the scope of consolidation and reasons why some companies would not be included;
- reviewing matters likely to have a significant impact on the Group's financial situation.
- review of the audit plan and the outcome of the verification carried out, their recommendations as well as the action taken as part of the statutory audit;
- implementation of the regular assessment procedure for current agreements entered into under normal conditions;
- review of the methods used and the results of asset impairment tests carried out in 2021;
- review of the audits carried out by the Statutory Auditors with regard to social, environmental and societal information;
- monitoring of the internal audit activity, the committee having concluded that internal audit has carried out a detailed review of the key processes with exacting criteria;
- study of the risk mapping and associated action plans, in particular the risk related to industrial security and the launch of programs as well as environmental and IT risks, including cybersecurity and the review of the security system deployed within the Group;
- reviewing of significant off-balance sheet commitments, risk factors and risk mapping, the committee having concluded that risk management is controlled and assumed at the operational level and the level of central departments;
- review of the deployment of the anti-corruption compliance program;
- review of the actions undertaken regarding compliance with the GDPR regulations;
- review of the report of the Board of Directors on corporate governance;
- information on legal risks and potential disputes and major facts that are likely to have a significant impact on the financial position of the Plastic Omnium Group;
- review of the process for selecting the Statutory Auditors with a view to replacing Mazars whose term of office expires at the close of the General Meeting of Shareholders of April 21, 2022.

Main activities in 2021

The activities of the Audit Committee focused on the following topics:

- approval of the 2020 statutory and consolidated financial statements;
- review of interim statutory and consolidated financial statements at June 30, 2021;
- review of Statutory Auditors' reports;
- estimates and forecasts at 2021 year-end;

COMPENSATION COMMITTEE

Compensation Committee				Chairwoman Anne-Marie Couderc
2 MEETINGS OF THE COMPENSATION COMMITTEE 	100% ATTENDANCE RATE 	2 WOMEN 	1 MAN 	100% INDEPENDENT 

The Compensation Committee is composed of three members: Anne-Marie Couderc, Anne Asensio and Alexandre Mérieux. The Compensation Committee met two times in fiscal year 2021 with an overall participation rate of 100%.

Principal missions





- drafting proposals for the compensation of executive directors and conditions for the grant thereof;
- proposals relating to the pension and insurance plans;
- fixing the overall amount of the compensation of directors to be submitted to the General Meeting and the distribution method;
- determining the incentive plan policy, mainly including plans for the allocation of performance shares.

Main activities in 2021

- reviewing the fixed compensation and variable components of executive directors and recommendations to the Board;
- analyzing the performance of executive directors in 2020 and communicating to the Board the recommendation of an annual variable compensation for 2020;
- analyzing the performance of executive directors in 2021 in the context of the health crisis and communicating to the Board the recommendation of an annual variable compensation for 2021;

- analyzing and proposing performance share allocation plans for 2020 and 2021;
- analyzing and considering the structure of the executive directors' annual variable compensation and the targets for 2022;
- preparing the draft resolutions presented to the General Meeting of Shareholders of April 22, 2021 (*ex-ante* vote on the compensation policy for 2021 and *ex-post* vote on the components of compensation paid to executive directors in respect of 2020) and presentation of compensation ratios;
- retirement of managers: review of the situation of each executive director and proposal for a new supplementary pension plan based on Article L. 137-11-2 of the French Commercial Code and applicable to executive directors;
- distributing the amount allocated to the directors as compensation for their activity on the Board of Directors and its committees, in application of the rules set on its recommendation.

APPOINTMENTS COMMITTEE

Appointments Committee			Chairwoman Anne-Marie Couderc
<p>2</p> <p>APPOINTMENTS COMMITTEE MEETINGS</p> 	<p>100%</p> <p>ATTENDANCE RATE</p> 	<p>3</p> <p>WOMEN</p> 	<p>67%</p> <p>INDEPENDENT</p> 

The Appointments Committee is composed of three members: Anne-Marie Couderc, Éliane Lemarié and Lucie Maurel Aubert. The Appointments Committee met twice in fiscal year 2021 with an overall participation rate of 100%.

Principal missions

- consideration and recommendations to the Board regarding procedures for the exercise of powers by Senior Executives;
- opinion on the proposal of the Chief Executive Officer for the appointment of Managing Directors;
- recommendation for new directors to the Board;
- examination of the qualification of independent directors, reviewed by the Board of Directors every year;
- verification of the proper application of the Corporate Governance Code referred to by the Company;
- discussion on issues pertaining to the governance related to the working and organization of the Board;
- preparation of succession plans for executive directors in the event of unforeseen vacancies.

Main activities in 2021

- examination of the succession plans for executive directors with a view to ensuring the continuity of Senior Executives' work;
- proposal to execute the responsibilities of the Chief Executive Officer and the Chairman of the Board of Directors;

- proposal to renew the terms of office of Laurent Burelle, Laurent Favre, Éliane Lemarié, Anne-Marie Couderc, Lucie Maurel Aubert, Prof. Dr. Bernd Gottschalk, Paul Henry Lemarié, and Alexandre Mérieux; these renewals having been approved by the General Meeting of Shareholders of April 22, 2021;
- proposal to appoint Jean Burelle as censor in accordance with the bylaws;
- proposal not to appoint a new director to replace Jérôme Gallot, who did not wish to be reappointed as director at the end of the General Meeting of Shareholders of April 22, 2021.
- reflection on the composition of the Board Committees and proposals for changes with effect from the 2022 General Meeting of Shareholders, in order to comply with the recommendations of the AFEP-MEDEF Code;
- review of the status of each director with regard to conflict of interest obligations;
- review of the independence of each director with respect to the criteria listed in the AFEP-MEDEF Code;
- review of the report of the Board of Directors on corporate governance;
- determination of the methods for the Board of Director's annual assessment.

3.2 COMPENSATION OF MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE DIRECTORS

3.2.1 COMPENSATION IN 2021 OF DIRECTORS

The information in this paragraph relating to the compensation of the directors of Compagnie Plastic Omnium SE (directors and executive directors), required by Articles L. 22-10-9 and L. 22-10-34 II and III of the French Commercial Code, is submitted for approval to the General Meeting of Shareholders of April 21, 2022.

AMOUNT OF COMPENSATION PAID (in euros)

Directors	2021 Fiscal year (Six Board meetings and seven Committee meetings)	2020 Fiscal year (Six Board meetings and seven Committee meetings)
Laurent Burelle	57,254	51,491
Laurent Favre	44,054	40,270
Félicie Burelle	44,054	40,270
Anne Asensio	50,054	46,271
Anne-Marie Couderc	51,911	55,471
Prof. Dr. Bernd Gottschalk	47,054	46,271
Vincent Labruyère	55,454	51,671
Paul Henry Lemarié	44,054	40,270
Éliane Lemarié, permanent representative of Burelle SA	50,054	46,271
Lucie Maurel Aubert	59,054	55,271
Alexandre Mérieux	47,054	33,559
Cécile Moutet	36,711	33,559
Amélie Oudéa-Castéra	53,054	46,271
Amandine Chaffois	44,054	40,270
Ireneusz Karolak	44,054	40,270
Jean Burelle*	-	40,270
Jérôme Gallot*	7,342	40,270
SUB-TOTAL	735,261	747,996
* Director until April 22, 2021		
Censor		
Jean Burelle*	44,054	-
TOTAL	779,315	747,996
* Censor since February 17, 2021		

3.2.1.1 COMPENSATION PAID OR AWARDED TO DIRECTORS AND THE CENSOR DURING FISCAL YEAR 2021

A total amount of €779,315, within the limits of the budget of €790,000 approved by the General Meeting of Shareholders of April 22, 2021, was distributed to directors and the censor in respect of fiscal year 2021, for a total of six Board meetings and seven Committee meetings.

The attendance rate at meetings for 2021 was 97% for the Board of Directors, 100% for the Audit Committee, 100% for the Compensation Committee and 100% for the Appointments Committee.



3.2.1.2 COMPENSATION PAID OR AWARDED TO EXECUTIVE DIRECTORS IN RESPECT OF FISCAL YEAR 2021

This report, prepared by the Board of Directors, upon the proposal of the Compensation Committee, in accordance with the provisions of Article L.22-10-8 of the French Commercial Code, presents the total compensation and all benefits in kind paid during 2021 to executive directors. It describes and distinguishes between the fixed, variable and exceptional elements that make up that compensation and those benefits as well as the criteria used to calculate them or the circumstances giving rise to them.

In accordance with the provisions of the AFEP-MEDEF Code, compensation paid to executive directors is defined by the Board of Directors based on the proposal of the Compensation Committee. It is presented at the Annual General Meeting of Shareholders and subject to a binding vote in accordance with Articles 22-10-8 and L. 22-10-34 of the French Commercial Code. The compensation policy is reviewed every year by the Compensation Committee. In its recommendations to the Board of Directors, it proposes a compensation policy in line with the corporate interest and the practices of comparable international groups for similar positions based on a benchmark including CAC 40 and SBF 120 companies.

In accordance with the recommendations of Article 25.2 of the AFEP-MEDEF Code, the Chairman of the Board of Directors, who is a non-executive director, does not receive any variable compensation linked to the Company's performance.

The compensation of other executive directors includes:

- a fixed annual compensation;
- a variable portion balanced in relation to total compensation, the purpose of which is to reflect the personal contribution of the executive director to the development of the Group and the improvement of its results;
- a long-term incentive portion subject to performance conditions.

Strict performance criteria are set for both the variable portion and the long-term incentive portion and maintain a link between the Group's performance and executive compensation, thus contributing to the Company's strategy and sustainability.

The compensation policies applicable to the Chairman of the Board of Directors, the Chief Executive Officer and the Managing Director, from 2022, are discussed in section 3.2.2.

3.2.1.2.1 Fixed compensation

In respect of fiscal year 2021

Laurent Burelle, Chairman of the Board of Directors, received an annual fixed compensation of €950,000.

The annual fixed compensation of **Laurent Favre, Chief Executive Officer**, amounted to €900,760 for fiscal year 2021. In addition to this annual fixed compensation, an annual benefit in kind is valued at €12,726.

The annual fixed compensation of **Félicie Burelle, Managing Director**, amounted to €500,760 for the period in question, plus an annual benefit in kind valued at an amount of €11,814.

3.2.1.2.2 Variable compensation

It should be noted that Laurent Burelle, Chairman of the Board of Directors, does not receive any variable compensation for his duties.

Variable compensation of Laurent Favre in respect of 2021

The base amount of the annual variable compensation of Laurent Favre amounts to €1,000,000 if the targets are achieved at 100%. It can vary between 80% and 120% of this amount, depending on the achievement of the targets set by the Board of Directors. The variable compensation can thus vary between €800,000 if the criteria are 80% achieved and €1,200,000 euros if the criteria are 120% achieved.

The Board assesses the performance in relation to three financial criteria (free cash-flow, net profit (loss) attributable to owners of the parent company and operating margin), each weighted at 20% of the total. A further 20% relates to performance in executing the strategy, including the implementation of the project to reduce structural costs, the rollout of the hydrogen strategy, development of the business, and the innovation strategy. Lastly, the "ESG" criteria is also weighted at 20%, and includes the definition of a carbon neutrality strategy for the Group, the compliance policy, safety and diversity within the Plastic Omnium Group.

The quantifiable part of the criteria therefore represents 60% and the qualitative part 40%. The trigger threshold of 80% is assessed for each of the criteria; below this threshold, the criterion is not met and the corresponding share of compensation is not awarded. If achievement of a criterion is assessed at above 120%, the criterion weighting remains 120%. Outperformance on one criterion is not transferable to another criterion. Thus, in total, the variable compensation cannot exceed 120% of the amount set at €1,000,000 for the Chief Executive Officer in 2021.

At its meeting of February 17, 2022, the Board of Directors, on the recommendation of the Compensation Committee:

- noted that the achievement rate of the quantifiable criteria was 100%, broken down as follows: operating margin: 100%, free cash-flow: 100%; net profit (loss) (attributable to owners of the parent company): 100%;
- decided that the achievement rate for each of the qualitative criteria significantly exceeded the Board's expectations.

Consequently, the overall rate of achievement of the criteria used to determine Laurent Favre's variable compensation is 120%.

The amount of the variable portion for fiscal year 2021 is therefore €1,200,000. It will only be paid to Laurent Favre if the shareholders vote in favor at the General Meeting of Shareholders of April 21, 2022.

Variable compensation of Félicie Burelle in respect of 2021

The base amount of the annual variable compensation of Félicie Burelle amounts to €500,000 if the targets are fully achieved. It can vary between 80% and 120% of this amount, depending on the achievement of the targets set by the Board of Directors. The variable compensation can thus vary between €400,000 if the criteria are 80% achieved and €600,000 euros if the criteria are 120% achieved.

The Board assesses the performance in relation to three financial criteria (free cash-flow, net profit (loss) attributable to owners of the parent company and operating margin), each weighted at 20% of the total. A further 20% relates to performance in executing the strategy, including the implementation of the project to reduce structural costs, the rollout of the hydrogen strategy, development of the business, and the innovation strategy. Lastly, the "ESG" criteria is also weighted at 20%, and includes the definition of a carbon neutrality strategy for the Group, the compliance policy, safety and diversity within the Plastic Omnium Group.

The quantifiable part of the criteria represents 60% and the qualitative part 40%. The trigger threshold of 80% is assessed for each of the criteria; below this threshold, the criterion is not met and the corresponding share of compensation is not awarded. If achievement of a criterion is assessed at above 120%, the criterion weighting remains 120%. Outperformance on one criterion is not transferable to another criterion. Thus, in total, the variable compensation cannot exceed 120% of the amount set at €500,000 for the Managing Director in 2021.

At its meeting of February 17, 2022, the Board of Directors, on the recommendation of the Compensation Committee:

- noted that the achievement rate of the quantifiable criteria was 100%, broken down as follows: operating margin: 100%, free cash-flow: 100%, net profit (loss) (attributable to owners of the parent company): 100%;
- decided that the achievement rate for each of the qualitative criteria significantly exceeded the Board's expectations.

Consequently, the overall rate of achievement of the criteria used to determine the variable compensation of Félicie Burelle is 120%.

The amount of the variable portion for fiscal year 2021 is therefore €600,000. It will only be paid to Félicie Burelle subject to the favorable vote of the shareholders at the General Meeting of Shareholders of April 21, 2022.

3.2.1.2.3 Incentive compensation

The Compensation Committee, in accordance with the recommendations of the AFEP-MEDEF Code, which aim to ensure the long-term action of senior managers, has recommended to the Board of Directors that incentive compensation awarded to the executive directors should be subject to strict performance conditions comparable to those of other beneficiaries.

Performance shares with respect to 2021

Laurent Burelle was not granted any performance shares in respect of 2021 in accordance with the compensation policy which stipulates that the compensation of the Chairman of the Board of Directors does not include any variable compensation or any long-term incentive scheme.

On the recommendation of the Compensation Committee, the Board of Directors decided to award 29,537 performance shares to Laurent Favre with respect to fiscal year 2021.

On the recommendation of the Compensation Committee, the Board of Directors decided to award 16,410 performance shares to Félicie Burelle with respect to fiscal year 2021.

The performance share for 2021 is valued at €28 at its grant date.

The detailed characteristics and performance conditions of this performance share plan are set out in section 3.2.3.

3.2.1.2.4 Pension plan

Burelle SA and Plastic Omnium Gestion, a subsidiary of Compagnie Plastic Omnium SE, have set up supplementary pension plans for some of their employees and executive directors.

Plans implemented in December 2003

These are defined-benefit plans (Article 39 of the French General Tax Code), the rights of which are subject to the completion of the career of each participant in the Group. These plans fall under Article L. 137-11 of the French Social Security Code and have been declared to the URSSAF under the option Tax at 24% on contributions to the insurance contract.

In accordance with the provisions of Order No. 2019-697 of July 3, 2019, these plans were closed to new members as of July 4, 2019 and frozen from January 1, 2020. They were amended in November 2021 with the introduction of the new plans under Article L. 137-11-2 of the French Social Security Code described below.

Plans implemented in December 2021

Following the closure and freezing of the defined-benefit plans described above (Article L. 137-11), defined-benefit pension plans were put in place by Burelle SA and Plastic Omnium Gestion at the end of 2021 with a retroactive effective date of January 1, 2020.

These pension plans, which fall under the certain rights regimes, in which pension rights are not conditional upon the completion of the employee's career with the Group, are covered by Article L. 137-11-2 of the French Social Security Code.

The beneficiaries of these plans are employees of Burelle SA and Plastic Omnium Gestion whose employment corresponds to coefficient 940 of the National Collective Agreement for the Plastics Industry, subject to being under the age of 60 on January 1, 2020 and being more than two years from the minimum retirement age for social security pensions referred to in Article L. 161-17-2 of the French Social Security Code (i.e., as at this date, 62 years old). directors may benefit from this supplementary pension plan provided they comply with the provisions of Articles L. 22-10-8 and R. 22-10-14, II of the French Commercial Code.

For directors and employees whose compensation, within the meaning of Article L. 242-1 of the French Social Security Code, is greater than eight times the amount of the social security ceiling, the acquisition of annual rights is subject to compliance with performance conditions as defined in the regulations of the said plan.

The plans are fully funded by Burelle SA and Plastic Omnium Gestion, which took out an insurance policy on December 1, 2021, meeting the requirements of securing, on the one hand, rights currently vesting, and on the other hand, annuities paid out, under European Union law.

The main features of these two plans are presented in the table below.

	2003 Plan	2021 Plan	Recommendations of the AFEP-MEDEF Code
	Under the defined-benefit plan with uncertain rights L. 137-11	Under the new defined-benefit plan with certain rights L. 137-11-2	
Required length of service	7 years	3 years	At least 2 years
Actual length of service of executive directors:			
Laurent Burelle	46 years	N/A	
Laurent Favre		2 years	
Félicie Burelle	13 years	2 years	
Reference compensation	Average of total annual compensation for the 5 years prior to retirement	Annual compensation	Several years
Annuity guarantee (as a % of reference compensation)	1%*	1%*	5% maximum
Ceilings***	10% of the reference compensation, or 8 times the Social Security ceiling	13% of the reference compensation	45% of compensation
Rights financing conditions	Outsourced	Outsourced	
Estimated amount of the annuity which would be paid to the executive directors*:			
Laurent Burelle	329,088	Not eligible	
Laurent Favre	Not eligible	34,200	
Félicie Burelle	36,744	19,000	
Reversion annuity	Spouse, yes 60%	Spouse, yes 60%	
Related tax and social charges	Taxes on contributions 24%	Taxes 29.7%	

* This rate may be revised depending on the economic situation of the company and will be 0% if free cash-flow and net profit (loss) – Group share are negative.

** For Plan L. 137-11, the rights under the defined-benefit plan are “uncertain” to the extent they are subject to the beneficiary’s employment within the Group at the time of the liquidation of his or her pension under a legally compulsory old-age insurance scheme.

***The cumulative benefits under the two plans may not exceed the more favorable ceiling.

3.2.1.2.5 Employment contract, specific pensions, end-of-service indemnities and non-competition clause

	Employment contract	Supplementary pension plans	Compensation or benefits due or likely to be due for loss or change of office	Indemnities non-competition
Laurent Burelle Chairman of the Board of Directors	No	See above	No	No
Laurent Favre Chief Executive Officer	Suspended	See above	No	No
Félicie Burelle Managing Director	Suspended	See above	No	No

It should be noted that there is no system of paying an arrival/departure bonus to executive directors in the Plastic Omnium Group.

3.2.1.2.6 Summary of the compensation of each executive director

In euros	2021		2020	
	Amounts due in respect of 2021	Amounts paid in 2021	Amounts due in respect of 2020	Amounts paid in 2020
Laurent Burelle <i>Chairman of the Board of Directors</i>				
Fixed compensation	950,000	950,000	1,950,000	1,875,000
Annual variable compensation	-	-	-	2,598,337
Exceptional compensation	0	0	0	0
Director's compensation	57,254	57,254	51,491	51,491
Benefits in kind (accounting valuation)	-	-	-	-
TOTAL	1,007,254	1,007,254	2,001,491	4,524,828
Laurent Favre <i>Chief Executive Officer</i>				
Fixed compensation	900,760	900,760	900,000	865,385
Annual variable compensation	1,200,000	783,000 ⁽¹⁾	783,000	0
Joining compensation (equalization payment) ⁽²⁾	-	-	400,000	400,000
Director's compensation	44,054	44,054	40,270	40,270
Variable salary compensation (fiscal year 2020) ⁽³⁾	-	-	-	100,000
Signing bonus and relocation assistance	-	-	22,512	22,512
Payment of rents during the transition period	-	-	34,276	34,276
Benefits in kind (accounting valuation)	12,726	12,726	13,057	13,057
TOTAL	2,157,540	1,740,540	2,193,115	1,475,500
Félicie Burelle <i>Managing Director</i>				
Fixed compensation	500,760	500,760	500,000	481,519
Annual variable compensation	600,000	250,000 ⁽¹⁾	250,000	0
Director's compensation	44,054	44,054	40,270	40,270
Variable salary compensation (fiscal year 2020) ⁽³⁾	-	-	-	150,000
Benefits in kind (accounting valuation)	11,814	11,814	11,814	11,814
TOTAL	1,156,628	806,628	802,084	683,603

(1) Variable compensation due in respect of fiscal year 2020 and paid in 2021

(2) Compensation granted to a new executive director from a company outside the Group

(3) Salary compensation due in respect of their employee duties prior to their corporate office.

3.2.1.2.7 Summary of compensation, options and shares granted to each executive director

<i>In euros</i>	2021	2020
Laurent Burelle <i>Chairman of the Board of Directors</i>		
Compensation due in respect of the year (see details in the table above)	1,007,254	2,001,491
Value of stock options awarded during the year	0	0
Value of performance shares awarded during the year	0	0
Valuation of other long-term compensation plans	0	0
TOTAL	1,007,254	2,001,491
Laurent Favre <i>Chief Executive Officer</i>		
Compensation due in respect of the year (see details in the table above)	2,157,540	2,193,115
Value of stock options awarded during the year	0	0
Value of performance shares awarded during the year	827,036	400,000
Valuation of other long-term compensation plans	0	0
TOTAL	2,984,576	2,593,115
Félicie Burelle <i>Managing Director</i>		
Compensation due in respect of the year (see details in the table above)	1,156,628	802,084
Value of stock options awarded during the year	0	0
Value of performance shares awarded during the year	459,480	250,000
Valuation of other long-term compensation plans	0	0
TOTAL	1,616,108	1,052,084

3.2.1.2.8 Components of the compensation paid during fiscal year 2021 or granted for the same fiscal year to each executive director of the Company, submitted to the vote of the shareholders

In accordance with Article L. 22-10-34 II of the French Commercial Code, the General Meeting of Shareholders of April 21, 2022 will decide on the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or granted during the course of fiscal year 2021 to Laurent Burelle, Chairman of the Board of Directors, Laurent Favre, Chief Executive Officer and Félicie Burelle, Managing Director.

The variable or exceptional elements of compensation granted for fiscal year 2021 may only be paid after the General Meeting of Shareholders approves the components of compensation of the executive director concerned.

COMPONENTS OF COMPENSATION PAID DURING FISCAL YEAR 2021 OR ALLOCATED FOR FISCAL YEAR 2021 TO LAURENT BURELLE, CHAIRMAN OF THE BOARD OF DIRECTORS

Components of compensation	Amounts granted in fiscal year 2021	Amounts granted with respect to fiscal year 2021	Comments
Fixed compensation	€950,000	€950,000	The annual fixed compensation of Laurent Burelle amounts to €950,000 from January 1, 2021.
Annual variable compensation	0	0	Laurent Burelle does not receive any annual variable compensation.
Multi-year variable compensation	0	0	Laurent Burelle does not receive any multi-year variable compensation.
Exceptional compensation	0	0	Laurent Burelle does not receive any exceptional compensation.
Director's compensation	€57,254	€57,254	Laurent Burelle received compensation of €57,254 as a director.
Grant of stock options, performance shares or other long-term compensation	0	0	Laurent Burelle does not receive any stock options, performance shares or other long-term compensation.
Joining or severance compensation	0	0	Laurent Burelle does not receive any joining or severance compensation.
Supplementary pension plans	0	0	In addition to the pension rights in the mandatory plan, Laurent Burelle benefits from the supplementary pension plan provided by Burelle SA (Compagnie Plastic Omnium SE's parent company).
Benefits in kind	0	0	N/A

COMPONENTS OF COMPENSATION PAID DURING FISCAL YEAR 2021 OR ALLOCATED FOR FISCAL YEAR 2021 TO LAURENT FAVRE, CHIEF EXECUTIVE OFFICER

Components of compensation	Amounts granted in fiscal year 2021	Amounts granted with respect to fiscal year 2021	Comments
Fixed compensation	€900,760	€900,760	The annual fixed compensation of Laurent Favre amounts to €900,760 from January 1, 2021.
Annual variable compensation	€783,000 (variable compensation awarded in respect of fiscal year 2020)	€1,200,000	<p>During the meeting of February 17, 2022, the Board of Directors, on the recommendation of the Compensation Committee, determined and approved the amount of the variable compensation (quantifiable and qualitative parts) of Laurent Favre with respect to fiscal year 2021 at €1,200,000. The Board of Directors, on the recommendation of the Compensation Committee, had decided to define the methods for calculating his variable compensation as follows:</p> <ul style="list-style-type: none"> • weighting of 60% for the quantifiable part and 40% for the qualitative part; • variable portion target for 2021 (in the event of the achievement of the objectives set by the Board of Directors) set at €1,000,000. <p>In application of these methods and the achievement of the criteria used to calculate the variable portion, the amount of the variable portion for 2021 was determined as follows:</p> <p>For the quantifiable part (60%), the parameters used are, for one-third, the change in the operating margin compared to budget, for one-third, the achievement of a level of net profit (loss) attributable to owners of the parent company, and for one third, the achievement of a level of free cash-flow compared to the targets set by the Board of Directors (i.e. 20% of the total for each criterion).</p> <p>For the qualitative part (40%), the parameters used were as follows: for half of the qualitative criteria, performance in executing strategy, including the implementation of the project to reduce structural costs, the rollout of the hydrogen strategy, development of the business, and the innovation strategy; and for the other half of the qualitative criteria, corporate social responsibility, including the definition of a carbon neutrality strategy, the compliance policy, safety and diversity within the Plastic Omnium Group (i.e. 20% of the total for each criterion). At its meeting of February 17, 2022, the Board of Directors, on the recommendation of the Compensation Committee:</p> <ul style="list-style-type: none"> • noted that the achievement rate of the quantifiable criteria was 100%, broken down as follows: operating margin: 100%, free cash-flow: 100%, net profit (loss) attributable to owners of the parent company: 100%; • decided that the achievement rate for each for the qualitative criteria significantly exceeded the expectations and targets. <p>Total overall achievement rate of criteria used to determine the amounts: 120%.</p> <p>The amount of the variable portion for 2021 is therefore €1,200,000. It will only be paid to Laurent Favre if the shareholders vote in favor at the General Meeting of Shareholders of April 21, 2022.</p>
Multi-year variable compensation	None	None	Laurent Favre does not receive any multi-year compensation.

Components of compensation	Amounts granted in fiscal year 2021	Amounts granted with respect to fiscal year 2021	Comments
Joining or severance compensation	None	None	Laurent Favre does not receive any joining or severance compensation.
Director's compensation	€44,054	€44,054	Laurent Favre received compensation of €44,054 for his directorship with respect to fiscal year 2021.
Exceptional compensation	None	None	Laurent Favre does not receive any exceptional compensation.
Grant of stock options, performance shares or other long-term compensation	None	Valuation: €827,036	<p>The Board of Directors decided during fiscal year 2021 to implement a Free share allocation plan under the authorization granted by the General Meeting of Shareholders of April 26, 2018.</p> <p>The vesting of these shares is subject to the fulfillment of performance conditions which will be noted at the end of a vesting period of four years from the grant date. The number of shares definitively acquired would depend for 25% on the level of free cash-flow, for 25% on the ROCE, for 25% on the average rate of growth in consolidated revenue, and for 25% on the percentage of women and the rollout of actions to reduce the carbon footprint. The first full year taken into account for the assessment of the performance conditions for this grant would be 2021. The Board of Directors defined a threshold for each of these criteria, below which no shares would be vested with respect to each of these criteria. These thresholds are not publicly disclosed for confidentiality reasons.</p> <p>In accordance with the provisions of the AFEP-MEDEF Code, the Board of Directors' meeting of February 17, 2021, on the recommendation of the Compensation Committee, decided that Laurent Favre would receive a performance share award capped at €900,000 gross with respect to fiscal year 2021 (value calculated on the award date).</p>
Supplementary pension plans	0	€34,200	In addition to mandatory pension rights, Laurent Favre benefits from the new Compagnie Plastic Omnium SE plan with certain rights.
Benefits in kind	Valuation: €12,726	Valuation: €12,726	<p>Laurent Favre has a company car with the benefit estimated at €12,726.</p> <p>Laurent Favre benefits from supplementary social protection schemes, in particular the welfare and health insurance scheme for Group employees in accordance with the decision of the Board of Directors of September 24, 2019.</p>

COMPONENTS OF COMPENSATION PAID DURING FISCAL YEAR 2021 OR ALLOCATED FOR FISCAL YEAR 2021 TO FÉLICIE BURELLE, MANAGING DIRECTOR

Components of compensation	Amounts granted in fiscal year 2021	Amounts granted with respect to fiscal year 2021	Comments
Fixed compensation	€500,760	€500,460	The annual fixed compensation of Félicie Burelle amounts to €500,760 from January 1, 2021.
Annual variable compensation	€250,000 (variable compensation awarded in respect of fiscal year 2020)	€600,000	<p>During the meeting of February 17, 2022, the Board of Directors, on the recommendation of the Compensation Committee, determined and approved the amount of the variable compensation (quantifiable and qualitative parts) of Félicie Burelle with respect to fiscal year 2021 at €600,000. The Board of Directors, on the recommendation of the Compensation Committee, had decided to define the methods for calculating her variable compensation as follows:</p> <ul style="list-style-type: none"> • weighting of 60% for the quantifiable part and 40% for the qualitative part; • variable portion target for 2021 (in the event the achievement of the objectives set by the Board of Directors) set at €500,000. <p>In application of these methods and the achievement of the criteria used to calculate the variable portion, the amount of the variable portion for 2021 was determined as follows: For the quantifiable part (60%), the parameters used are, for one-third, the change in the operating margin compared to budget, for one-third, the achievement of a level of net profit (loss) attributable to owners of the parent company, and for one third, the achievement of a level of free cash-flow compared to the targets set by the Board of Directors (i.e. 20% of the total for each criterion). For the qualitative part (40%), the parameters used were as follows: for half of the qualitative criteria, performance in executing strategy, including the implementation of the project to reduce structural costs, the rollout of the hydrogen strategy, development of the business, and the innovation strategy; and for the other half of the qualitative criteria, corporate social responsibility, including the definition of a carbon neutrality strategy, the compliance policy, safety and diversity within the Plastic Omnium Group (i.e. 20% of the total for each criterion). At its meeting of February 17, 2022, the Board of Directors, on the recommendation of the Compensation Committee:</p> <ul style="list-style-type: none"> • noted that the achievement rate of the quantifiable criteria was 100%, broken down as follows: operating margin: 100%, free cash-flow: 100%, net profit (loss) attributable to owners of the parent company: 100%; • decided that the achievement rate for each of the qualitative criteria significantly exceeded the expectations and targets. <p>Total overall achievement rate of criteria used to determine the amounts: 120%. The amount of the variable portion for 2021 is therefore €600,000, which will only be paid to Félicie Burelle if the shareholders vote in favor at the General Meeting of Shareholders of April 21, 2022.</p>
Multi-year variable compensation	None	None	Félicie Burelle does not receive any multi-year compensation.

Components of compensation	Amounts granted in fiscal year 2021	Amounts granted with respect to fiscal year 2021	Comments
Joining or severance compensation	None	None	Félicie Burelle does not receive any joining or severance compensation.
Director's compensation	€44,054	€44,054	Félicie Burelle was paid €44,054 as compensation for her office as director in respect of the 2021 fiscal year.
Exceptional compensation	None	None	Félicie Burelle does not receive any exceptional compensation.
Grant of stock options, performance shares or other long-term compensation	None	Valuation: €459,480	<p>The Board of Directors decided during fiscal year 2021 to implement a Free share allocation plan under the authorization granted by the General Meeting of Shareholders of April 26, 2018.</p> <p>The vesting of these shares is subject to the fulfillment of performance conditions which will be noted at the end of a vesting period of four years from the grant date. The number of shares definitively acquired would depend for 25% on the level of free cash-flow, for 25% on the ROCE, for 25% on the average rate of growth in consolidated revenue, and for 25% on the percentage of women and the rollout of actions to reduce the carbon footprint. The first full year taken into account for the assessment of the performance conditions for this grant would be 2021. The Board of Directors defined a threshold for each of these criteria, below which no shares will be vested with respect to each of these criteria. These thresholds are not publicly disclosed for confidentiality reasons.</p> <p>In accordance with the provisions of the AFEP-MEDEF Code, the Board of Directors' meeting of February 17, 2021, on the recommendation of the Compensation Committee, decided that Félicie Burelle would receive a performance share award capped at €500,000 gross in respect of 2021 (value calculated on the award date).</p>
Supplementary pension plans	0	€19,000	In addition to the mandatory pension rights, Félicie Burelle benefits from Compagnie Plastic Omnium SE's supplementary defined-benefit pension plan and the new plan with certain rights.
Benefits in kind	Valuation: €11,814	Valuation: €11,814	Félicie Burelle has a company car. Félicie Burelle benefits from supplementary social protection schemes, in particular the welfare and health insurance scheme for Group employees in accordance with the decision of the Board of Directors of September 24, 2019.

3.2.1.2.9 Compensation of executive directors in relation to the average and median compensation of employees of the Plastic Omnium Group in France

In accordance with Article L. 22-10-9 of the French Commercial Code, the following table presents changes, starting in 2017, in the fairness ratio between the compensation paid to executive directors and the average and median compensation paid to Plastic Omnium employees in France.

The ratios are usually compared to the Group's performance. However, the impact of the Covid-19 health crisis on the Group's performance makes the change in the fairness ratio difficult to compare.

The payroll taken into account increased by 1.9% during the same period of comparison. 2021 was an exceptional year due to the health crisis. In particular, there was a significant decrease in employee savings items linked to performance in 2020. The average compensation of employees located in France and taken into account to produce this fairness ratio rose from 57,963 in 2017 to 59,256 in 2021, an increase of 2.3%.

Methodology for calculating the ratio

The ratios were calculated using the following methodology:

- scope of legal entities in France, excluding companies in the Environment Division sold in 2018 and excluding companies whose Truck Division was sold in 2017;
- fixed and variable compensation paid during the year in question;
- stock options and performance shares recognized at IFRS value at the grant date (2017, 2019, 2020 and 2021 plans);
- all full-time employees in France on fixed-term or permanent contracts, excluding work-study students, interns, trainees, temporary staff, expatriates and part-time employees due to their low representativeness;
- takes into account the total gross amount of compensation paid during the fiscal year reconstructed as a full-time equivalent over the reference year;
- takes into account, for each fiscal year concerned, employees present throughout the year;
- for periods of partial employment and for temporary salary reductions, the salary is recalculated.

It should be noted that Laurent Favre and Félicie Burelle have been directors since January 1, 2020. Laurent Burelle was Chairman and CEO of Compagnie Plastic Omnium SE until December 31, 2019, and has been Chairman of the Board of Directors since January 1, 2020.

CHANGE IN THE EQUITY RATIO BETWEEN THE LEVEL OF COMPENSATION OF EXECUTIVE DIRECTORS AND THE AVERAGE AND MEDIAN COMPENSATION OF EMPLOYEES LOCATED IN FRANCE PAID BY THE PLASTIC OMNIUM GROUP

	Equity ratio	2017	2018	2019	2020	2021
Laurent Burelle Chairman of the Board of Directors	Individual compensation/ Average compensation of other employees	67.8	68.7	60.6	33.3	17
	Individual compensation/ Median compensation of other employees	89.2	89.2	81	43.1	21.9
Laurent Favre Chief Executive Officer	Individual compensation/ Average compensation of other employees	-	-	-	31.4	43.3
	Individual compensation/ Median compensation of other employees	-	-	-	40.7	55.8
Félicie Burelle Managing Director	Individual compensation/ Average compensation of other employees	-	-	-	16.1	21.4
	Individual compensation/ Median compensation of other employees	-	-	-	20.8	27.5

CHANGE IN THE PLASTIC OMNIUM GROUP'S CONSOLIDATED NET PROFIT (LOSS) BETWEEN 2017 AND 2021 (IN MILLIONS OF EUROS)

The Group reports below the indicators usually monitored and which were strongly impacted by the current context.

	2017	2018	2019	2020	2021
Net profit (loss) – Group share	425.2	533.3	258.2	-251.1	126.3
Change	+36%	+25%	-51%	-197%	+150

3.2.2 DIRECTORS COMPENSATION POLICY

The compensation policies for directors below (executive directors and directors) will be submitted for approval to the Combined General Meeting of Shareholders to be held on April 21, 2022, in accordance with Article L. 22-10-8 of the French Commercial Code.

3.2.2.1 COMPENSATION POLICY FOR THE DIRECTORS AND CENSOR

Upon a proposal from the Board of Directors, the General Meeting of Shareholders sets the overall budget amount for the annual compensation of directors for their work on the Board of Directors and the committees, to be distributed to each director.

On the recommendation of the Compensation Committee, the Board of Directors approved the rules for distributing this annual budget according to an individual compensation distribution system based on attendance by directors and the non-voting director, within at meetings of the Board of Directors and those of its committees, in accordance with Article 21.1 of the AFEP-MEDEF Code. The distribution rules are set out below.

The Board of Directors decided to increase the overall amount of compensation allocated to the directors to €900,000, as of January 1, 2022.

In its meeting on February 17, 2022, the Board of Directors defined the compensation distribution for directors as follows:

Board of Directors	Per Board meeting
Chairman of the Board	€5,000
Director and censor	€2,500

Specialized committees	Per meeting of each committee
Chairperson	€4,000
Member	€3,000

The balance is shared between the directors based on their attendance at meeting of the Board of Directors and each Committee.

3.2.2.2 COMPENSATION POLICY FOR EXECUTIVE DIRECTORS

Fundamental principles for determining the compensation of executive directors

Competitive compensation compared to a consistent and stable reference

The compensation of executive directors must reflect the Company's strategy and be competitive in order to attract, motivate and retain the best talents in the highest positions of the Company.

This compensation is assessed on an overall basis, by taking into account all of its components.

The fixed portion is defined according to the role, experience and reference market of the executive director, having regard in particular to the compensation granted to executive directors of groups similar in size and development are comparable to that of the Plastic Omnium Group. It is set by the Board of Directors, on the proposal of the Appointments Committee.

The annual variable compensation is intended to reflect the corporate executive officer's personal contribution to the development of the Group and the improvement of its results. It is balanced with respect to the fixed portion decided by the Board of Directors and is between 80% and 120% of the fixed portion depending on whether or not previously set targets have been achieved or exceeded.

To assess the competitiveness of this compensation, a consistent and stable reference panel is defined by the Compensation Committee. It is made up of French and international companies with a significant global position. These companies are located in similar markets by being, within in the automotive sector, direct competitors of the Plastic Omnium Group, or operate in the broader automotive industry, for all or part of their business. It is reviewed each year by the Compensation Committee in order to verify its relevance and is subject to change, in particular to take into account changes in the structure or business of the companies selected.

Compensation in line with corporate interests

The Board of Directors has established the compensation policy applicable to executive directors in the interests of the Company, in order to ensure the Company's long-term sustainability and development.

The compensation policy applied to executive directors is directly linked to the Group's strategy. It promotes harmonious, regular and sustainable growth, both in the short and long term. The aim of the Board of Directors is to encourage Senior Executives to maximize the performance of each fiscal year and also ensure its repetition and regularity.

The Board of Directors chooses to directly correlate the performance of the executive director with that of the Company. These performance criteria make it possible to assess the Plastic Omnium Group's performance through internal performance indicators and external growth indicators. The objectives selected generate long-term value. The choice of various operational financial criteria aims to encourage balanced and sustainable growth.



These objectives must also encourage the executive director to adapt the Group's strategy to the transformations of the automotive industry, in particular the digital transformation and the shift towards less carbon-intensive mobility.

The compensation of executive directors must include a predominant quantitative subject to performance conditions with assessment periods adapted to the horizon of each of these objectives.

Compensation incorporating workforce-related, social and environmental commitments

Compensation should promote a steady mode of development in line with the Group's commitments.

The annual variable portion includes non-financial criteria, in particular environmental, societal and social, including with the aim of promoting gender balance and strengthening the strategy for achieving carbon neutrality.

These criteria are assessed each year from a long-term perspective.

As such, the allocation of a portion of the variable compensation of executive directors for fiscal year 2022 is subject to the achievement of social responsibility objectives such as the reduction in the number of workplace accidents with lost time, or the implementation of the carbon neutrality plan approved by the Board of Directors and published on December 8, 2021.

Process for decision-making, reviewing and implementing the compensation of executive directors

Compensation is defined annually in such a way as to ensure the proper application of the policy and rules set by the Board of Directors. The latter is based on the work and recommendations of the Compensation Committee, composed of three independent directors. The committee has the information it needs to prepare its recommendations and, in particular, to assess the performance of the executive directors with regard to the short, medium and long-term objectives.

Information from the Compensation Committee

The annual, economic and financial results of the Group are presented each year to the Compensation Committee in the month of February and serve as a basis to assess the financial performance criteria for the variable compensation of executive directors. This information enables it to assess the performance of the Group and of its executive directors, both economically and in non-financial matters.

The principles of the human resources policy are regularly presented to the members of this committee or at Board meetings. The directors are able to verify the consistency between the compensation of the executive directors and the compensation and employment conditions of the Group's employees.

The Committee and the Board may also deepen their assessment of the Company's performance by any means that they choose, for example by calling upon the Group's main corporate executive officers to provide information, in conjunction with Senior Executives.

Recommendations are made to the Board of Directors on the basis of this work, and which then collectively takes decisions relating to the determination of the compensation of executive directors.

When a new member of the Board of Directors is appointed or co-opted during the fiscal year, the Board discusses the elements of compensation

to be granted, in accordance with the compensation policy previously voted by the General Meeting of Shareholders.

Analysis of the recommendations of the regulatory authorities

The Compensation Committee carefully analyzes the texts and reports on the compensation of executive directors, in particular the report on corporate governance and the compensation of the executives of listed companies of the French Financial Markets Authority, as well as the report of the High Authority on Corporate Governance. It also uses comparatives based on peer groups.

It is attentive to the observations of investors and strives to take them into account, while maintaining the consistency of the compensation policy decided by the Board of Directors and subject to the constraints related to the confidentiality of information.

Conditions for exemptions from the compensation policy in the event of exceptional circumstances

Article L.22-10-8 of the French Commercial Code and the order of November 27, 2019, issued in application of the Pacte law, give companies the chance to include in their compensation policy any exemptions in the event of exceptional circumstances. Failing this, the Board of Directors would be unable to grant an element of compensation not provided for in the compensation policy previously approved by the General Meeting of Shareholders, even though this decision could be necessary in view of these exceptional circumstances. It is specified that this exemption can only be temporary while awaiting the approval of the modified compensation policy by the next General Meeting of Shareholders; it would be duly justified and in accordance with the Company's interests.

If necessary, the modification of the compensation policy in the light of exceptional circumstances would be decided by the Board of Directors on the recommendation of the Compensation Committee. Thus, for example, the recruitment of a new executive director under unforeseen conditions could require the temporary modification of certain existing compensation elements or the proposal of new compensation elements.

It could also be necessary to modify the performance conditions governing the acquisition of all or part of the existing compensation components in the event of exceptional circumstances resulting in particular from a significant change in the scope of the Group following a merger transaction, a sale, acquisition, or creation of a significant new business, a change in accounting method or a major event affecting the markets or the Group's business segment.

Fixed and variable compensation policy and the grant of performance shares

Compensation policy for the Chairman of the Board of Directors for 2022

The compensation of the Chairman of the Board of Directors consists of a fixed annual compensation. It does not include any annual or multi-year variable compensation or any long-term incentive plan.

The annual fixed compensation amounts to €950,000.

The Chairman of the Board of Directors also receives compensation for his office as director.

He benefits from insurance cover and healthcare costs.

Compensation policy for executive directors in respect of 2022

The compensation of the Chief Executive Officer and the Managing Director includes a fixed portion, a variable portion and an incentive portion.

In accordance with the principles set out above, the **fixed compensation** of the Chief Executive Officer in respect of 2022 amounted to €1,000,000 for the full year, compared with €900,000 for fiscal year 2021. That of the Managing Director for 2022 amounted to €650,000 euros for the full year, compared to €500,000 for fiscal year 2021.

The **annual variable compensation** is determined as a percentage of the fixed compensation. It depends, for 55% of its amount, on quantifiable criteria aimed at compensating economic performance, and for 45% of its amount, on qualitative and non-financial criteria.

The non-financial and qualitative criteria are as follows:

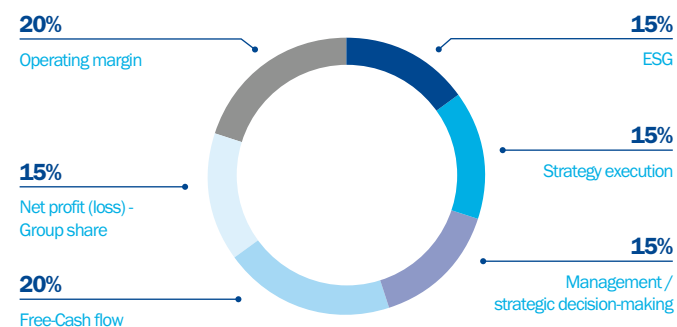
- the so-called “ESG” criteria relating to social, societal and environmental responsibility together account for 15% of variable compensation:
 - steering the Company's transformation strategy towards carbon neutrality, in line with the 2025/2030 objectives approved by the Board of Directors' meeting of December 10, 2021;
 - paying particular attention to the health and safety of the Group's employees, reducing the workplace accident frequency rate, ensuring the application of the Human Resources policy on professional gender equality, and developing the compliance policy;
- developing the Group's Digital and Innovation strategy: anticipating market changes rolling out the Group's hydrogen strategy and ensuring operational excellence in line with the corresponding Group strategic pillar (15%);
- identifying development opportunities and making strategic decisions likely to affect the development of the Group's activities (15%);

For the quantifiable part, the parameters used are:

- the level of free cash-flow (20%);
- the level of net profit – Group share (15%), and
- operating margin (20%).

The quantifiable objectives for determining the variable portion of the compensation due in respect of the 2022 fiscal year were defined in relation to the Group's target forecasts presented to the Board of Directors on December 10, 2021.

PRESENTATION OF THE WEIGHTING OF THE ANNUAL VARIABLE COMPENSATION FOR 2022



In the event of the departure of an executive director during the first quarter, the Board of Directors may set the amount of the annual variable compensation for the current fiscal year *pro rata temporis* to the amount of the annual variable portion granted to the executive director concerned in respect of the previous fiscal year.

The **incentive portion** takes the form of performance shares subject to exclusively quantifiable performance conditions. It aims to encourage the executive director to take action in the long term and to build loyalty and promote the alignment of their interests with the corporate interest and the interests of shareholders. To this end, the vesting of shares is subject to performance conditions that are recognized at the end of a vesting period of four years from the grant date. The value of these shares, estimated at the grant date in accordance with IFRS, used to prepare the consolidated financial statements, represents approximately 30% of the executive director's overall compensation, and may not exceed 100% of the fixed compensation.

The executive directors make a formal commitment not to use performance share risk hedging transactions until the end of the holding period set by the Board of Directors.

The **other components of the compensation of executive directors** are as follows:

The executive directors will continue to benefit from the protection of the collective welfare and health care plans for senior executives in order to have market-compliant social provision.

The Chief Executive Officer and the Managing Director, who are also directors, receive compensation for their participation on the Board of Directors.

It should be noted that the employment contracts of Laurent Favre and Félicie Burelle with the company Plastic Omnium Gestion have been suspended since January 1, 2020.

In addition, the Board of Directors has the option of negotiating a non-compete agreement with an executive director upon their departure, applicable in the event of termination of their duties within the Group when this would be in the Group's interests, and under financial conditions that comply with the principles set out by the AFEP-MEDEF Code to which Compagnie Plastic Omnium SE refers. No payment may be made unless this non-compete agreement has been approved by the General Meeting of Shareholders of Compagnie Plastic Omnium SE.

Lastly, executive directors each have a company car.

The payment of variable and exceptional compensation in respect of fiscal year 2022 will be subject to the approval of the Ordinary General Meeting to be held in 2023.

The components of the total compensation attributable to each of the executive directors are presented below:

Fixed compensation components		Variable compensation component			
Annual fixed	Benefits in kind	Annual variable	Long-term	Exceptional compensation	Retirement system
Determined according to experience and level of responsibility	Determined according to the level of responsibility	Determined according to economic, social, societal and environmental conditions	Determined according to economic, social, societal and environmental conditions	Determined in the event of exceptional events	Determined according to the Group's results and performance
		Conditions defined each year	Performance conditions over four years Presence conditions over four years	Exceptional conditions	Presence conditions
Cash	Vehicle	Cash	Plastic Omnium's shares	Cash	Contributions and cash

3.2.3 PERFORMANCE SHARE AWARD PLAN

3.2.3.1 COMPAGNIE PLASTIC OMNIUM SE POLICY

Decisions relating to the allocation of free shares are linked to performance and are intended to encourage the achievement of the Group's long-term objectives and the resulting value creation for shareholders. For this purpose, the vesting of the shares is subject to performance conditions that are recognized at the end of a vesting period of four years from the grant date.

The value of these shares, estimated at the grant date, may not exceed 100% of the annual compensation of the executive director.

If an event justifies it, the Board of Directors reserves the right to award an additional grant. This allocation, if any, to the executive director, duly justified by the Board of Directors, would be made in accordance with the annual ceiling authorized by the General Meeting of Shareholders.

The executive director is required to keep, in registered form and until the end of his or her duties, 10% of the performance shares granted and

definitively vested at the end of the vesting period, after reviewing the performance conditions.

The executive director undertakes not to use performance share risk hedging transactions until the end of the holding period set by the Board of Directors.

Performance conditions

The performance criteria relate to all the shares allocated to the executive director.

These criteria, assessed over a period of three or four fiscal years preceding the grant date, are defined for each plan decided and must be complementary and in line with the objectives and specificities of the Group while promoting balanced and steady long-term growth.

Performance shares in the event of departure

The right to performance shares is lost in the event of departure for reasons of resignation or for serious or gross misconduct. In the event of the dismissal of an executive director, the Board will decide on how any performance shares granted since their appointment as an executive director will be treated.

3.2.3.2 AUTHORIZATION OF THE COMBINED GENERAL MEETING OF APRIL 26, 2018

The Combined General Meeting of Shareholders of April 26, 2018 authorized the Board of Directors to award existing free shares of the Company to employees and directors of the Company and its French and foreign subsidiaries that are related to it under the conditions set forth in Article L. 225-10-59 of the French Commercial Code.

The General Meeting set the period of validity of the authorization at thirty-eight months, which may be used on one or more occasions.

The number of shares thus awarded may not represent more than 1% of the share capital as of the date of the General Meeting of Shareholders of April 26, 2018.

The Board of Directors shall identify the beneficiaries of the awards and the number of performance shares granted to each, as well as the vesting conditions, in particular the performance conditions.

The Board of Directors may provide for vesting periods and, where applicable, a holding period of more than one year.

Performance shares granted under the authorization of April 26, 2018 (plan of April 23, 2021)

The Board of Directors, during its meeting of the February 17, 2021, decided, as part of the authorization of the General Meeting of Shareholders of April 26, 2018, to implement a performance share allocation plan, known as performance shares, in favor of executive directors of Compagnie Plastic Omnium SE.

The Board of Directors decided on the number of beneficiaries of this plan with the aim of mobilizing the Group's key employees around its successful development. This is an existing share plan with no dilutive effect for shareholders.

The main features of this plan, covering 45,947 shares and benefitting executive directors, are as follows:

Vesting period	From April 23, 2021 to the date of the General Meeting of Shareholders in 2025
Presence conditions <i>(contract in force with a Group company on these dates, except for retirement, death, disability or exceptional decision)</i>	At the date of the 2025 General Meeting of Shareholders
Final vesting date	From the date of the 2025 General Meeting of Shareholders
Holding period	No holding period except for a minimum of 10% of the performance shares allocated, which must be held until the end of their term of office
End of vesting period	From the date of the General Meeting of Shareholders in 2025
Performance conditions	<ul style="list-style-type: none"> Return on Capital Employed for 2021, 2022, 2023: 25% of the rights granted Cumulative free cash-flow level for 2021, 2022, 2023: 25% of the rights granted Average annual growth rate of the Group's consolidated revenue for 2021, 2022, 2023: 25% of the rights granted Percentage of women and implementation of actions to reduce the Group's carbon footprint in 2021, 2022, 2023: 25% of the rights granted

Performance shares granted during the 2021 fiscal year to each executive director by Compagnie Plastic Omnium SE under the authorization of April 26, 2018

Name and position of the director	Number of performance shares awarded	Valuation of the shares	Start of vesting period	End of vesting period
Laurent Burelle <i>Chairman of the Board of Directors</i>	0	0	N/A	N/A
Laurent Favre <i>Chief Executive Officer</i>	29,537	827,036	From the date of the 2025 General Meeting of Shareholders	After the 2025 General Meeting of Shareholders for 90% of the shares
Félicie Burelle <i>Managing Director</i>	16,410	459,480	From the date of the 2025 General Meeting of Shareholders	After the 2025 General Meeting of Shareholders for 90% of the shares



3.2.3.3 AUTHORIZATION OF THE COMBINED GENERAL MEETING OF APRIL 22, 2021

The Combined General Meeting of Shareholders of April 22, 2021 authorized the Board of Directors to award existing free shares of the Company to employees and directors of the Company and its French and foreign subsidiaries that are related to it under the conditions set forth in Article L. 22-10-59 of the French Commercial Code.

The General Meeting set the period of validity of the authorization at thirty-eight months, which may be used on one or more occasions.

The number of shares thus allocated may not represent more than 0.2% of the share capital recorded on the date of the allocation, with an annual sub-ceiling of 0.1% of this same capital.

The Board of Directors shall identify the beneficiaries of the awards and the number of free shares granted to each, as well as the vesting conditions, in particular the performance conditions.

The Board of Directors may provide for vesting periods and, where applicable, a holding periods of more than one year.

Performance shares granted during the 2021 fiscal year to each executive director by Compagnie Plastic Omnium SE under the authorization of April 22, 2021

No performance share allocation plan was decided by the Board of Directors in fiscal year under the authorization of April 22, 2021.

3.2.3.4 PERFORMANCE SHARES THAT BECAME AVAILABLE DURING THE 2021 FISCAL YEAR FOR EACH EXECUTIVE DIRECTOR

Name and position of the executive director	Plan date	Number of shares available during the fiscal year
Laurent Favre <i>Chief Executive Officer</i>	04/30/2020 04/23/2021	0 0
Félicie Burelle <i>Managing Director</i>	05/02/2019 04/30/2020 04/23/2021	0 0 0

3.2.3.5 HISTORY OF COMPAGNIE PLASTIC OMNIUM SE PERFORMANCE SHARE PLANS IN FORCE

For the year	2019	2020	2021
	Plan of May 2, 2019	Plan of April 30, 2020	Plan of April 23, 2021
Date of the GM authorization	04/26/2018	04/26/2018	04/26/2018
Board decision date	02/13/2019	12/11/2020	02/17/2021
Share value in euros ⁽¹⁾	23	15	28
Start of vesting period	05/02/2023	04/30/2024	After the 2025 General Meeting of Shareholders
Start of holding period	None	April 30, 2024 concerning the directors for 10% of the shares	No later than June 30, 2025 concerning the directors for a total of 10% of the shares
End of holding period	None	None except on the date of dismissal of the director	On the date of dismissal of the director
Related conditions	50% depending on the level of the Group's operating margin for fiscal years 2019, 2020, 2021, 2022 and 50% depending on the level of the Group's free cash-flow. The two criteria are assessed at scope and market conditions unchanged.	50% based on the level of cumulative free cash flow for fiscal years 2020, 2021 and 2022 and 50% based on growth in net earnings per share. The two criteria are assessed at scope and market conditions unchanged.	<ul style="list-style-type: none"> • 25% depending on the rate of return on Capital Employed in 2021, 2022, 2023 • 25% depending on the level of cumulative free cash-flow in 2021, 2022, 2023 • 25% based on the average annual growth rate of the Group's consolidated revenue for 2021, 2022, 2023 • 25% depending on the percentage of women and deployment of actions to reduce the carbon footprint in 2021, 2022, 2023
Number of performance shares awarded	400,000	228,373	45,947
Shares vested from 01/01/2021 to 12/31/2021	0	0	0
Rights canceled from 01/01/2021 to 12/31/2021	104,160	21,000	0
Rights granted from 01/01/2021 to 12/31/2021	1,000	0	0
Balance of rights at 12/31/2021	294,840	207,373	45,947

(1) Weighted average value (according to the method used for the consolidated financial statements).

3.2.3.6 HISTORY OF PERFORMANCE SHARES GRANTED TO EXECUTIVE DIRECTORS AT DECEMBER 31, 2021

Plan	05/02/2019	04/30/2020	04/23/2021
Total number of beneficiaries	255	55	2
Number of performance shares awarded	400,000	228,373	45,947
of which the number allocated to executive directors:			
Laurent Burelle	0	0	0
Laurent Favre	0	27,922	29,537
Félicie Burelle	14,000 ⁽¹⁾	17,451	16,410
Grant date	05/02/2019	04/30/2020	04/23/2021
Start of vesting period	05/02/2023 ⁽²⁾	04/30/2024 ⁽²⁾	As of the date of the 2025 General Meeting of Shareholders
Term	4 years	4 years	4 years
Holding period	None	Lock-up of 10% until the end of the term of office of the executive directors	Lock-up of 10% until the end of the term of office of the executive directors

(1) Performance shares granted under the employment contract.

(2) Subject to a dual condition of performance and presence.

3.2.3.7 SUMMARY OF THE PERFORMANCE SHARES GRANTED DURING FISCAL YEAR 2021 TO THE TOP TEN EMPLOYEES WHO ARE NOT DIRECTORS AND SHARES DEFINITELY VESTED BY THEM

Performance shares granted to the top ten employees who are not directors and shares vested by them	Total number of shares awarded/shares vested	Value of options using the method applied in the consolidated financial statements ⁽¹⁾	Plan date
Options granted by Compagnie Plastic Omnium SE to the ten employees of any subsidiary within the scope of the share grant, with the highest number of shares thus granted	0	0	04/23/2021
Shares acquired during the fiscal year by ten employees of any Compagnie Plastic Omnium SE subsidiary with the highest number of shares thus acquired ⁽²⁾	0	0	04/23/2021

(1) Valuation of performance shares granted on 04/23/2021 based on the value of the share expressed in fair value according to IFRS 2, i.e. €28.

(2) Does not include shares acquired by employees who have left the Group.

3.2.4 STOCK OPTIONS

3.2.4.1 COMPAGNIE PLASTIC OMNIUM SE POLICY

Compagnie Plastic Omnium may set up long-term incentive plans for the benefit of its employees and executive directors in an international context.

These awards have a dual purpose:

- to motivate key staff members and give them a stake in the Group's future results;
- to strengthen teamwork and a sense of belonging among managers and thus encourage them to make their careers at the Company.

At the recommendation of the Compensation Committee, Compagnie Plastic Omnium SE's Board of Directors may grant stock options to managers and executive directors whom the Company wishes to recognize for their performance and their important role in business development and the Group's current and future projects, wherever they may be based.

These stock options are granted after publication of the financial statements for the previous year, in accordance with the AFEP-MEDEF recommendation. In any case, stock options are granted on the basis of the performance of the individual in question at the time the plan is put in place.

Employees and directors who receive stock options thus have a stake along with shareholders in the Group's strong and consistent growth.

At December 31, 2021, 127 employees, of which 49.6% in foreign subsidiaries, benefit from at least one stock option plan.

Stock option beneficiaries must comply with the regulations in force relating to inside information. They must familiarize themselves and abide

by the Stock Exchange Ethics Charter accompanying the rules governing stock option plans.

3.2.4.2 STOCK OPTIONS GRANTED TO EXECUTIVE DIRECTORS AND/OR EXERCISED DURING FISCAL YEAR 2021

STOCK OPTIONS GRANTED BY COMPAGNIE PLASTIC OMNIUM SE DURING THE FISCAL YEAR TO EACH EXECUTIVE DIRECTOR

Name and position of the director	Plan date	Number of options awarded during the year	Value of options using the method applied in the consolidated financial statements	Exercise price	Exercise period
Laurent Burelle <i>Chairman of the Board of Directors</i>	None	0	0	0	0
Laurent Favre <i>Chief Executive Officer</i>	None	0	0	0	0
Félicie Burelle <i>Managing Director</i>	None	0	0	0	0

STOCK OPTIONS EXERCISED DURING THE YEAR BY EACH EXECUTIVE DIRECTOR

Name and position of the director	Plan date	Number of options exercised during the fiscal year	Exercise price
Laurent Burelle <i>Chairman of the Board of Directors</i>	None	0	
Laurent Favre <i>Chief Executive Officer</i>	None	0	
Félicie Burelle <i>Managing Director</i>	None	0	

3.2.4.3 HISTORY OF STOCK OPTIONS GRANTED TO EXECUTIVE DIRECTORS THAT MAY STILL BE EXERCISED AT DECEMBER 31, 2021

Name of executive directors Date of plans	Number of options awarded	Number of options not exercised	Date of 1 st possible exercise	Date of expiry	Subscription price
Laurent Burelle <i>Chairman of the Board of Directors</i>					
08/06/2015 Plan	150,000	150,000	08/07/2019	08/06/2022	€24.72
Laurent Favre <i>Chief Executive Officer</i>	0	0	0	0	0
Félicie Burelle <i>Managing Director</i>	0	0	0	0	0
Plan dated 08/06/2015	30,000*	30,000	08/07/2019	08/06/2022	24.72
Plan dated 03/11/2017	20,000*	20,000	03/11/2021	03/11/2024	32.84

* Stock options granted under the employment contract

3.2.4.4 HISTORY OF OUTSTANDING COMPAGNIE PLASTIC OMNIUM SE STOCK OPTIONS GRANTED TO DIRECTORS AT DECEMBER 31, 2021

Date authorized by General Meeting of Shareholders	04/25/2013	04/28/2016
Date of Board meeting	07/21/2015	02/22/2017
Total number of beneficiaries	172	195
Total number of shares offered for purchase	1,253,000	578,500
<i>Of which can be subscribed for or bought by directors:</i>		
Laurent Burelle	150,000	0
Laurent Favre	0	0
Félicie Burelle	30,000*	20,000*
Anne Asensio	0	0
Anne-Marie Couderc	0	0
Prof. Dr. Bernd Gottschalk	0	0
Vincent Labruyère	0	0
Éliane Lemarié	0	0
Paul Henry Lemarié	0	0
Lucie Maurel Aubert	0	0
Alexandre Mérieux	0	0
Cécile Moutet	0	0
Amélie Oudéa-Castéra	0	0
Amandine Chaffois	3,000*	1,500*
Ireneusz Karolak	0	0
Start date for exercise of the options	08/07/2019	03/11/2021
Date of expiry	08/06/2022	03/11/2024
Purchase price (in euros)	24.72	32.84
Number of options exercised at 12/31/2021	364,160	0
Total number of stock options that have been canceled or lapsed	297,000	276,000
Options outstanding at the year end	591,840	302,500

* Stock options granted under the employment contract

The number of outstanding options awarded by the Board of Directors under the authorizations voted by General Meetings of Shareholders and not yet exercised at December 31, 2021 was 894,340 stock options at an average purchase price of €27.47, i.e. 0.6% of the 147,122,153 shares comprising the share capital at that date.

In accordance with the recommendations of the AFEP-MEDEF Code, the exercise of stock options granted in 2015 and 2017 is subject to two performance conditions related to the outperformance over the vesting period of the options in respect of:

- the share price relative to the Stoxx600 Automobiles index;
- the Company's operating margin compared with its main competitors.

The executive directors shall retain, in bearer form, until the end of their appointment, a number of shares corresponding to 10% of the balance of

shares resulting from the exercise of the option. The "balance shares resulting from the exercise of option" refers to the total number of shares resulting from the decreased exercise of stock options, which must be transferred in order to finance the exercise of options in question and, where applicable, the payment of any immediate or deferred tax, social contributions and charges relating to the exercise of these options as applicable on the date of exercise of the options. If the number of shares fixed as a result, which must be retained until the loss of office, is a fraction, it is rounded off to the nearest lower whole number. You are reminded that, since January 1, 2020, Laurent Burelle is no longer an executive director of Compagnie Plastic Omnium SE.

The executive directors are committed not to resort to risk hedging transactions.

3.2.4.5 STOCK OPTIONS GRANTED TO THE TEN EMPLOYEE BENEFICIARIES WHO ARE NOT DIRECTORS AND OPTIONS EXERCISED BY THEM DURING FISCAL YEAR 2021

Stock options granted to the top ten employees who are not directors and options exercised by the latter	Total number of options granted/shares purchased	Weighted average price ⁽¹⁾	Plan date
Options granted by Compagnie Plastic Omnium SE in fiscal year 2021 to the ten employees of any subsidiary within the scope of the share grant, with the highest number of shares thus granted	0	0	0
Options held on Compagnie Plastic Omnium SE, exercised during fiscal year 2021, by the ten employees of any subsidiary of Compagnie Plastic Omnium SE, with the highest number of options exercised ⁽²⁾	0	0	0

(1) Exercise price after legal adjustments.

(2) Does not include options exercised by employees who have left the Group.

3.2.5 SUMMARY OF TRANSACTIONS REPORTED BY EXECUTIVE DIRECTORS AND DIRECTORS DURING FISCAL YEAR 2021

(Article 223-26 of the General Regulation of the French Financial Market Authority (Autorité des Marchés Financiers) and Article L. 621-18-2 of the French Monetary and Financial Code)

	Date of transaction	Type of transaction	Financial instrument	Quantity	Unit price (in euros)	Transaction price (in euros)
Laurent Burelle	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Laurent Favre	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Félicie Burelle	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Burelle SA represented by Éliane Lemarié	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Anne Asensio	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Anne-Marie Couderc	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Prof. Dr. Bernd Gottschalk	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Vincent Labruyère	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Paul Henry Lemarié	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Lucie Maurel Aubert	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Alexandre Mérieux	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Cécile Moutet	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Amélie Oudéa-Castéra	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Amandine Chaffois	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
Ireneusz Karolak	0	0	0	0	0	0
Related persons	0	0	0	0	0	0

3.3 ADDITIONAL INFORMATION ON CORPORATE GOVERNANCE

3.3.1 INFORMATION RELATING TO CURRENT AGREEMENTS ENTERED INTO UNDER ARM'S LENGTH CONDITIONS

3.3.1.1 PROCEDURE IMPLEMENTED UNDER ARTICLE L. 22-10-12 OF THE FRENCH COMMERCIAL CODE

In accordance with the legal provisions and on the recommendation of the Audit Committee, on December 10, 2021 the Board of Directors adopted a charter relating to the identification and evaluation of related-party agreements and free agreements whose purpose is to specify the methodology and criteria to be applied for the classification of related-party agreements and commitments relating to current agreements and entered into under arm's length conditions by the Company and fulfilling these conditions. It may be amended at any time by the Board of Directors, in particular to take into account any legislative and regulatory changes.

In accordance with the law, agreements entered into between the persons referred to in Article L. 225-38 of the French Commercial Code (agreement entered into directly or through an intermediary between the Company and its Chief Executive Officer, one of its Managing Directors, one of its directors, one of its shareholders holding a fraction of the voting rights greater than 10% or, in the case of a corporate shareholder, the Company controlling it within the meaning of Article L. 233-3 of the French Commercial Code), relating to current agreements and entered into under arm's length conditions, are not subject to prior authorization by the Board of Directors.

The charter provides for the following procedure: The Legal and Financial Departments, informed of any draft agreement that may be qualified as a related-party agreement or a current agreement, are responsible for analyzing the characteristics of said agreement and thus submitting it either to the authorization and control procedure provided for related-party agreements, or classifying it as a an agreement relating to ordinary transactions concluded under arm's length conditions. This procedure also provides for an annual review by the Audit Committee of agreements classified as current transactions entered into under arm's length conditions based on the accounting entries recorded during the previous fiscal year. This review is carried out in the light of the criteria specified in the charter enabling a current agreement to be classified as under arm's length conditions.

Each year, the Audit Committee also examines the relevance of the criteria used to classify a current agreement entered into under arm's length conditions, specified in the charter.

The Audit Committee reports on its work to the Board of Directors, which ensures, on the basis of these reports, that the aforementioned agreements relating to day-to-day transactions and entered into under arm's length conditions meet these conditions. In this context, the Board of Directors may either confirm the classification as a current agreement entered into under arm's length conditions, or consider that the agreement in question must be subject to the related-party agreement procedure and therefore be subject to its ratification. In compliance with the regulations, the persons directly or indirectly interested in one of the aforementioned agreements do not take part in the discussions or in the decision-making relating to their assessment.

Pursuant to Article L. 22-10-10, 2 of the French Commercial Code, concerning fiscal year 2021, the work of the Audit Committee confirmed that all agreements entered into or renewed by the signatories during this fiscal year related to current transactions and were concluded under arm's length conditions, or were duly authorized by the Board of Directors of the Company prior to their conclusion or renewal.

3.3.1.2 AGREEMENTS REFERRED TO IN ARTICLE L. 22-10-10, 2 OF THE FRENCH COMMERCIAL CODE

Pursuant to Article L. 22-10-10-2 of the French Commercial Code, no new agreements were entered into during the year ended December 31, 2021, either directly or indirectly, between any directors or shareholders holding more than 10% of the Company's voting rights, and any subsidiaries of Compagnie Plastic Omnium SE that are controlled within the meaning of Article L. 233-3 of the French Commercial Code.

3.3.1.3 AGREEMENTS REFERRED TO IN ARTICLE L. 225-40-1 OF THE FRENCH COMMERCIAL CODE PREVIOUSLY APPROVED BY THE GENERAL MEETING OF SHAREHOLDERS AND WHOSE EXECUTION CONTINUED DURING FISCAL YEAR 2021

The agreements listed below, previously authorized by the Board of Directors and approved by the General Meeting of Shareholders during previous fiscal years in accordance with Article L. 225-40-1 of the French Commercial Code, and of which the implementation continued during the 2021 fiscal year, were examined by the Board of Directors at its meeting of February 17, 2022.

- Royalty agreement for licensing and technical assistance

Agreement signed in 2021 between Compagnie Plastic Omnium SE and BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi AS. Compagnie Plastic Omnium SE holds 50% of the voting rights in BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi AS.

This agreement was authorized by the Board of Directors on February 26, 2013 and ratified by the General Meeting of Shareholders of April 25, 2013.

Its purpose is to use the designs, models, industrial processes, know-how, and related technical assistance services of Compagnie Plastic Omnium SE.

The agreement was for a period of five years, renewable by tacit agreement.

- Supplementary pension plan agreement of the Group's Senior Executives

Agreement signed in 2003 between Compagnie Plastic Omnium SE and Burelle SA.

Burelle SA directly holds 59.35% of the share capital of Compagnie Plastic Omnium SE.

This agreement was authorized by the Board of Directors on December 11, 2003 and ratified by the General Meeting of Shareholders of April 22, 2004.

Interested parties: Félicie Burelle, Éliane Lemarié, Jean Burelle, Laurent Burelle and Paul Henry Lemarié

- Trademark license royalty agreement

Agreement concluded in 2007 between Compagnie Plastic Omnium SE and Yanfeng Plastic Omnium Automotive Exterior Systems CO LTD. Compagnie Plastic Omnium SE indirectly holds 49.95% of the share capital of Yanfeng Plastic Omnium Automotive Exterior Systems CO LTD.

This agreement was authorized by the Board of Directors on February 26, 2013 and ratified by the General Meeting of Shareholders of April 25, 2013.

Its purpose is the use of trademarks owned by Compagnie Plastic Omnium SE.

The agreement has a duration of 30 years.

Person concerned: Laurent Favre

3.3.2 RELATED-PARTY TRANSACTIONS

Details of transactions with related parties as covered by the standards adopted in accordance with European regulation 1606/2002 are provided in Note 7.3 to the consolidated financial statements (section 5).

3.3.3 SERVICE AGREEMENTS BETWEEN MEMBERS OF THE BOARD OF DIRECTORS OR MANAGEMENT

To the best of Compagnie Plastic Omnium SE's knowledge, there is no service agreement binding the members of the Board of Directors or management to the Company or any of its subsidiaries providing for the granting of benefits under such a contract.

3.3.4 STATUTORY PROVISIONS APPLICABLE TO THE PARTICIPATION OF SHAREHOLDERS IN GENERAL MEETINGS OF SHAREHOLDERS

3.3.4.1 NOTICE OF MEETINGS

The General Meetings of Shareholders are convened, meet and deliberate under conditions set forth by law. The agenda of the meetings is determined by the author of the notice; however, one or more shareholders may, under conditions set forth by law, require draft resolutions to be written into the agenda.

The meeting takes place at the registered office, or at any other place indicated in the notice.

The notice of meeting for the General Meeting of Shareholders is published in the *Bulletin des Annonces Légales Obligatoires* (BALO) under conditions set forth by law and regulations.

Meetings are chaired by the Chairman of the Board of Directors or, in his absence, by a director who is specially authorized for such purpose by the Board of Directors. Failing which, the meeting elects its own Chair.

The duties of the tellers shall be performed by the two members of the meeting who are present and accept such duty, and who have the greatest number of votes. The officers of the meeting shall appoint a Secretary, who may be chosen from outside of the shareholders.

There shall be an attendance list kept under conditions set forth by law. The minutes of the General Meetings of Shareholders shall be drawn up, and copies thereof shall be delivered and certified under conditions set forth by law.

3.3.4.2 PARTICIPATION IN MEETINGS

Every shareholder has the right to participate in the meetings, provided that all payments due for such shares have been met in accordance with the applicable legislations and regulations and within the framework defined by these texts.

The right to participate in the General Meetings, or arrange to be represented, is subject to the accounting entry of the shares in the name of the shareholder by the second business day preceding the meeting at 0:00 hours, Paris time, either in registered share accounts kept by the Company, or in bearer share accounts kept by an authorized intermediary.

In accordance with Article 18 of the bylaws, any shareholder may participate in the General Meeting, if the Board of Directors so decides when the meeting is convened, by videoconference or other telecommunication means including the internet, under the conditions pursuant to the applicable regulation at the time of its use. Where applicable, this decision is sent with the notice of meeting published in the *Bulletin des Annonces Légales Obligatoires* (BALO).

The Board of Directors may, if it deems it useful, arrange for the delivery to the shareholders of admission cards with their names, and require the presentation of the same in order to access the General Meeting.

General Meeting of Shareholders of April 21, 2022

At its meeting of February 17, 2022, the Board of Directors decided to convene the Combined General Meeting of Shareholders on April 21, 2022.

In the current context of the health crisis, the terms of participation in the General Meeting of Shareholders defined in Article 18 of the bylaws of Compagnie Plastic Omnium SE may be amended to comply with provisions that may be published in this context. The attention of shareholders is drawn to the fact that it is possible to vote at the General Meeting and to address written questions to the Board either by post or by electronic means, under the conditions provided for by the regulations.

The procedures for participating in the General Meeting of Shareholders of April 21, 2022 are detailed in the notice of meeting published in the BALO and on the Group's website (www.plasticomnium.com).

The preparatory documents for this General Meeting of Shareholders are available on the Group's website.

The General Meeting of Shareholders of Compagnie Plastic Omnium SE will be broadcast live and recorded on www.plasticomnium.com.

3.3.5 INFORMATION ON ELEMENTS THAT MAY HAVE AN IMPACT IN THE EVENT OF A PUBLIC TAKEOVER OR EXCHANGE OFFER

None

3.3.6 OFFICES OF THE STATUTORY AUDITORS

3.3.6.1 STATUTORY AUDITORS

Mazars

Company represented by Ms. Juliette Decoux

61, rue Henri Regnault, Tour Exaltis, 92400 Courbevoie

Mazars, Statutory Auditor of the Company since December 28, 1977, was reappointed by the Combined General Meeting of Shareholders on April 28, 2016 for a further period of six fiscal years, *i.e.* until the end of the Annual Ordinary General Meeting in 2022 called to approve the financial statements for the fiscal year ending on December 31, 2021.

Ernst & Young et Autres

Company represented by Ms. May Kassis-Morin

1-2, place des Saisons, 92400 Courbevoie-Paris La Défense 1

Ernst & Young et Autres, Statutory Auditors of the Company since April 29, 2010, was reappointed by the Combined General Meeting of Shareholders on April 28, 2016 for a further period of six fiscal years, *i.e.* until the end of the Annual Ordinary General Meeting in 2022 called to approve the financial statements for the fiscal year ending on December 31, 2021.

3.3.6.2 ALTERNATE STATUTORY AUDITORS

Mr. Gilles Rainaut (Mazars alternate)

60, avenue du General Leclerc, 92100 Boulogne Billancourt

Mr. Gilles Rainaut, Alternate Statutory Auditor of the Company since April 29, 2010, was reappointed by the Combined General Meeting of Shareholders of April 28, 2016 for a further period of six fiscal years, *i.e.* until the end of the Annual Ordinary General Meeting in 2022 called to approve the financial statements for the fiscal year ending on December 31, 2021.

Auditex (alternate to Ernst & Young and Others)

Tour Ernst & Young, 11, allée de l'arche, 92400 Courbevoie

Auditex, Alternate Statutory Auditor of the Company since April 29, 2010, was renewed by the Combined General Meeting of Shareholders of April 28, 2016 for a further period of six fiscal years, *i.e.* until the end of the Annual Ordinary General Meeting in 2022 called to approve the financial statements for the fiscal year ending on December 31, 2021.

3.4 CORPORATE GOVERNANCE CODE

AFEP-MEDEF CODE: THE REFERENCE CODE

Compagnie Plastic Omnium SE remains committed to the application of rules of corporate governance laid down by AFEP-MEDEF, by referring to the Corporate Governance Code of listed companies, available on the website <http://afep.com>.

The table below provides the Company's explanations for the recommendations of the AFEP-MEDEF Code that are not applied.

Recommendations AFEP-MEDEF Code

Compagnie Plastic Omnium SE practices and justifications

Terms of office of directors must be staggered so as to prevent reappointment en masse (Article 13.2)

The renewal of the term of office of one of the 15 members of the Board of Directors will be submitted to the vote of the General Meeting of Shareholders of April 21, 2022. The terms of the two directors representing the employees will expire in 2022 and those of four directors will expire in 2023. The Company wished to prioritize a frequent appointment principle for directors by stipulating a statutory three-year term of office. The Company will thus see four renewed or new terms of office in 2022, four in 2023 and eight in 2024.

Termination of the employment contract in the event of a corporate office (Article 22)

The employment contracts of Laurent Favre and Félicie Burelle have been suspended since January 1, 2020. The AFEP-MEDEF Code states that it is recommended that when an employee becomes an executive director, the employment contract be terminated with the Company. After appointing Laurent Favre, Chief Executive Officer, and Félicie Burelle, Managing Director, the Board of Directors decided that their employment contracts should be maintained. The Board decided that the rights acquired in respect of the Group supplementary pension plans for Senior Executives until December 31, 2019, *i.e.* for the period prior to the suspension of their employment contracts, would remain frozen and preserved, which involves keeping their employment contracts suspended.

3.5 INFORMATION ON SHARE CAPITAL

3.5.1 SHARE CAPITAL

Shares in Compagnie Plastic Omnium SE are listed on Euronext Paris (compartment A). Plastic Omnium shares are included in the SBF 120 and CAC Mid-60 indices.

At December 31, 2021, Compagnie Plastic Omnium SE's share capital amounted to €8,827,329.18 divided into 147,122,153 fully paid-up shares with a par value of €0.06 each.

In accordance with Article 18-11 of the bylaws, all fully paid-up shares held on a registered basis in the name of the same shareholder for at least two years are entitled to a double voting right with the shareholder having either bought or inherited the shares under intestacy rules or being a spouse or a relative entitled to inherit the shares who received them as an *inter vivos* gift.

If the share capital is increased by incorporating reserves, profits or share premiums, the double voting right is also attached to the registered free shares linked to the shares with double voting rights already held by the shareholder.

A double voting right shall cease for any share, which has been the subject of a conversion to bearer form or a transfer.

It may also be canceled by decision of an Extraordinary General Meeting of Shareholders.

At December 31, 2021, excluding treasury shares, the Company had 145,060,740 shares with the same number of exercisable voting rights, of which 91,203,594 shares with double voting rights.

3.5.2 VOTING RIGHTS

Shareholders have the right to vote and speak at General Meetings. Each shareholder has one vote per fully paid-up share he or she holds.

3.5.3 POTENTIAL SHARE CAPITAL AND SECURITIES GIVING RIGHTS TO SHARE CAPITAL

As at December 31, 2021, there were no securities or rights giving direct or indirect access to the share capital of Compagnie Plastic Omnium SE.

3.5.4 CURRENT AUTHORIZATIONS RELATING TO CAPITAL AND SECURITIES CARRYING RIGHTS TO THE ALLOCATION OF DEBT SECURITIES – USE OF AUTHORIZATIONS

The Company's shareholders have delegated the following powers and financial authorizations to the Board of Directors:

3.5.4.1 AUTHORIZATIONS AND DELEGATIONS GRANTED TO THE BOARD OF DIRECTORS BY THE COMBINED GENERAL MEETING OF APRIL 23, 2020

Resolution no.	Type of authorization and delegated power	Duration and expiry date	Maximum amount per authorization or delegated power	Use of the authorization or delegation of power
21	Authorization to reduce the equity capital by canceling treasury shares	26 months - until June 22, 2022	10% of the share capital per 24-month period	Cancellation of 1,443,954 treasury shares

3.5.4.2 USE OF AUTHORIZATIONS AND DELEGATIONS GRANTED TO THE BOARD OF DIRECTORS BY THE COMBINED GENERAL MEETING OF APRIL 22, 2021

Resolution no.	Type of authorization and delegated power	Duration and expiry date	Maximum amount per authorization or delegated power	Use of the authorization or delegation of power
5	Buyback by the Company of its own shares	18 months until 10/21/2022	Maximum purchase price: €80 – Maximum holding: 10% of share capital – Accumulated value of acquisitions: €1,188,528	At December 31, 2021, Compagnie Plastic Omnium SE held 1.40% of its share capital
24	Authorization to grant stock options to directors and/or employees of the Company and/or Group companies	38 months until 06/21/2024	Maximum holding: 0.5% of share capital, to be deducted from the 0.2% in the 25 th resolution approved at the Ordinary General Meeting of Shareholders on April 22, 2021	None
25	Authorization to grant performance shares to directors and employees of the Company and/or Group companies	38 months until 06/21/2024	Maximum holding: 0.2% of share capital, to be deducted from the 0.5% in the 24 th resolution approved at the Ordinary General Meeting of Shareholders on April 22, 2021	None
26	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities providing access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities providing access to equity securities to be issued by the Company, with preferential subscription rights	26 months until 06/21/2023	A nominal value of €4 million for the shares and €1,500 million in value for debt securities	None
27	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities providing access to other equity securities or entitling the allocation of debt securities and/or investment securities providing access to equity securities to be issued by the Company, without preferential subscription rights, through a public offer and/or as consideration for securities as part of a public exchange offer during the delegation	26 months until 06/21/2023	€4 million for shares and €1,500 million for debt securities	None
28	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities providing access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities providing access to equity securities to be issued by the Company, without preferential subscription rights by way of an offer referred to in par. II of Article L. 411-2 of the French Monetary and Financial Code	26 months until 06/21/2023	A nominal value of €1.7 million for the shares through an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code – €1,500 million in value for debt securities	None
29	Delegation of authority to increase the number of shares or securities to be issued when a share issue with or without preferential subscription rights is carried out under the 26 th to 28 th resolutions up to a maximum of 15% of the initial issue	26 months until 06/21/2023	15% of the initial issue	None
30	Share capital increase reserved for Plastic Omnium employees	26 months until 06/21/2023	Maximum holding: 3% of the equity capital at the date of the General Meeting of Shareholders (i.e. a maximum of 4,456,983 shares at December 31, 2020)	None

3.5.4.3 AUTHORIZATIONS AND DELEGATIONS PROPOSED TO THE GENERAL MEETING OF SHAREHOLDERS OF APRIL 21, 2022 RELATING TO THE CAPITAL AND SECURITIES GIVING THE RIGHT TO THE ALLOCATION OF DEBT SECURITIES

Resolution no.	Type of authorization and delegated power	Duration and expiry date	Maximum amount per authorization or delegated power
5	Buyback by the Company of its own shares	18 months until 10/20/2023	Maximum purchase price: €80 – Maximum holding: 10% of share capital – Accumulated value of acquisitions: €1,176,977,200
21	Authorization to reduce the equity capital by canceling treasury shares	26 months until 06/21/2024	10% of the share capital per 24-month period
22	Authorization to grant stock options to directors and/or employees of the Company and/or Group companies	38 months until 06/20/2025	Maximum holding: 0.5% of the share capital and a sub-ceiling of 0.25% of the share capital for executive directors
23	Authorization to allocate free shares to directors and/or employees of the Company and/or Group companies	38 months until 06/20/2025	Maximum holding: 0.2% of the share capital and a sub-ceiling of 0.1% of the share capital for executive directors
24	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, with preferential subscription rights	26 months until 06/20/2024	€6 million in nominal for shares and €2 billion in value for debt securities
25	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or entitling the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, through a public offer	26 months until 06/20/2024	€6 million in nominal for shares and €2 billion in value for debt securities
26	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights by way of an offer referred to in par. II of Article L. 411-2 of the French Monetary and Financial Code	26 months until 06/20/2024	€2 million in nominal for the shares through an offer referred to in Article L. 411-2 of the French Monetary and Financial Code – €750 million in value for debt securities
27	Delegation of authority to increase the number of shares or securities to be issued when a share issue with or without preferential subscription rights is carried out under the 24 th to 26 th resolutions up to a maximum of 15% of the initial issue	26 months until 06/20/2024	15% of the initial issue
28	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, as consideration for contributions in kind consisting of equity securities or investment securities giving access to the share capital	26 months until 06/20/2024	€2 million in nominal for shares and €750 million in value for debt securities
29	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or investment securities giving access to equity securities to be issued by the Company, without preferential subscription rights, as consideration for securities as part of a public exchange offer during the delegation	26 months until 06/20/2024	€6 million in nominal for shares and €750 million in value for debt securities
30	Share capital increase reserved for Plastic Omnium employees savings plan (PEE)	26 months until 06/20/2024	€264,819 in nominal, i.e. a maximum of 4,413,650 shares at December 31, 2021

3.5.5 MOVEMENTS IN THE CAPITAL OVER THE PAST FIVE YEARS

Year and type of corporate transaction	Amount of capital increase/reduction		Share capital (in euros)	Number of shares comprising the share capital	Par value of the share (in euros)
	Nominal	Premium			
August 2017					
Reduction in share capital by canceling 1,500,000 treasury shares	90,000	49,819,507	9,058,603	150,976,720	0.06
July 2018					
Reduction in equity capital by canceling 1,110,613 treasury shares	66,637	39,223,119	8,991,966	149,866,107	0.06
November 2018					
Reduction in equity capital by canceling 1,300,000 treasury shares	78,000	45,252,090	8,913,966	148,566,107	0.06
February 2021					
Capital reduction by canceling 1,443,954 treasury shares	86,637.24	32,928,875	8,827,329.18	147,122,153	0.06

BUYBACK BY THE COMPANY OF ITS OWN SHARES

Percentage of share capital held directly and indirectly by the Company as at December 31, 2021 including:	1.40
backing existing stock option plans	0.63
backing existing performance share plans	0.41
backing liquidity contract	0.09
intended for cancelation	0.27
Number of shares canceled over the past 24 months	1,443,954
Number of securities in the portfolio on December 31, 2021	2,061,413
Carrying amount of portfolio on December 31, 2021	47,759,078
Market value of portfolio on December 31, 2021	47,123,901

SHARE BUYBACKS DURING THE 2021 FISCAL YEAR

	Aggregate gross movements		
	Purchases	Sales	Options exercised
Number of securities	2,184,887	1,226,555	286,200
Average transaction price	27.47	27.23	-
Average exercise price	-	-	24.72
Totals	60,026,903	33,402,045	7,074,864

Trading fees of €71 thousand were incurred in buying back shares during 2021.

The change in the number of outstanding shares between the opening date and the closing date of fiscal year 2021 is as follows:

	January 1, 2021	Movements for fiscal year 2021 ⁽¹⁾	December 31, 2021
Number of shares comprising the share capital	148,566,107	(1,443,954)	147,122,153
Number of treasury shares	2,834,235	(772,822)	2,061,413
Number of outstanding shares	145,731,872	(671,132)	145,060,740

(1) See purchase flows, sales flows and options exercised, indicated in the table above.

The eighth resolution of the Combined General Meeting of Shareholders of April 22, 2021 authorized the Company to buy back its own shares subject to the following conditions:

Maximum purchase price	€80 per share (excluding acquisition costs)
Maximum shares that may be held	10% of the share capital on the date of the Combined General Meeting of April 22, 2021
Maximum investment in the buyback program	€1,176,977,200

A new liquidity agreement, signed with Kepler Capital Markets SA on January 1, 2015 for an initial amount of €3 million, has a term of one year, renewable automatically, in accordance with the Code of Ethics drawn up by AMAFI (Association Française des Marchés Financiers – the representative body for professionals working in the securities industry and financial markets in France). On January 28, 2019, Plastic Omnium made an additional contribution of €3 million to the liquidity agreement, increasing its overall budget to €6 million. The primary purpose of the agreement is to reduce the volatility of the Compagnie Plastic Omnium share price, and thus the risk perceived by investors.

Between April 24, 2021 and February 28, 2022, the Company did not acquire any shares to cover its commitments to beneficiaries of free share plans.

At February 28, 2022, Compagnie Plastic Omnium SE held 2,116,416 treasury shares, representing 1.44% of the share capital, broken down as follows:

Number of shares

194,303	AMAFI liquidity agreement
400,000	Shares held for cancellation
927,840	Shares allocated to employees or directors of the Company or of Group companies
594,273	Hedging of securities carrying rights to the allocation of shares

Description of the share buyback program submitted to the Combined General Meeting of April 21, 2022

Under Articles 241-1 to 241-6 of the AMF General Regulation, this description defines the objectives of the Compagnie Plastic Omnium SE share buyback policy and how it will be implemented. The program will be submitted for approval to the Combined General Meeting of Shareholders convened for April 21, 2022.

Objectives of the share buyback program

Compagnie Plastic Omnium SE intends to use the share buyback program to achieve the following objectives:

- to use an investment service provider to maintain the secondary market or the liquidity of Plastic Omnium's shares, via a liquidity agreement complying with the AMAFI Code of Ethics accepted by the AMF;

Information concerning share buybacks made since April 24, 2021

Between April 24, 2021 and February 28, 2022, the Company acquired 1,535,197 shares for a total value of €37,745,761, i.e. a unit value of €24.59, of which 1,135,197 shares under the liquidity contract and 400,000 shares outside this contract. Over the same period, the Company sold 1,015,894 shares under the liquidity contract for a total of €24,818,390, representing a value per share of €24.43.

- to cancel the acquired shares, if appropriate, subject to the approval by the General Meeting of Shareholders of the authorization submitted to a vote in its twenty-first extraordinary resolution;
- to cover stock option plans and/or free share plans (or similar) for Group employees and/or directors, as well as any allocations of shares for a company or group savings scheme (or similar), in respect of employee profit sharing and/or all other forms of allocation of shares to employees and/or directors of Compagnie Plastic Omnium SE;
- to retain the shares acquired and use them later on for exchange or in payment for any external growth transactions, with the understanding that shares purchased for this purpose may not exceed 5% of the Company's capital;
- to implement all market practices currently accepted or accepted in the future by the market authorities.

Terms – the maximum proportion of equity capital that may be acquired and the maximum amount payable by Compagnie Plastic Omnium SE

Compagnie Plastic Omnium SE is authorized to acquire a maximum of up to 10% of its equity capital as of the date of this document, 14,712,215 shares, each with a par value of €0.06.

Since the Company held 2,116,416 treasury shares at February 28, 2022, the maximum number of its shares it could purchase under the share buyback program is 12,595,799. In the event that treasury shares already held are canceled or used, the maximum amount that the Company can pay out to acquire the 14,712,215 shares is €1,176,977,200.

Thus, the total value of acquisitions (net of costs) may not exceed €1,176,977,200 based on the maximum purchase price of €80 provided

in the 5th resolution to be proposed to the Combined General Meeting of Shareholders of April 21, 2022.

Shares may be purchased, sold or transferred using any method, including by purchasing blocks of shares, on the stock market or over the counter. These means include the use of any derivatives, traded on a regulated market or over the counter, and the setting up of option operations such as the purchase and sale of call and put options. These transactions may be made at any time.

Term of the buyback program

This buyback program may continue for a period of eighteen months from approval of the fifth resolution subject to a shareholders' vote at the Combined General Meeting of April 21, 2022, *i.e.* until October 20, 2023.

3.5.6 BONDS

Details of the outstanding bonds and private placements issued by the Company at December 31, 2021 are given below:

Issuer	Currency	Coupon	Initial issue date	Maturity date	Amount outstanding (in millions of euros)	Listing market
Compagnie Plastic Omnium SE	EUR	1.478%	06/17/2016	06/17/2023	300	
Compagnie Plastic Omnium SE	EUR	1.25%	06/26/2017	06/26/2024	500	Paris
Compagnie Plastic Omnium SE	EUR	1.632%	12/21/2018	12/21/2025	300	

3.6 SHAREHOLDING STRUCTURE OF COMPAGNIE PLASTIC OMNIUM SE

BREAKDOWN AT DECEMBER 31, 2021 OF THE SHARE CAPITAL OF COMPAGNIE PLASTIC OMNIUM SE COMPRISING 147,122,153 SHARES

	December 31, 2021		December 31, 2020		December 31, 2019	
	% voting rights	% share capital	% voting rights	% share capital	% voting rights	% share capital
Burelle SA	73.26	59.35	72.08	58.78	72.08	58.78
Employee shareholders	0.97	0.97	0.99	0.99	0.98	0.98
Held by Company	–	1.40	–	1.91	–	1.61
Public	25.77	38.27	26.93	38.32	26.94	38.63
	100	100	100	100	100	100

At December 31, 2021, Burelle SA held 59.35% of the share capital of Compagnie Plastic Omnium SE. To the Company's knowledge, no other shareholder owns 5% or more of the share capital.

In France, at December 31, 2021, the Group Savings Plan had 1,847 members, holding 1,432,275 shares in Compagnie Plastic

Omnium SE, or 0.97% of the share capital, purchased on the stock market.

The Company has not been informed of any shareholders' agreement.