

## 3. CORPORATE governance /AFR/

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The information presented in this section constitutes the report of the Board of Directors on corporate governance prepared in accordance with the provisions of Articles L. 225-37 et seq., L. 22-10-9 and L. 22-10-10 of French Commercial Code. This report was presented to the Audit Committee, the Appointments and CSR 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 21, 2023.

It describes in particular 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. It also includes the Board's diversity policy. The components of the compensation of directors are also specified, as well as the transactions in Plastic Omnium shares declared by the directors in 2022 and the compensation policy pursuant to the aforementioned provisions of the French Commercial Code.

## 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 eight.

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 of Shareholders called during the year in which their term expires to approve the accounts for the previous fiscal year.

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.

At the date of this report, the Company is administered by a Board of Directors composed of 16 members:

- 14 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);
- 2 directors representing the employees appointed in accordance with the provisions of Articles L. 22-10-6 et seq. of the French Commercial Code.

The General Meeting of Shareholders of April 21, 2022 renewed the term of office as director of Ms. Amélie Oudéa-Castéra and appointed, in addition to the members already in office, Ms. Martina Buchhauser as a director.

The Board of Directors of December 7, 2022 co-opted Ms. Élisabeth Ourliac, to replace Ms. Amélie Oudéa-Castéra, who resigned on May 20, 2022.

At 31 December 2022, the Board of Directors comprised five independent directors (see Section 3.1.1.5); the percentage of independent directors was 36%. These independent directors fulfill their role well, given their profile and experience. They hold high-level responsibilities in international groups, which enables them to understand all aspects of the Plastic

Omnium Group's divisions, to inform discussions and to interact effectively with Senior Executives. It is specified here that in accordance with the AFEP-MEDEF Code, the number of directors representing employees is not included in the calculation of the percentage of independent directors.

Each member of the Board of Directors of Compagnie Plastic Omnium SE is involved in the discussions and is a source of proposals. The diversity and complementarity of the directors' experience enables a rapid and in-depth understanding of Plastic Omnium's development challenges.

#### 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 nine female directors out of 16. 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 of Shareholders are not taken into account. As the Board of Directors of Compagnie Plastic Omnium SE includes 2 directors representing employees, the assessment is made on the basis of 14 directors, of which eight are women, i.e. 57%. The principle of gender balance is also respected with regard to the two directors representing the employees.

In addition to increasing 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.

#### SELECTION OF NEW DIRECTORS

The appointment of directors, submitted to the vote of the General Meeting of Shareholders, is subject to a transparent selection process.

When one or more directors' seats become vacant, and after considering the size of the Board of Directors, the Appointments and CSR Committee defines, with the support of the Chairman of the Board of Directors, the profile(s) sought, having regard in particular to the diversity policy and in particular to the appropriate nature of the composition of the Board of Directors with the Group's activities, its challenges and its strategic orientations. The skills matrix includes in particular the following criteria:

- management skills acquired in large French or foreign international companies;
- knowledge of the Group or its division sector;

- professional experience;
- financial and accounting expertise;
- CSR, R&D and digital skills;
- availability and commitment to perform their office.

On the basis of these profiles, the Chairman of the Appointments and CSR Committee, with the support of the Chairman of the Board of Directors, oversees the search and selection process for new independent directors, with, where appropriate, assistance from an external firm. Candidates are interviewed at the end of the process with a view to making a recommendation to the Board. During these interviews, the Appointments and CSR Committee ensures in particular the independence, availability and motivation of the prospective candidate(s) and their adherence to the Group's values.

Thanks to the selection work by the Appointments and CSR Committee and the Board of Directors, the General Meeting of Shareholders can appoint responsible directors, able to exercise their total freedom of judgment and participate independently in the work and the collegial decisions of the Board as well as the activities of the Committees.

The replacement of directors appointed by the General Meeting of Shareholders whose position has become vacant during their term of office due to death or resignation is subject to the legal and regulatory provisions in force, it being specified that these provisions are not applicable in the event of a vacancy for any reason whatsoever, of the seat of a director elected by the employees.

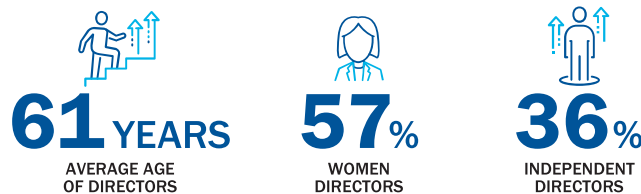
**Selection process for new independent directors appointed by the General Meeting of Shareholders**

1 - Profile	2 - Applications: Work of the Appointments and CSR Committee	3 - Selection: Recommendations of the Appointments and CSR Committee	4 - Proposed appointments: Decision of the Board of Directors	5 - Appointments: Vote at the General Meeting of Shareholders
<ul style="list-style-type: none"> <li>• Review of expiring terms of office or resignations</li> <li>• Definition by the Chairman of the Board of Directors and the Appointments and CSR Committee of the profile sought, with regard to:                             <ul style="list-style-type: none"> <li>• skills and expertise sought to promote the complementarity of directors</li> <li>• professional and personal qualities</li> <li>• gender parity</li> </ul> </li> <li>• Analysis, where applicable, of the profiles of the candidates presented by a member of the Board of Directors representing a significant portion of the Company's share capital and/or voting rights</li> </ul>	<ul style="list-style-type: none"> <li>• Proposed reappointments</li> <li>• Proposal for external recruitment</li> <li>• Selection of a recruitment firm if necessary</li> <li>• Discussions and debate within the Appointments and CSR Committee</li> <li>• Establishment of a list of candidates to be submitted</li> </ul>	<ul style="list-style-type: none"> <li>• Discussion of the proposed profiles: adequacy with the needs identified, verification of compliance with the recommendations of the AFEP-MEDEF Code (multiple offices, independence criteria, skills, etc.)</li> <li>• Individual interview with the Chairman of the Board of Directors and the members of the Appointments and CSR Committee</li> <li>• Discussions at Committee meetings with a view to making a recommendation to the Board of Directors</li> </ul>	<ul style="list-style-type: none"> <li>• Proposed reappointments</li> <li>• Proposed appointments of new directors</li> <li>• Decision to co-opt new directors</li> <li>• Drafting of the draft resolutions to be submitted to the General Meeting of Shareholders</li> </ul>	<ul style="list-style-type: none"> <li>• Appointment of new directors</li> <li>• Renewal of the terms of office of directors</li> <li>• Ratifications of the co-optation of new directors decided by the Board of Directors</li> </ul>

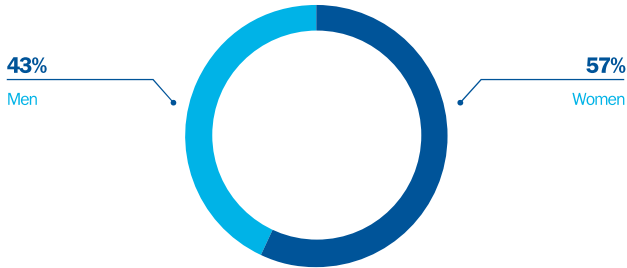
When joining the Board of Directors, each director receives a copy of the Board's Internal Rules, the Compagnie Plastic Omnium SE bylaws and the Stock Market Ethics Charter. This corpus of rules adopted by the Company serves as a reference for the directors regarding the level of requirements expected by Compagnie Plastic Omnium SE. As soon as they take office,

directors also receive support in the form of personalized discussions with the Chairman of the Board of Directors, the Chief Executive Officer, the Managing Director, the Chairmen of the Committees and the Secretary of the Board. Training is also offered to directors, particularly in terms of CSR, and directors who so wish can benefit from personalized support.

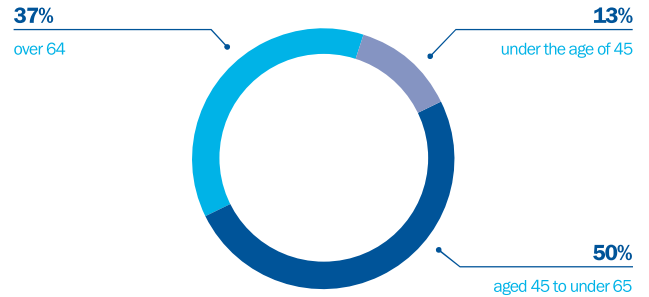
At December 31, 2022, the main characteristics of the composition of the Board of Directors were as follows:



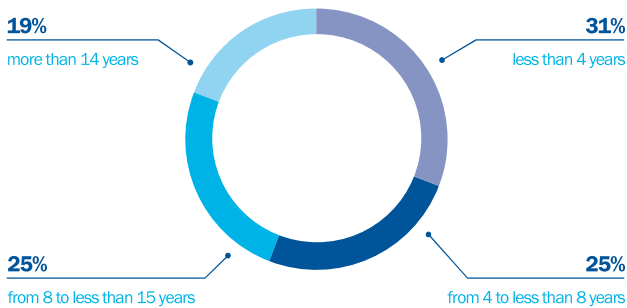
**BREAKDOWN OF MEN AND WOMEN**



**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. All directors bring the following qualities to the Board of Directors:

Strategic vision	Sense of innovation and entrepreneurial dimension
Quality of judgment	International openness
Ethics	Defense of the Group's interests

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 divisions of Compagnie Plastic Omnium SE, the challenges raised and its strategic orientation, thus contributing to the quality of the Board's decisions.

Composition and conditions for the preparation and organization of the work of the Board of Directors

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

	Senior Executives	Digital, Innovation, New technologies	Industry sector	International relations	CSR	Finance, Audit	Automotive sector	Human Resources	Knowledge of the Group
Laurent Burelle	■		■	■	■	■	■		■
Laurent Favre	■	■	■	■		■	■		■
Félicie Burelle	■	■	■	■		■	■		■
Anne Asensio	■	■	■	■					
Martina Buchhauser		■	■		■		■		
Anne-Marie Couderc	■		■	■	■			■	
Prof. Dr. Bernd Gottschalk			■	■		■	■		
Vincent Labruyère	■	■				■			
Éliane Lemarié					■			■	■
Paul Henry Lemarié	■		■			■	■		■
Lucie Maurel Aubert	■				■	■			
Alexandre Méreux	■	■	■		■				
Cécile Moutet									■
Élisabeth Ourllac			■	■		■			
Amandine Chaffols			■		■		■		■
Ireneusz Karolak			■				■		■
	56%	38%	75%	44%	44%	50%	50%	13%	50%






## CORPORATE GOVERNANCE

Composition and conditions for the preparation and organization of the work of the Board of Directors

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### SUMMARY PRESENTATION OF THE BOARD OF DIRECTORS AT DECEMBER 31, 2022

First and last name	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 and CSR	Compensation
<b>Chairman of the Board of Directors</b>										
Laurent Burelle 	73	M		1	06/18/1981	2024	41			
<b>Senior Executives</b>										
Laurent Favre 	51	M		0	01/01/2020	2024	3			
Félicie Burelle 	43	F		2	04/27/2017	2023	5			
<b>Independent directors**</b>										
Anne Asensio 	60	F		1	04/28/2011	2023	11			■
Martina Buchhauser 	56	F		3	04/21/2022	2025	1			
Lucie Maurel Aubert 	60	F		0	12/15/2015	2024	7	★		■
Alexandre Mérieux 	48	M		1	04/26/2018	2024	4			★
Élisabeth Ourliac 	63	F		0	12/07/2022	2025	0.5			
<b>Non-Independent directors</b>										
Anne-Marie Couderc 	72	F		1	07/20/2010	2024	12		★	■
Prof. Dr. Bernd Gottschalk 	79	M		1	04/28/2009	2024	13			
Vincent Labruyère 	72	M		0	05/16/2002	2023	20			■
Éliane Lemarié, permanent representative of Burelle SA 	77	F		1	04/09/2009	2024	13			■
Paul Henry Lemarié 	75	M		1	06/26/1987	2024	35			
Cécile Moutet 	49	F		0	04/27/2017	2023	5			
<b>Directors representing employees</b>										
Amandine Chaffois 	42	F		0	07/04/2019	2025	3			
Ireneusz Karolak 	63	M		0	05/23/2019	2025	3			
<b>Censor</b>										
Jean Burelle 	83	M		1	02/17/2021	2024	2			

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

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

■ Committee Member. ★ Committee Chairperson

**CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS AND ITS SPECIALIZED COMMITTEES IN 2022**

	<b>Departure</b>	<b>Appointments/Cooptations</b>	<b>Renewal</b>
<b>Board of Directors</b>	Amélie Oudéa-Castéra (05/20/2022)	Martina Buchhauser (04/21/2022) Élisabeth Ourliac (12/07/2022)	Amélie Oudéa-Castéra (04/21/2022)
<b>Audit Committee</b>	Vincent Labruyère / Chairman (04/21/2022) Amélie Oudéa-Castéra (05/20/2022)	Lucie Maurel Aubert / Chairwoman (04/21/2022)	
<b>Compensation Committee</b>	Anne-Marie Couderc / Chairwoman (04/21/2022)	Alexandre Mérieux / Chairman (04/21/2022)	

**Two directors representing employees**

Two directors representing the employees have been members of the Board of Directors since 2019. With a particular viewpoint linked to their knowledge of the business, they provide additional insight and enhance the quality of the Board's discussions through their ability to understand the Group's interests and define its risks in their capacity as employees. The directors representing the employees enrich the discussions of the Board of Directors in the service of a sustainable and long-term governance of the Company.

Amandine Chaffois, appointed by the France Group Works Council, is the Group's Vice President Environmental Sustainability.

Ireneusz Karolak, appointed by the European Works Council, is Purchasing Manager in the Clean Energy Systems business line within the Plastic Omnium Industries' division, in Poland.

Their terms of office were renewed in 2022 for new three-year terms. 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, 2022**

**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 AT 12/31/2022:**

667,142

**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 founder-director of the Jacques Chirac Foundation.

He is a *Grand Officier de l'Ordre National du Mérite* and *Commandeur de la Légion d'Honneur*.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
<b>FRENCH COMPANIES AND ASSOCIATIONS</b>			
Burelle SA	Chairman and CEO	✓	✓
Sofiparc	Chairman and member of the Supervisory Committee		✓
Sofiparc Hotels	Chairman		✓
Burelle Participations	Director		✓
AFEP (association)	Chairman		
Jacques Chirac Foundation (association)	Director – Founder		
<b>INTERNATIONAL COMPANIES</b>			
Plastic Omnium Holding (Shanghai) Co. Ltd (China)	Director		✓
SOGEC 2 (Belgium)	Managing Director		
Compagnie Financière de la Cascade SA (Belgium)	Chairman of the Board of Directors Managing Director		



**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 suppliers 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 AT 12/31/2022:**

3,870

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
<b>FRENCH COMPANIES</b>			
Plastic Omnium Auto Exteriors	Chairman and CEO		✓
Plastic Omnium Auto Inergy	Chairman		✓
Plastic Omnium Finance	Manager		✓
Plastic Omnium Modules	Chairman		✓
PO Lighting Systems	Chairman and Chairman of the Supervisory Committee		✓
Plastic Omnium Software House	Chairman and Chairman of the Supervisory Committee		✓
<b>INTERNATIONAL COMPANIES</b>			
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		✓

**FÉLICIE BURELLE**

Managing Director of Compagnie Plastic Omnium SE



**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 Plastic Omnium Group in 2001 as Accounting Manager of a subsidiary of the Auto Exteriors Division in Spain (Madrid), Félicie Burelle moved on to the Mergers & 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 Exteriors 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.

**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 AT 12/31/2022:**

900

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
<b>FRENCH COMPANIES</b>			
Burelle SA	Director	✓	✓
Burelle Participations	Director		✓
CIC Lyonnaise de Banque	Director		
Plastic Omnium Software House	Member of the Supervisory Committee		✓
Bouygues S.A.	Director	✓	
<b>INTERNATIONAL COMPANIES</b>			
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 an *Officier 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 AT 12/31/2022:**

900

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
<b>FRENCH COMPANIES AND ORGANIZATIONS</b>			
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	Minority shareholder, director and member of the Scientific Council		
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		
<b>INTERNATIONAL COMPANIES AND ORGANIZATIONS</b>			
Umeå University of Design (Sweden)	Member of the Strategic Board		
World Design Organization (Canada)	Board member		

**MARTINA BUCHHAUSER**

Founder of The Procurement Initiative



**NATIONALITY:** German

**BUSINESS ADDRESS:**  
H&Z Management Consulting -  
ax-Josph-str. 6  
80333 Munich - Germany

**FIRST APPOINTMENT:**  
04/21/2022

**END OF CURRENT TERM:**  
2025

**BIOGRAPHY**

Having graduated with a Bachelor of Science in Business Management and a Master of Science in Management from Stanford University (United States), Martina Buchhauser began her career in 1985 at General Motors in the United States, then held various management and executive positions at Opel / General Motors, MAN and BMW, where she acquired a comprehensive knowledge of the automotive industry and its developments.

In 2017, she was appointed Purchasing Director of Volvo Cars and member of the Executive Committee.

Since 2021, she has been Senior Advisor for H&Z Management Consulting in Germany, a company specializing in strategy, purchasing and sustainable development. She is an independent director of Gränges AB in Sweden and Chairwoman of Sono Group NV in Germany.

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
<b>INTERNATIONAL COMPANIES</b>			
Volvo Car Corporation (Sweden)	Member of the Management Board	✓	
GV Automobile Technology (Ningbo) Co. Ltd (China)	Director		
H&Z Management Consulting	Senior Advisor		
Sono Motors	Chairwoman of the Supervisory Board	✓	
Gränges AB	Member of the Audit Committee	✓	

**ANNE-MARIE COUDERC**

Chairwoman of the Board of Directors of Air France KLM



**NATIONALITY:** French

**BUSINESS ADDRESS:**

Air France KLM  
2, rue du Cirque,  
75008 Paris

**FIRST APPOINTMENT:**

07/20/2010

**END OF CURRENT TERM:**

2024

**SHARES HELD AT 12/31/2022:**

1,350

**BIOGRAPHY**

After starting 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 of Hachette Filipacchi Associés and, from 2006 to 2010, General Secretary of Lagardère Active (press and audiovisual activities). From 2011 to 2017, she was Chairwoman of the Presstalis group (press distribution business) and since June 30, 2017, she has been a corporate director.

Anne-Marie Couderc has been Chairwoman of the Board of Directors of Air France since 2018.

Anne-Marie Couderc is an *Officier de la 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
<b>FRENCH COMPANIES AND FOUNDATIONS</b>			
Air France KLM	Chairwoman of the Board of Directors	✓	
Air France	Chairwoman of the Board of Directors		
Transdev	Director Member of the Audit Committee Member of the CSR Committee		
Ramsay – Générale de Santé	Director Chairwoman of the Compensation Committee Member of the Audit and Risk Committee		
C.E.S.E	Member		
Veolia Foundation	Director		

**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 Saarbrücken, then at Stanford (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  
Feldbergstraße 51,  
60325 Frankfurt-am-Main

**FIRST APPOINTMENT:**

04/28/2009

**END OF CURRENT TERM:**

2024

**SHARES HELD AT 12/31/2022:**

900

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

**VINCENT LABRUYÈRE**

Chairman of Société Financière du Centre



**BIOGRAPHY**

An engineering graduate of ETH Zurich (Swiss Federal Institute of Technology), Vincent Labryère 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 Labryère then joined the Labryère Group as Chief Executive Officer, later becoming Chairman of the Management Board and then Chairman of the Supervisory Board. Labryère Group is a family-owned company operating vineyards in France and the United States, which also operates commercial real estate and hotel premises and invests growth capital in France and abroad.

**NATIONALITY:** French

**BUSINESS ADDRESS:**

Groupe Labryère  
70, avenue Édouard Herriot  
71009 Mâcon

**FIRST APPOINTMENT:**

05/16/2002

**END OF CURRENT TERM:**

2023

**SHARES HELD AT 12/31/2022:**

10,932

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
<b>FRENCH COMPANIES</b>			
Groupe Labryère	Chairman of the Supervisory Board		
Société Financière du Centre	Chairman		
SC Domaine Jacques Prieur Meursault	Manager		

**ÉLIANE LEMARIÉ, PERMANENT REPRESENTATIVE OF BURELLE SA**

Director of Burelle SA



**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.

**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 BY MS. ÉLIANE LEMARIÉ AT 12/31/2022:**

235,996

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/ BURELLE SA
<b>FRENCH COMPANIES</b>			
Burelle SA	Director	✓	✓
Sofiparc	Member of the Supervisory Committee		✓
Union Industrielle	Chairman of the Supervisory Board		
<b>INTERNATIONAL COMPANIES</b>			
SOGEC 2 (Belgium)	Managing Director		
Garamond (Belgium)	Director		



**PAUL HENRY LEMARIÉ**

Chairman and CEO of Burelle Participations



**NATIONALITY:** French

**BUSINESS ADDRESS:**

Burelle Participations  
42, rue Paul-Vaillant Couturier  
92300 Levallois-Perret

**FIRST APPOINTMENT:**

06/26/1987

**END OF CURRENT TERM:**

2024

**SHARES HELD AT 12/31/2022:**

315,900

**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 the 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 2011 until December 31, 2020.

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

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
<b>FRENCH COMPANIES</b>			
Burelle Participations	Chairman and CEO		✓
Burelle SA	Director	✓	✓
Sofiparc	Member of the Supervisory Committee		✓
<b>INTERNATIONAL COMPANY</b>			
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, followed by Vice-Chairwoman and Managing Director in 2011. In 2013, she was appointed Chief Executive Officer of Banque Martin Maurel.

Since 2020, Lucie Maurel Aubert has been Vice-Chairwoman of the Supervisory Board of Rothschild & Co and Chairwoman of the CSR Committee.

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 AT 12/31/2022:**

910

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
<b>FRENCH COMPANIES AND ASSOCIATIONS</b>			
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 AT 12/31/2022:**

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.

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	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
<b>FRENCH COMPANIES AND FOUNDATIONS</b>			
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		
Christophe et Rodolphe Mérieux Foundation	Director		
Mérieux Foundation	Director		
Mérieux Développement SAS	Chairman		
Mérieux Equity Partners	Director		
Compagnie Mérieux Alliance	Chief Executive Officer		
SCI ACCRA	Manager		
Jacques Chirac Foundation	Director		
<b>INTERNATIONAL COMPANY</b>			
Mérieux Nutrisciences Corporation (USA)	Chairman		

**CÉCILE MOUTET**

Director of Compagnie Plastic Omnium SE



**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.

**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 AT 12/31/2022:**

8,160

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
<b>INTERNATIONAL COMPANY</b>			
Financière Protea SA (Belgium)	Director		

**ÉLISABETH OURLIAC**

Chairwoman of Toulouse School of Management



**BIOGRAPHY**

Élisabeth Ourliac is a graduate of the Grande Ecole Program of Toulouse Business School, has a law degree from the University of Toulouse and holds a diploma from the Franco-German Chamber of Commerce and the Executive Program from Stanford University School of Business.

Élisabeth Ourliac started her career in an audit firm, and then joined Airbus in 1983. After holding several positions of responsibility within the Finance Department, she became Director of Audit in 2000 and then Director of Audit and Risk Management until 2007. In 2008, Élisabeth Ourliac became Director of Commercial Aircraft Business Strategy, where she participated in the establishment of the Airbus final assembly plant on the American continent. Élisabeth Ourliac was Vice-President Strategy at Airbus from 2016 to 2022.

Élisabeth Ourliac is also Chairwoman of the Board of Directors of the Toulouse School of Management and a member of the Board of Directors of the International Women Forum.

Élisabeth Ourliac is a *Chevalier de la Légion d'Honneur* and an *Officier de l'Ordre National du Mérite*.

**NATIONALITY:** French

**BUSINESS ADDRESS:**

Toulouse School of Management  
2 rue du Doyen Gabriel Marty  
31042 Toulouse Cedex 9

**FIRST APPOINTMENT:**

12/07/2022

**END OF CURRENT TERM:**

2025

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
<b>FRENCH COMPANIES</b>			
Toulouse School of Management	Chairwoman of the Board of Directors		
Toulouse Business School Foundation	Director		
<b>INTERNATIONAL COMPANIES</b>			
International Women Forum (USA)	Director		

**AMANDINE CHAFFOIS**

Director representing the employees of Compagnie Plastic Omnium SE

**NATIONALITY:** French**BUSINESS ADDRESS:**  
Plastic Omnium  
1, allée Pierre Burelle  
92300 Levallois Perret**FIRST APPOINTMENT:**  
07/04/2019**END OF CURRENT TERM:**  
2025**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 the Plastic Omnium Group in 2004 as part of her end-of-studies internship in the Intelligent Exterior Systems business line in the Plastic Omnium Industries Division. 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 VP Environmental Sustainability.

The term of office of Amandine Chaffois as employee director of Compagnie Plastic Omnium SE was renewed for a further three years by the France Group Works Council on July 6, 2022.

**IRENEUSZ KAROLAK**

Director representing the employees of Compagnie Plastic Omnium SE

**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:**  
2025**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 Auditor and Quality Manager. He is currently Purchasing Manager of the Lublin site in Poland within the Clean Energy Systems business line.

The term of office of Ireneusz Karolak as employee director of Compagnie Plastic Omnium SE was renewed for a further three years by the European Works Council on June 9, 2022.

**Information about the censor**

In accordance with Article 17 of the bylaws, 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 of Compagnie Plastic Omnium SE**



**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 the Plastic Omnium Group in 1967 as Department Director. 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 de the Légion d'Honneur* and an *Officier de l'Ordre National du Mérite*.

**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 AT 12/31/2022:**

416,378

COMPANIES	POSITIONS AND OFFICES HELD	LISTED COMPANY	GROUP COMPANY PLASTIC OMNIUM/BURELLE SA
<b>FRENCH COMPANIES AND FOUNDATIONS</b>			
Burelle SA	Director	✓	✓
Burelle Participations	Director		✓
Sofiparc	Member of the Supervisory Committee		✓
Soparexo SCA	Member of the Supervisory Committee		
MEDEF International	Honorary Chairman Director		
Institut des Relations Internationales	Director (until November 2022)		
Association pour le Rayonnement de l'Opéra National de Paris (AROP)	Director		
<b>INTERNATIONAL COMPANIES</b>			
SOGEC 2 SA (Belgium)	Chairman of the Board of Directors Managing Director		
Financière Protea SA (Belgium)	Chairman of the Board of Directors Managing Director		

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

#### Changes in 2022

##### Renewal of the term of office of a director

The General Meeting of Shareholders of April 21, 2022 renewed the term of office of Ms. Amélie Oudéa-Castéra, who has been a director of Compagnie Plastic Omnium SE since 2014, for a period of three years.

##### Renewal of the term of office of directors representing employees

At its meeting of June 9, 2022, the European Works Council unanimously renewed the term of office of Mr. Ireneusz Karolak as employee director of Compagnie Plastic Omnium SE.

At its meeting of July 6, 2022, the France Group Works Council unanimously renewed the term of office of Ms. Amandine Chaffois as employee director of Compagnie Plastic Omnium SE.

##### Appointment of a new director: Ms. Martina Buchhauser

The General Meeting of Shareholders of April 21, 2022 appointed Ms. Martina Buchhauser as director for the statutory term of three years, *i.e.* until the General Meeting of Shareholders called in 2025 to approve the financial statements for the 2024 fiscal year.

##### End of the term of office as director of Ms. Amélie Oudéa-Castéra

Having been invited on May 20, 2022 by the Prime Minister, Elisabeth Borne, to join the Government as Minister of Sports and the Olympic and Paralympic Games, Ms. Amélie Oudéa-Castéra resigned from her office as director of the Company on the same day.

##### Co-option, to replace a new director: Ms. Élisabeth Ourliac

On the recommendation of the Appointments and CSR Committee, the Board of Directors decided, at its meeting of December 7, 2022 and following the resignation of Ms. Amélie Oudéa-Castéra, to co-opt Ms. Élisabeth Ourliac as director for the remaining term of office of her predecessor, *i.e.* until the General Meeting of Shareholders called in 2025 to approve the financial statements for the 2024 fiscal year, subject to ratification by the next General Meeting of Shareholders.

#### Changes to the composition of the Board of Directors and Committees in 2023

The terms of office of Ms. Félicie Burelle, Ms. Anne Asensio, Ms. Cécile Moutet and Mr. Vincent Labruyère will expire at the close of the General Meeting of Shareholders of April 26, 2023.

##### Non-renewal of the term of office of a director: Ms. Anne Asensio

Since Ms. Anne Asensio, a director of Compagnie Plastic Omnium SE since 2011, was not seeking the renewal of her term of office, the Board wished to express its deep gratitude to her for the quality of her contribution during these 12 years in office. The Board thanked Anne Asensio for her commitment, her great freedom of judgment and her involvement in the Board's discussions.

##### Renewal of the terms of office of three directors:

##### Ms. Félicie Burelle, Ms. Cécile Moutet and Mr. Vincent Labruyère

On the recommendation of the Appointments and CSR Committee, it is proposed that the terms of office of Ms. Félicie Burelle, Ms. Cécile Moutet and Mr. Vincent Labruyère are renewed.

**Ms. Félicie Burelle** has been a director of Compagnie Plastic Omnium SE since 2017. She joined the Plastic Omnium Group in 2010, where she held various positions of responsibility, after beginning her career in 2001 at the Plastic Omnium Group in Spain, before joining Ernst & Young in 2005. Ms. Félicie Burelle has been Managing Director of Compagnie

Plastic Omnium SE since January 1, 2020.

Ms. Félicie Burelle brings to the Board her strategic vision, her experience in managing partnership operations, multidisciplinary knowledge of the Company and her in-depth operational knowledge of the Group's business and business lines.

Over the five years of her term of office as a director, Ms. Félicie Burelle's attendance rate at meetings of the Board of Directors has been 96%.

**Ms. Cécile Moutet** has been a director of Compagnie Plastic Omnium SE since April 2017. She began her career at IRMA and specialized in communication consulting until 2010.

Ms. Cécile Moutet brings to the Board her expertise in the field of Communication, her knowledge of press relations management and her knowledge of the Group.

Over the five years of her term of office as director, Ms. Cécile Moutet's attendance rate at meetings of the Board of Directors has been 89%.

**Mr. Vincent Labruyère** has been a director of Compagnie Plastic Omnium SE since April 2002. He has been a member of the Audit Committee since February 2018.

Mr. Vincent Labruyère is Chairman of the Supervisory Board of the Labruyère group, a diversified family-owned group operating in real estate, private equity, hospitality and viticulture. He began his career at Établissements Bergeaud Mâcon and continued in the field of checkbook printing and credit card encoding. He then created the SPEO group, specializing in desktop publishing and electronic archiving.

Mr. Vincent Labruyère brings to the Board his multidisciplinary knowledge of the company, his financial skills, his knowledge of family-run groups, the digital industry and his sense of innovation.

Over the 20 years of his term of office as director, Mr. Vincent Labruyère's attendance rate has been 99% at meetings of the Board of Directors and 100% for the Audit Committee, which he chaired until April 21, 2022, and of which he is a member.

##### Ratification of the co-option of a director: Ms. Élisabeth Ourliac

It is proposed to the General Meeting of Shareholders of April 26, 2023 to ratify the co-option made by the Board of Directors of Ms. Élisabeth Ourliac as director, to replace Ms. Amélie Oudéa-Castéra.

A French national, Ms. Élisabeth Ourliac has spent her career in the aeronautics industry.

Ms. Élisabeth Ourliac joined Airbus in 1983. After holding several positions of responsibility within the Finance Department during the first 17 years of her career, she became Director of Audit in 2000 and then Director of Audit and Risk Management until 2007. In 2008, Ms. Élisabeth Ourliac became Director of Commercial Aircraft Business Strategy. From 2016 to 2022, Ms. Élisabeth Ourliac was Vice-President Strategy at Airbus.

Ms. Élisabeth Ourliac is a graduate of the Grande Ecole Program of Toulouse Business School as well as the Executive Program of Stanford University School of Business.

Ms. Élisabeth Ourliac brings to the Board her experience in the field of finance and risk management, but also in the industrial sector and international relations.

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

##### Appointment of a new director: Ms. Virginie Fauvel

At its meeting of February 21, 2023, the Board of Directors decided, on the proposal of the Appointments and CSR Committee, to submit to the Annual General Meeting of Shareholders of April 26, 2023, the appointment of Ms. Virginie Fauvel as a director for a period of three years

expiring at the end of the General Meeting of Shareholders called in 2026 to approve the financial statements for fiscal year 2025.

Ms. Virginie Fauvel will bring to the Board her experience in the digital field, and her expertise in finance and strategy.

Ms. Virginie Fauvel is of French nationality and is an engineer by training. A graduate of the École des Mines de Nancy, Ms. Virginie Fauvel began her career at Cetelem in 1997, where she worked in risk forecasting. There, she discovered the world of digital technology and its ability to change industry and the economy.

In 2008, Ms. Virginie Fauvel took over the management of online banking, and organized the launch of Hellobank! In 2013, she joined Allianz as a member of the Management Committee, where she led a digital transformation, before joining the Management Board of Euler Hermes in 2018.

In 2020, she became CEO of Harvest, TechForFin specializing in wealth management, and thus succeed the founders.

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

### Composition of the Board of Directors and Board Committees following the General Meeting of Shareholders of April 26, 2023

Subject to the approval of the resolutions submitted to the vote of the General Meeting of Shareholders to be held on April 26, 2023, 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 independent directors will be 36% and the percentage of women, 57%, with directors representing the employees not being taken into account in calculating these rates.

The composition of the Committees of the Board of Directors would be as follows:

- the Audit Committee is chaired by Ms. Lucie Maurel Aubert. Mr. Vincent Labruyère is a member; Ms. Élisabeth Ourliac will join the Audit Committee in 2023;
- the Compensation Committee is chaired by Mr. Alexandre Mérieux. Ms. Anne-Marie Couderc is a member; Ms. Amandine Chaffois, employee director, has been a member of the Compensation Committee since January 1, 2023;
- the Appointments and CSR Committee is chaired by Ms. Anne-Marie Couderc; Ms. Éliane Lemarié and Ms. Lucie Maurel Aubert are members.

	Age	Male/Female	Independent director	Audit Committee	Compensation Committee	Appointments and CSR Committee
Laurent Burelle	73	M				
Laurent Favre	51	M				
Félicie Burelle	43	F				
Martina Buchhauser	56	F	■			
Amandine Chaffois	42	F			▶	
Anne-Marie Couderc	73	F			▶	★
Virginie Fauvel	48	F	■			
Prof. Dr. Bernd Gottschalk	79	M				
Ireneusz Karolak	63	M				
Vincent Labruyère	72	M		▶		
Éliane Lemarié, permanent representative of Burelle SA	77	F				▶
Paul Henry Lemarié	76	M				
Lucie Maurel Aubert	60	F	■	★		▶
Alexandre Mérieux	49	M	■		★	
Cécile Moutet	49	F				
Élisabeth Ourliac	63	F	■			

■ Independence within the meaning of the AFEP-MEDEF Code criteria

▶ Committee Member. ★ Committee Chairperson



### 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

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

Ms. Félicie Burelle is the daughter of Mr. Laurent Burelle.

Ms. Cécile Moutet is the daughter of Mr. Jean Burelle. Ms. Félicie Burelle and Ms. Cécile Moutet 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 (EU) no. 2019/980 supplementing regulation (EU) no. 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 and CSR 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.

On the basis of laws, regulations and market recommendations, Compagnie Plastic Omnium SE's Stock Market Ethics Charter sets out the legal and regulatory framework applicable to insider information in order to enable each director to avoid breaching these rules.

Insider information is specific non-public information which, if it were to be made public, could have an appreciable influence on the share price. This insider 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 explains what is forbidden when holding inside information, in particular when it involves carrying out or having carried out financial transactions on Plastic Omnium shares on the stock market. It reiterates that misconduct in this area 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 7, 2022, each director received the schedule of closed periods for 2023 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 corporate officers and directors during fiscal year 2022").

### 3.1.1.5 INDEPENDENT DIRECTORS

#### Directors who exercise their judgment freely

All the directors of Compagnie Plastic Omnium SE have access to permanent information and resources adapted to the performance of their duties. Everyone has a duty of care and participates independently in the work and decisions of the Board and, where applicable, its review Committees. Each director is subject to compliance with the rules in force on conflicts of interest.

#### Directors qualified as independent according to the criteria defined by the AFEP-MEDEF Code

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 corporate officer of the Company;
- employee, executive corporate officer or director of a company consolidated by the Company;
- employee, executive corporate officer 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 corporate officer 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 corporate officer 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 corporate officer

A non-executive corporate officer 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 21, 2023, the Board of Directors, on the proposal of the Appointments and CSR Committee, examined the independence of the directors at December 31, 2022. 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, 2022, in addition to Mr. Laurent Favre and Ms. Félicie Burelle, executive corporate officers, the following directors cannot be considered independent:

- Mr. Laurent Burelle, Ms. Éliane Lemarié, Mr. Paul Henry Lemarié and Ms. Cécile Moutet are related to at least one of the executive corporate officers;
- Mr. Vincent Labruyère, Prof. Dr. Bernd Gottschalk and Ms. Anne-Marie Couderc, by virtue of their seniority as directors of Compagnie Plastic Omnium SE, which amounts respectively to 20 years, 13 years and 12 years;
- Ms. Amandine Chaffois and Mr. 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 AT DECEMBER 31, 2022 WITH REGARD TO THE AFEP-MEDEF CODE INDEPENDENCE CRITERIA

	Employee/director in the previous five years	Cross- director ships	Significant business relations	Family ties	Statutory Auditor	Term of office over 12 years	Status of non- executive corporate officer	Status of major shareholder
Independent directors	Anne Asensio	✓	✓	✓	✓	(11 years) ✓	✓	✓
	Martina Buchhauser	✓	✓	✓	✓	(8 months) ✓	✓	✓
	Lucie Maurel Aubert	✓	✓	✓	✓	(7 years) ✓	✓	✓
	Alexandre Mérieux	✓	✓	✓	✓	(4 years) ✓	✓	✓
	Élisabeth Ourliac	✓	✓	✓	✓	(1 month) ✓	✓	✓
Non-independent directors	Laurent Burelle	⊗	✓	✓	✓	(41 years) ⊗	✓	✓
	Félicie Burelle	⊗	✓	✓	✓	(5 years) ✓	✓	✓
	Anne-Marie Couderc	✓	✓	✓	✓	(12 years) ⊗	✓	✓
	Laurent Favre	⊗	✓	✓	✓	(3 years) ✓	✓	✓
	Prof. Dr. Bernd Gottschalk	✓	✓	✓	✓	(13 years) ⊗	✓	✓
	Vincent Labruyère	✓	✓	✓	✓	(20 years) ⊗	✓	✓
	Éliane Lemarié, permanent representative of Burelle SA	✓	✓	✓	⊗	(13 years) ⊗	✓	✓
	Paul Henry Lemarié	⊗	✓	✓	⊗	(35 years) ⊗	✓	✓
Cécile Moutet	✓	✓	✓	⊗	(5 years) ✓	✓	✓	
Employee directors	Amandine Chaffois	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

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

At December 31, 2022, five directors out of 14 (excluding directors representing the employees) were considered independent:

- Ms. Anne Asensio
- Ms. Martina Buchhauser
- Ms. Lucie Maurel Aubert
- Mr. Alexandre Mérieux
- Ms. Élisabeth Ourliac

This gives 36% 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

21, 2023 in accordance with the recommendations of the AFEP-MEDEF Code according to which “executive corporate officers 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 21, 2023	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	2	✓
Anne Asensio	1	✓
Martina Buchhauser	3	✓
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	✓
Élisabeth Ourliac	0	✓
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

The Board of Directors met five times in 2022. A meeting was held on July 20, 2022, at the EKPO Fuel Cell Technologies site in Germany, to present to the members of the Board of Directors the Group's innovations and research areas in the field of hydrogen mobility, in particular fuel cell technology.

3 Committees prepare the discussions and deliberations of the Board. 9 meetings were organized in 2022: 3 for the Audit Committee, 4 for the Appointments and CSR Committee and 2 for the Compensation Committee.

Directors may propose any subject relevant to good governance on the agenda of the Board and its Committees. The directors of Compagnie Plastic Omnium SE are regularly informed of all of the Company's activities and its performance.

Discussions within the Board, led by its Chairman, are conducted in a transparent and in-depth manner.

#### 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, to be acquired during open periods. 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. Mr. Laurent Burelle is Chairman of the Board of Directors, Mr. Laurent Favre is Chief Executive Officer and Ms. 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.

Composition and conditions for the preparation and organization of the work of the Board of Directors

### Executive sessions

The directors meet at least once a year without the presence of executive corporate officers, 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 and CSR 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 7, 2022.

### Attendance

The preparation and holding of Board meetings require significant investment and availability on the part of the directors. In 2022, 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 section 3.2.1 "Compensation of directors in 2022" of this report.

### INDIVIDUAL ATTENDANCE OF DIRECTORS AND THE CENSOR AT BOARD AND COMMITTEE MEETINGS IN 2022

Directors	Board of Directors		Audit Committee		Compensation Committee		Appointments and CSR Committee	
	Number of meetings	Attendance rate	Number of meetings	Attendance rate	Number of meetings	Attendance rate	Number of meetings	Attendance rate
Laurent Burelle	5/5	100%	-	-	-	-	-	-
Laurent Favre	5/5	100%	-	-	-	-	-	-
Félicie Burelle	5/5	100%	-	-	-	-	-	-
Anne Asensio	5/5	100%	-	-	2/2	100%	-	-
Martina Buchhauser <sup>(a)</sup>	2/3	67%	-	-	-	-	-	-
Amandine Chaffois	5/5	100%	-	-	-	-	-	-
Anne-Marie Couderc	5/5	100%	-	-	2/2	100%	4/4	100%
Prof. Dr. Bernd Gottschalk	5/5	100%	-	-	-	-	-	-
Ireneusz Karolak	5/5	100%	-	-	-	-	-	-
Vincent Labruyère	5/5	100%	3/3	100%	-	-	-	-
Paul Henry Lemarié	5/5	100%	-	-	-	-	-	-
Éliane Lemarié, permanent representative of Burelle SA	5/5	100%	-	-	-	-	4/4	100%
Lucie Maurel Aubert	5/5	100%	3/3	100%	-	-	4/4	100%
Alexandre Mérieux	5/5	100%	-	-	2/2	100%	-	-
Cécile Moutet	4/5	80%	-	-	-	-	-	-
Élisabeth Ourliac <sup>(b)</sup>	N/A	N/A	-	-	-	-	-	-
Jean Burelle	5/5	100%	-	-	-	-	-	-
Amélie Oudéa-Castéra <sup>(c)</sup>	2/2	100%	1/1	100%	-	-	-	-
<b>OVERALL ATTENDANCE RATE</b>		<b>97%</b>		<b>100%</b>		<b>100%</b>		<b>100%</b>

(a) Director since April 21, 2022.

(b) Director since December 7, 2022.

(c) Director until May 20, 2022.

### Senior Executive procedures

Compagnie Plastic Omnium SE has a corporate governance method adapted to its specificities and which is part of a constant process of progress. The procedures for exercising the Management of Compagnie Plastic Omnium SE by its Senior Executives have always been decided in the best interest of the Company and with the constant concern to enable the corporate governance method chosen to optimize the economic and financial performance of the Group and create the most favorable conditions for its long-term development.

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 been Chairman of the Board of Directors and Laurent Favre is Chief Executive Officer. Félicie Burelle was appointed Managing Director with effect from January 1, 2020.

The organization of the Senior Executives guarantees the sustainability of the Group's performance and commitments, as well as the quality of its governance.

Mr. Laurent Burelle brings to the Board of Directors and the Senior Executives his successful and recognized experience in both positions. The Board can count on its expertise in governance matters to meet the expectations of stakeholders.

### Role of the Chairman of the Board of Directors

Mr. 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. In this respect, the Chairman:

- 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 and CSR Committee, the periodic assessment of the Board.

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.

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 or the Managing Director, themselves directors, or, in their absence, by another director chosen by the Board at the beginning of the meeting.

The Chairman of the Board takes care to develop and maintain a relationship of trust between the Board and Senior Executives in order to guarantee the permanence and continuity of the implementation of the orientations defined by the Board.

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

Taking into account the experience and expertise of Mr. 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. At its meeting of December 7, 2022, on the recommendation of the Appointments and CSR Committee, the Board of Directors defined the organization of relations between the Chairman and Senior Executives as follows for the year 2023, thus confirming decisions taken previously. 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 and choices in relation to tax matters for the Plastic Omnium Group and its subsidiaries.

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

The Chairman ensures that Plastic Omnium's values and culture are respected.

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 corporate officers 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 with the support of the Appointments and CSR Committee, and 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 2022 assessment procedure was reviewed by the Appointments and CSR Committee.

It was carried out using a questionnaire prepared in 2021 with the assistance of an external firm. This document, previously approved by the Appointments and CSR Committee, served as a basis for the interviews organized between the directors and the Secretary of the Board. The directors were once again asked to give their opinion on the main governance issues, in particular the organization of its Senior Executives, the need to appoint a lead director, executive sessions and relations with shareholders on governance issues.

The work of the Committees was also reviewed, in particular the procedure for assessing current agreements, the analysis of the independence of the directors and any conflicts of interest.

The directors also gave their opinion on the quality and relevance of the information provided to them, on the agendas of the Board of Directors and gave their point of view on the Board's commitment in defining the strategy of Compagnie Plastic Omnium SE.

They made suggestions for improvements and proposals on strategic topics that they would like to pursue in 2023.

The summary of these interviews carried out by the Secretary of the Board gave rise to an initial report to the Appointments and CSR Committee, then to the Board of Directors.

First of all, concerning the **composition of the Board**, the directors consider that it is satisfactory and balanced. In 2022, the Board welcomed Ms. Martina Buchhauser, founder of The Procurement Initiative, and Ms. Élisabeth Ourliac, former Vice-President Strategy of Airbus (see paragraph 3.1.1.3-Changes in terms of office and positions of the Board of Directors). The diversity of profiles and expertise makes it possible to actively discuss with Senior Executives the strategic challenges facing the Group and to make independent decisions. The **composition of Committees** is also considered appropriate with competent directors within each of them.

Concerning the **onboarding procedure for new directors**, the Board considers that this is satisfactory (in particular the provision of the necessary information documents, the interview with the Secretary of the Board and the Chairmen of the Committees).

Concerning the **organization of Board discussions**, it was stressed that each director plays his or her role to the full by questioning Senior Executives. Discussions are held freely, and the directors express themselves in a very positive climate of trust. The Chairman promotes exchanges and the quality of debates, Senior Executives communicate transparently and respond in detail to all questions. The dynamics of the Board are quite satisfactory with excellent interaction between the various directors, the Chairman of the Board, the Chief Executive Officer and the Managing Director.

Concerning the **work of the Committees**, their operation is satisfactory, the projects are well constructed. The directors, members of these committees, believe that the subjects are dealt with in a serious and solid manner. The Board can take its decisions with complete confidence on the basis of the recommendations of the Committees.

The **Audit Committee** fulfills its missions exactly, with work based on the detailed information provided by the Company's management. The balance between compliance and business issues is particularly appreciated. CSR topics and the monitoring of non-financial data are well addressed and will be strengthened.

The **Compensation Committee** is well prepared and the work is well anticipated. The members of this Committee have a good level of information to prepare recommendations, in particular comparable companies drawn up on the basis of a sample of companies adapted in size, organization, sector and challenges, as well as consolidated analyses on compensation in the SBF 120 and/or SBF 80. The alignment of compensation with the strategic objectives pursued is verified. The inclusion of quantifiable criteria related to the Company's climate objectives, in particular the carbon neutrality strategy, is the subject of particular attention by the Committee (see paragraph 3.1.4).

The quality of the work of the **Appointments and CSR Committee** is highlighted, in particular the selection of new directors, which is carried out well in advance. CSR issues are now widely addressed and include the Company's climate and carbon neutrality strategy, the review of the Non-Financial Reporting Disclosure, the social dimension, gender diversity within management bodies, for which Plastic Omnium is regularly recognized for its strong commitment to diversity within the Group.

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. Concerning **acquisitions**, the directors are satisfied with the way in which the discussions are presented and discussed in the Board. They are in line with the Group's strategy. The Senior Executives listen to the opinions of the directors. The monitoring of acquisitions and the integration of acquired companies processed by the Audit Committee was greatly appreciated.

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.

In addition, there were the following **points for improvement**: continued involvement of the Board of Directors in terms of corporate social responsibility and the monitoring of non-financial criteria; the holding of meetings of the Board of Directors at an operational site would allow members to assess in situ the progress of the Company in the areas of investment and strategy. In 2023, the Board of Directors will meet at one of the sites belonging to the acquisitions carried out in 2022.

### 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 in accordance with its corporate interest, taking into consideration social and environmental challenges. It determines, on the proposal of Senior Executives, the multi-year strategic guidelines in terms of corporate social responsibility.

The strategic orientations defined by the Board of Directors include issues

related to climate change and more generally sustainable development challenges. Each of the three Specialized committees of the Board of Directors examines matters falling within its area of expertise, taking into consideration the Company's sustainability strategy. Thus, on the basis of the work of its Committees, the Board of Directors annually reviews the Group's CSR policy and determines the strategic orientations taking into consideration social and environmental challenges. The strategic climate guidelines include objectives that are governed by a specific timetable.

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.

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 challenges facing 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 challenges associated with the Plastic Omnium Group's development.

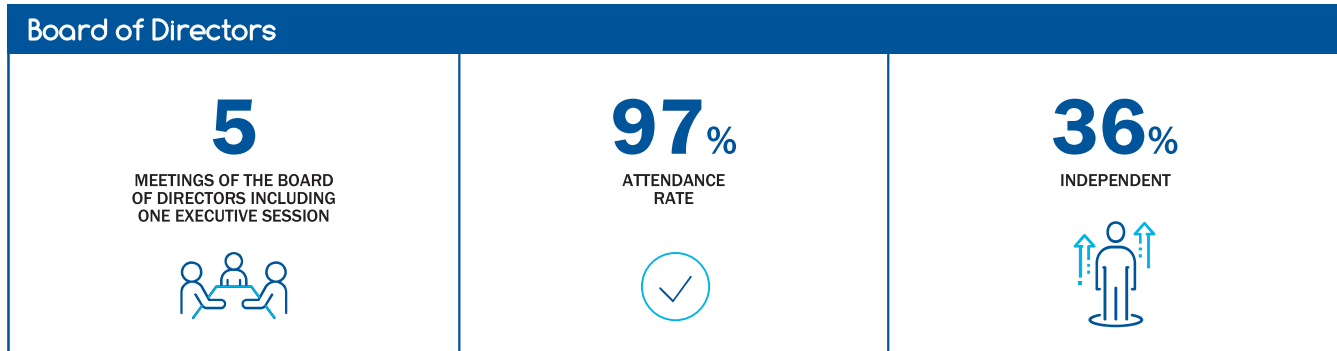
The balance between long-serving, seasoned directors and those more recently appointed allows a new vision to be combined with the consistency of long-term decisions.

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 Shareholders' Meetings 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 2022, the Board of Directors met five times. The Attendance rate at Board meetings was 97%. The 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 2022 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 2022, the Board's activity mainly focused on the following topics:

#### Group strategic orientations and monitoring of its divisions

- the definition of the new strategic plan;
- the creation of a new Lighting Division following the acquisition of the Varroc Group's Lighting Division, and the OSRAM Group's LED lighting systems production business;
- the acquisition of ACTIA Power, a specialist in batteries and power electronics;
- the acquisition of the 33.3% stake in HBPO held by Hella GmbH;
- continued international development in hydrogen mobility and Plastic Omnium New Energies;

- research and innovation, including the organization of the 2022 Innovation Challenge;
- the Group's sustainable performance and ESG commitment;
- the impact on the Group's divisions of changes in environmental laws and regulations;
- the analysis of the implementation of Compagnie Plastic Omnium SE's CSR policy, the definition of the Group's objectives;
- the Group's digital ambition and its contribution to the implementation of the strategic plan, including the creation of the Group's Software division;
- review of the various issues relating to the Group's industrial activities;
- the impact of the semiconductor shortage and the measures taken to address it;
- the impact of increased production costs, particularly energy costs.

#### 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;
- other investments, particularly in the hydrogen division and operations;
- progress reports on ongoing projects.

### Finance, audit and risks

- the approval of the statutory 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 Senior Executives to issue bonds and to issue sureties, endorsements and guarantees;
- analysis of financial studies and analysts' notes;
- the statement of asset impairments made in 2022;
- analysis 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 by the Board of its own functioning and its development;
- the holding of shares by directors and changes in compensation rules;
- the compensation of executive corporate officers and the free share award plan;
- the Group's diversity and gender balance policy;
- preparation of the Combined General Meeting;

- the appointment/cooptation of new members of the Board of Directors;
- the renewal and appointment of members of the Specialized committees.

### 3.1.4 ACTIVITY OF THE BOARD OF DIRECTORS' COMMITTEES

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, and in their own domain Committees do not have decision-making power.

The Board of Directors, on the proposal of its Chairman, and following the recommendation of the Appointments and CSR 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 and CSR Committee and the Compensation Committee. Secretarial services for Board committees are provided by the Corporate Secretary.

## AUDIT COMMITTEE

### Chairwoman of the Committee Ms. Lucie Maurel Aubert



The Audit Committee is composed of two members, Ms. Lucie Maurel Aubert and Mr. Vincent Labruyère, following the resignation of Ms. Amélie Oudéa-Castéra who was a member of the Committee until May 20, 2022. This Committee has included a majority of independent directors since then, and its composition complies with the provisions of the Board of Directors' internal rules. During 2023, Ms. Élisabeth Ourliac, an independent director, will join the Audit Committee, which will then be composed of two-thirds of independent directors.

The Audit Committee met three times during fiscal year 2022 with a 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 effectiveness of internal control and risk management systems and internal audit concerning the procedures relating to the preparation and processing of financial and non-financial accounting information put in place by Senior Executives that may have an impact on the financial statements;
- monitoring the Group's major exposures and sensitivity to risks;
- monitoring of the Group's compliance program;
- 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 the main accounting options used, the significant off-balance sheet commitments as well as the financial position and the cash position;
- reviewing any proposed change in accounting standards or changes in accounting policies;
- reviewing matters likely to have a significant impact on the Group's financial situation.

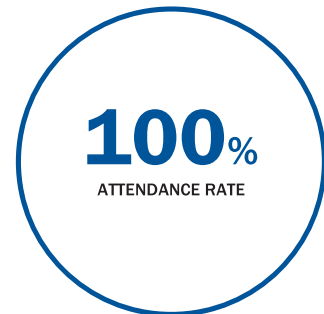
**Main activities in 2022**

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

- approval of the 2021 statutory and consolidated financial statements;
- review of interim statutory and consolidated financial statements at June 30, 2022;
- review of Statutory Auditors' reports;
- estimates and forecasts at 2022 year-end;
- 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 2022;
- review of the audits carried out with regard to social, environmental and societal information;
- monitoring of internal audit activity including CSR commitments, the committee having concluded that Internal Audit has carried out a detailed review of the key processes with exacting criteria;
- study and validation 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;
- monitoring of the business plan of the main acquisitions, goodwill and impairment;
- review 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;
- information on regulatory changes relating to sustainable finance, the taxonomy regulation and revision of the Directive on the non-financial reporting of companies known as NFRD.

**COMPENSATION COMMITTEE**

**Chairman of the Committee**  
**Mr. Alexandre Mérieux**



The Compensation Committee is composed of three members: Alexandre Mérieux, Anne-Marie Couderc and Anne Asensio. Until July 2022, this Committee was 100% composed of independent directors. As Ms. Anne-Marie Couderc has been a director of Compagnie Plastic Omnium SE for 12 years, she can no longer be considered an independent director. As a result, the proportion of independent directors in the composition of this committee has been two-thirds since December 2022.

Since January 1, 2023, Ms. Amandine Chaffois, employee director, is a member of this Committee.

The Compensation Committee met twice during fiscal year 2022 with a participation rate of 100%.

**Principal missions**

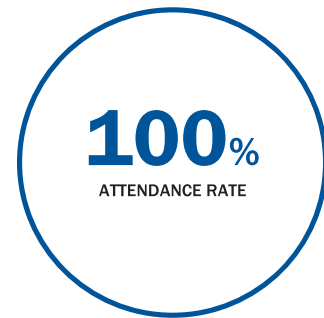
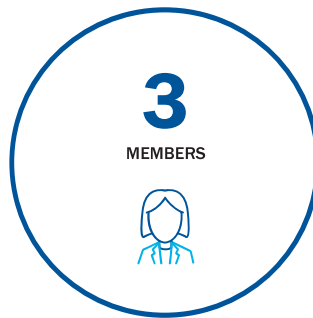
- drafting proposals for the compensation of the Chairman of the Board of Directors and executive corporate officers and conditions for the grant thereof;
- proposals for setting the variable portion for the executive corporate officer;
- proposals relating to the pension and insurance plans;
- fixing the overall amount of the compensation of directors to be submitted to the General Meeting of Shareholders and the distribution method;
- determining the incentive plan policy, mainly including free share award plans.

### Main activities in 2022

- reviewing the fixed compensation and variable components of executive corporate officers and recommendations to the Board;
- analyzing the performance of executive corporate officers in 2021 and communicating to the Board a recommendation for annual variable compensation for 2021;
- review of the compensation policy applicable to the Chairman of the Board of Directors, the Chief Executive Officer and the Managing Director for the 2023 fiscal year;
- review of the structure of the executive corporate officers' annual variable compensation and the targets set for 2023;
- analyzing and proposing free share award plans for 2019 and 2022;
- analyzing and consideration of the structure of the executive corporate officers' annual variable compensation and the targets for 2023;
- approval of the information given to shareholders in the annual report on the compensation of directors;
- preparing the draft resolutions presented to the General Meeting of Shareholders of April 21, 2022 (*ex-ante* vote on the compensation policy for 2022 and *ex-post* vote on the components of compensation paid to executive corporate officers in respect of 2021) and presentation of compensation ratios;
- executive corporate officers' pension: review of the situation of each executive corporate officer;
- breakdown of the amount allocated to directors as compensation for their work on the Board of Directors and its Committees: recommendation for the breakdown for 2022.

### APPOINTMENTS AND CSR COMMITTEE

#### Chairwoman of the Committee Ms. Anne-Marie Couderc



The Appointments and CSR Committee is composed of three members: Anne-Marie Couderc, Éliane Lemarié and Lucie Maurel Aubert, Until July 2022, this Committee was two-thirds composed of independent directors. As Ms. Anne-Marie Couderc has been a director of Compagnie Plastic Omnium SE for 12 years, she can no longer be considered an independent director. As a result, the proportion of independent directors in the composition of this Committee has been one-third since December 31, 2022.

During 2023, an independent director will join this Committee in order to ensure a majority of independent directors in the composition of this Committee.

The Appointments and CSR Committee met four times in fiscal year 2022 with a 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 corporate officers in the event of unforeseen vacancies.
- assessment of risks and opportunities in terms of societal and environmental performance;
- the integration of the Group's commitments in terms of sustainability, with regard to the challenges specific to its activities and its objectives;
- analysis of non-financial information reporting;
- review of the non-financial reporting disclosure;
- review of risks and opportunities related to climate change, monitoring of the Group's consideration of non-financial challenges and long-term prospects, in particular through the setting of non-financial objectives;
- monitoring of the Group's level with respect to non-financial compliance and corporate social responsibility.



### **Main activities in 2022**

- examination of the succession plans for executive corporate officers with a view to ensuring the continuity of Senior Executives' work;
- proposal for the appointment and co-option of directors: Ms. Martina Buchhauser, appointment approved by the General Meeting of Shareholders of April 21, 2022, and Ms. Élisabeth Ourliac, ratification of the co-option submitted for approval by the General Meeting of Shareholders of April 26, 2023;
- 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.
- review of the latest initiatives in terms of sustainable development and the Non-Financial Reporting Disclosure, impacts of the taxonomy;
- monitoring of CSR objectives and their deployment, in particular the roadmap for carbon neutrality presented by Senior Executives and validated by the Board of Directors, the use of green electricity, health and safety at work, gender equality, diversity and inclusion;
- review of the Group's CSR performance.

## 3.2 COMPENSATION OF MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE CORPORATE OFFICERS

### 3.2.1 COMPENSATION OF DIRECTORS IN 2022

The information in this paragraph relating to the compensation of the directors of Compagnie Plastic Omnium SE (directors and executive corporate officers), 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 26, 2023.

#### AMOUNT OF COMPENSATION PAID (in euros)

Directors	Fiscal year 2022 (Five Board meetings and nine Committee meetings)	Fiscal year 2021 (Six Board meetings and seven Committee meetings)
Laurent Burelle	63,237	57,254
Laurent Favre	50,737	44,054
Félicie Burelle	50,737	44,054
Anne Asensio	56,737	50,054
Martina Buchhauser <sup>(a)</sup>	20,295	-
Anne-Marie Couderc	73,737	51,911
Prof. Dr. Bernd Gottschalk	50,737	47,054
Vincent Labruyère	60,737	55,454
Paul Henry Lemarié	50,737	44,054
Éliane Lemarié, permanent representative of Burelle SA	62,737	50,054
Lucie Maurel Aubert	73,737	59,054
Alexandre Mérieux	57,737	47,054
Cécile Moutet	40,590	36,711
Amandine Chaffois	50,737	44,054
Ireneusz Karolak	50,737	44,054
Amélie Oudéa-Castéra <sup>(b)</sup>	20,000	53,054
Jérôme Gallot <sup>(c)</sup>	-	7,342
<b>SUB-TOTAL</b>	<b>833,968</b>	<b>735,261</b>
<i>(a) Director since April 21, 2022</i>		
<i>(b) Director until May 20, 2022</i>		
<i>(c) Director until April 22, 2021</i>		
<b>Censor</b>		
Jean Burelle	50,737	44,054
<b>TOTAL</b>	<b>884,705</b>	<b>779,315</b>

### 3.2.1.1 COMPENSATION PAID OR AWARDED TO DIRECTORS AND THE CENSOR DURING FISCAL YEAR 2022

A total amount of €884,705, within the limits of the budget of €900,000 approved by the General Meeting of Shareholders of April 21, 2022, was distributed to directors and the censor in respect of fiscal year 2022, for a total of five Board meetings and nine Committee meetings.

The attendance rate at meetings for 2022 was 97% for the Board of Directors, 100% for the Audit Committee, 100% for the Compensation Committee and 100% for the Appointments and CSR Committee.

### 3.2.1.2 COMPENSATION PAID OR AWARDED TO EXECUTIVE CORPORATE OFFICERS IN RESPECT OF FISCAL YEAR 2022

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 fiscal year 2022 to executive corporate officers. 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 corporate officers 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 addition, variable and long-term compensation, when it applies, depends predominantly on quantitative criteria, including for climate-related criteria or, more broadly, on ESG ambitions, which form a significant part of the criteria for these two types of compensation.

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 corporate officer, does not receive any variable compensation linked to the Company's performance.

The compensation of other executive corporate officers 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 corporate officer 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 sustainable 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 2023, are discussed in section 3.2.2.

#### 3.2.1.2.1 Fixed compensation - In respect of fiscal year 2022

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

The annual fixed compensation of **Mr. Laurent Favre, Chief Executive Officer**, amounted to €1,000,760 for fiscal year 2022. In addition to this annual fixed compensation, an annual benefit in kind is valued at €14,073.

The annual fixed compensation of **Ms. Félicie Burelle, Managing Director**, amounted to €650,760 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 Mr. Laurent Burelle, Chairman of the Board of Directors, does not receive any variable compensation for his duties.

##### Variable compensation of Mr. Laurent Favre in respect of fiscal year 2022

The base amount of the annual variable compensation of Mr. Laurent Favre amounts to €1,100,000 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 €880,000 if the criteria are 80% achieved and €1,320,000 if the criteria are 120% achieved.

- The Board assesses performance against three financial criteria:
  - the level of free cash-flow (20%),
  - the level of net profit (loss) – attributable to owners of the parent (15%), and
  - the level of the operating margin (20%).
- In addition, 15% for the execution of the Group's strategy, anticipating market changes, deploying the new business lines and ensuring operational excellence.
- The identification of acquisition opportunities and taking strategic decisions to enable the development of the Group's activities are weighted at 15%.
- Finally, the "ESG" criterion is also weighted at 15% and includes the transformation of the Group towards carbon neutrality, the implementation of the compliance policy, the health and safety of the Group's employees, including the reduction in the frequency rate of workplace accidents, and the application of the policy on gender equality within the Plastic Omnium Group. The proportion of quantitative elements included in the composition of the ESG criterion represents 60% of the total weighting defined at 15%, i.e. a sub-weighting of 9% out of the total 15% thus defined.

The quantifiable part of the criteria therefore represents 64% and the qualitative part 36%. 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 €1,100,000 for the Chief Executive Officer in 2022.

At its meeting of February 21, 2023, the Board of Directors, on the recommendation of the Compensation Committee:

- noted that the achievement rate of the quantifiable financial criteria was 108.5%, broken down as follows:
  - free cash-flow: 103.5%
  - net profit (loss) attributable to owners of the parent company: 123%, however limited to 120% given the maximum weighting set at 120%
  - operating margin: 102%
- established that the achievement rate for each of the qualitative criteria, concerning the execution of the Group's strategy and development, was 97.5% for the first, and 100% for the second, based in particular on the success of the acquisition objectives in new business lines, such as lighting or electric battery components for heavy mobility, as well as the finalization of the acquisition of one-third of the share capital of HBPO, allowing this company to be held at 100%.
- lastly, the achievement of ESG objectives was approved at 92%, of which 83% for the objective of safety at work, 100% for the objective of reducing CO2 emissions in line with the roadmap providing for carbon



neutrality on scopes 1 and 2 by 2025, 100% for the gender equality objective for governing bodies in line with the provisions of the French Rixain law and the company-specific objectives, and 85% for the objective relating to the deployment of the compliance program within the Group in order to take into account both completed and ongoing actions to integrate the entities acquired in 2022.

Consequently, the Board of Directors decided that the percentage of variable compensation awarded to Mr. Laurent Favre in respect of fiscal year 2022 would be 102.5%.

The amount of the variable portion for fiscal year 2022 is therefore €1,127,775. It will only be paid to Mr. Laurent Favre if the shareholders vote in favor at the General Meeting of Shareholders of April 26, 2023.

#### Variable compensation of Félicie Burelle in respect of fiscal year 2022

The base amount of the annual variable compensation of Félicie Burelle amounts to €600,000 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 €480,000 if the criteria are 80% achieved and €720,000 if the criteria are 120% achieved.

- The Board assesses performance against three financial criteria:
  - the level of free cash-flow (20%),
  - the level of net profit (loss) – attributable to owners of the parent (15%), and
  - the level of the operating margin (20%).
- In addition, 15% for implementation of the Group's strategy by anticipating market changes, deploying new business lines and ensuring operational excellence.
- The identification of acquisition opportunities and the making of strategic decisions enabling the development of the Group's activities are weighted at 15%.
- Finally, the "ESG" criterion is also weighted at 15% and includes the transformation of the Group towards carbon neutrality, the implementation of the compliance policy, the health and safety of the Group's employees, including the reduction in the frequency rate of workplace accidents, and the application of the gender equality policy within the Plastic Omnium Group. The proportion of quantitative elements included in the composition of the ESG criterion represents 60% of the total weighting defined at 15%, i.e. a sub-weighting of 9% out of the total 15% thus defined.

The quantifiable part of the criteria therefore represents 64% and the qualitative part 36%. 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 €650,000 for the Managing Director in 2022.

At its meeting of February 21, 2023, the Board of Directors, on the recommendation of the Compensation Committee:

- noted that the achievement rate of the quantifiable financial criteria was 108.5%, broken down as follows:
  - free cash-flow: 103.5%

- net profit (loss) attributable to owners of the parent company: 123%, however limited to 120% given the defined maximum weighting

- operating margin: 102%

- established that the achievement rate for each of the qualitative criteria, concerning the execution of the Group's strategy and development, was 97.5% for the first, and 100% for the second, based in particular on the success of the acquisition objectives in new business lines, such as lighting or electric battery components for heavy mobility, as well as the finalization of the acquisition of one-third of HBPO, allowing this company to be held at 100%.

- lastly, the achievement of ESG objectives was approved at 92%, of which 83% for the objective of safety at work, 100% for the objective of reducing CO2 emissions in line with the roadmap providing for carbon neutrality on scopes 1 and 2 by 2025, 100% for the gender equality objective for governing bodies in line with the provisions of the French Rixain law and the company-specific objectives, and 85% for the objective relating to the deployment of the compliance program within the Group in order to take into account both completed and ongoing actions to integrate the entities acquired in 2022.

Consequently, the Board of Directors decided that the percentage of variable compensation awarded to Ms. Félicie Burelle in respect of fiscal year 2022 would be 102.5%.

The amount of the variable portion for fiscal year 2022 is therefore €615,150. It will only be paid to Ms. Félicie Burelle subject to the favorable vote of the shareholders at the General Meeting of Shareholders of April 26, 2023.

#### 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 corporate officers should be subject to strict performance conditions comparable to those of other beneficiaries.

#### Performance shares with respect to 2022

**Mr. Laurent Burelle** was not granted any performance shares in respect of 2022 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' meeting of February 17, 2022 decided to award 57,361 performance shares to **Mr. Laurent Favre** with respect to fiscal year 2022.

On the recommendation of the Compensation Committee, the Board of Directors' meeting of February 17, 2022 decided to award 38,241 performance shares to **Ms. Félicie Burelle** with respect to fiscal year 2022.

The performance share for 2022 is valued at €14 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 corporate officers.

**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. In December 2021, the new plans in accordance with Article L. 137-11-2 of the French Social Security Code, described below, were set up, the Board of Directors having authorized these plans.

**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 AFEP-MEDEF Code
	Under the defined-benefit plan with uncertain rights L. 137-11 <sup>(1)</sup>	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 corporate officers:			
Laurent Burelle <sup>(4)</sup>	47 years	N/A	
Laurent Favre	N/A	3 years	
Félicie Burelle	14 years	3 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% <sup>(2)</sup>	1% <sup>(2)</sup>	5% maximum
Ceilings <sup>(3)</sup>	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 corporate officers <sup>(2)</sup> :			
Laurent Burelle <sup>(4)</sup>	351,936	Not eligible	
Laurent Favre	Not eligible	55,121	
Félicie Burelle	42,531	30,623	
Reversion annuity	Spouse, yes 60%	Spouse, yes 60%	
Related tax and social charges	Taxes on contributions 24%	Taxes 29.7%	

(1) 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.

(2) This rate may be revised depending on the economic situation of the company and will be 0% if free cash-flow is negative and a net loss is attributable to owners of the parent.

(3) The cumulative benefits under the two plans may not exceed the more favorable ceiling.

(4) Burelle SA supplementary pension plan.

## 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	Non-competition indemnities
<b>Laurent Burelle</b> <i>Chairman of the Board of Directors</i>	No	See above	No	No
<b>Laurent Favre</b> <i>Chief Executive Officer</i>	Suspended	See above	No	No
<b>Félicie Burelle</b> <i>Managing Director</i>	Suspended	See above	No	No

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

## 3.2.1.2.6 Summary of the compensation of each executive corporate officer

<i>In euros</i>	2022		2021	
	Amounts due in respect of 2022	Amounts paid in 2022	Amounts due in respect of 2021	Amounts paid in 2021
<b>Laurent Burelle</b> <i>Chairman of the Board of Directors</i>				
Fixed compensation	950,000	950,000	950,000	950,000
Annual variable compensation	0	0	0	0
Exceptional compensation	0	0	0	0
Director's compensation	63,237	63,237	57,254	57,254
Benefits in kind (accounting valuation)	-	-	-	-
<b>TOTAL</b>	<b>1,013,237</b>	<b>1,013,237</b>	<b>1,007,254</b>	<b>1,007,254</b>
<b>Laurent Favre</b> <i>Chief Executive Officer</i>				
Fixed compensation	1,000,760	1,000,760	900,760	900,760
Annual variable compensation	1,127,775	1,200,000 <sup>(1)</sup>	1,200,000	783,000
Director's compensation	50,737	50,737	44,054	44,054
Benefits in kind (accounting valuation)	14,073	14,073	12,726	12,726
<b>TOTAL</b>	<b>2,193,345</b>	<b>2,265,570</b>	<b>2,157,540</b>	<b>1,740,540</b>
<b>Félicie Burelle</b> <i>Managing Director</i>				
Fixed compensation	650,760	650,760	500,760	500,760
Annual variable compensation	615,150	600,000 <sup>(1)</sup>	600,000	250,000
Director's compensation	50,737	50,737	44,054	44,054
Benefits in kind (accounting valuation)	11,814	11,814	11,814	11,814
<b>TOTAL</b>	<b>1,328,461</b>	<b>1,313,311</b>	<b>1,156,628</b>	<b>806,628</b>

(1) Variable compensation due in respect of fiscal year 2021 and paid in 2022.

### 3.2.1.2.7 Summary of compensation, options and shares granted to each executive corporate officer

In euros	2022	2021
<b>Laurent Burelle</b>		
<i>Chairman of the Board of Directors</i>		
Compensation due in respect of the year (see details in the table above)	1,013,237	1,007,254
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
<b>TOTAL</b>	<b>1,013,237</b>	<b>1,007,254</b>
<b>Laurent Favre</b>		
<i>Chief Executive Officer</i>		
Compensation due in respect of the year (see details in the table above)	2,193,345	2,157,540
Value of stock options awarded during the year	0	0
Value of performance shares awarded during the year	803,054	827,036
Valuation of other long-term compensation plans	0	0
<b>TOTAL</b>	<b>2,996,399</b>	<b>2,984,576</b>
<b>Félicie Burelle</b>		
<i>Managing Director</i>		
Compensation due in respect of the year (see details in the table above)	1,328,461	1,156,628
Value of stock options awarded during the year	0	0
Value of performance shares awarded during the year	535,374	459,480
Valuation of other long-term compensation plans	0	0
<b>TOTAL</b>	<b>1,863,835</b>	<b>1,616,108</b>

### 3.2.1.2.8 Components of the compensation paid during fiscal year 2022 or granted for the same fiscal year to each executive corporate officer 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 26, 2023 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 2022 to Mr. Laurent Burelle, Chairman of the Board of Directors, Mr. Laurent Favre, Chief Executive Officer and Ms. Félicie Burelle, Managing Director.

The variable or exceptional elements of compensation granted for fiscal year 2022 may only be paid after the General Meeting of Shareholders approves the components of compensation of the executive corporate officer concerned.

**COMPONENTS OF COMPENSATION PAID DURING FISCAL YEAR 2022 OR GRANTED WITH RESPECT TO FISCAL YEAR 2022 TO LAURENT BURELLE, CHAIRMAN OF THE BOARD OF DIRECTORS**

<b>Components of compensation</b>	<b>Amounts paid in fiscal year 2022</b>	<b>Amounts granted with respect to fiscal year 2022</b>	<b>Comments</b>
Fixed compensation	€950,000	€950,000	The annual fixed compensation of Laurent Burelle amounts to €950,000 from January 1, 2022.
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	€63,237	€63,237	Laurent Burelle received compensation of €63,237 in respect of his directorship and as Chairman of the Board of Directors for fiscal year 2022.
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 compensation for taking up or leaving office.
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 2022 OR GRANTED WITH RESPECT TO FISCAL YEAR 2022 TO LAURENT FAVRE, CHIEF EXECUTIVE OFFICER**

Components of compensation	Amounts paid in fiscal year 2022	Amounts granted with respect to fiscal year 2022	Comments
Fixed compensation	€1,000,760	€1,000,760	The annual fixed compensation of Laurent Favre amounts to €1,000,760 from January 1, 2022.
Annual variable compensation	€1,200,000 (variable compensation granted in respect of fiscal year 2021)	€1,127,775	<p>During the meeting of February 21, 2023, the Board of Directors, on the recommendation of the Compensation Committee, determined and set the amount of the variable compensation (quantifiable and qualitative parts) of Laurent Favre with respect to fiscal year 2022 at €1,127,775. The Board of Directors, on the recommendation of the Compensation Committee, decided to define the methods for calculating the variable compensation as follows:</p> <ul style="list-style-type: none"> <li>weighting of 64% for the quantifiable part and 36% for the qualitative part,</li> <li>variable part target for 2022 (in the event of the achievement of the objectives set by the Board of Directors) set at €1,100,000.</li> </ul> <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 2022 was determined as follows:</p> <p>For the quantifiable part (64%), the parameters used are:</p> <ul style="list-style-type: none"> <li>the level of free cash-flow (20%),</li> <li>the level of net profit (loss) – attributable to owners of the parent (15%),</li> <li>the level of the operating margin (20%), and</li> <li>ESG criteria relating to safety at work, gender diversity in management bodies, and the reduction of CO<sub>2</sub> emissions (9%).</li> </ul> <p>For the qualitative part (36%), the following parameters were used:</p> <ul style="list-style-type: none"> <li>the development of the Group's Digital and Innovation strategy, anticipating market changes by deploying the Hydrogen strategy and ensuring operational excellence (15%)</li> <li>the identification of acquisition opportunities and taking strategic decisions likely to impact the development of the Group's activities (15%)</li> <li>qualitative ESG criteria relating to the Group's transformation towards carbon neutrality, the implementation of the compliance policy, and the rollout of the Plastic Omnium Group's purpose (6%).</li> </ul> <p>At its meeting of February 21, 2023, the Board of Directors, on the recommendation of the Compensation Committee:</p> <ul style="list-style-type: none"> <li>noted that the achievement rate of the financial criteria was 108.5%, broken down as follows: free cash-flow: 103.5%, net profit (loss) attributable to owners of the parent company: 120%, operating margin: 102%;</li> <li>decided that the achievement rate for the qualitative criteria met 97.5% of expectations and targets;</li> <li>the achievement of ESG criteria was approved at 92%.</li> </ul> <p>Overall achievement rate taking into account the weighting of the various criteria: 102.5%.</p> <p>The variable portion for 2022 thus amounts to €1,127,775 and will only be paid to Laurent Favre subject to the favorable vote of shareholders at the General Meeting of Shareholders of April 26, 2023.</p>
Multi-year variable compensation	None	None	Laurent Favre does not receive any multi-year compensation.
Joining or severance compensation	None	None	Laurent Favre does not receive any compensation for taking up or leaving office.
Director's compensation	€50,737	€50,737	Laurent Favre received compensation of €50,737 in respect of his directorship for fiscal year 2022.
Exceptional compensation	None	None	Laurent Favre does not receive any exceptional compensation.

Components of compensation	Amounts paid in fiscal year 2022	Amounts granted with respect to fiscal year 2022	Comments
Grant of stock options, performance shares or other long-term compensation	None	Valuation: €803,054	<p>The Board of Directors' meeting of February 17, 2022 decided to implement a new Free share award plan under the authorization granted by the General Meeting of Shareholders of April 22, 2021.</p> <p>The vesting of these shares is subject to the achievement of four performance conditions assessed for each fiscal year in 2022, 2023 and 2024. The number of performance shares vested depends on the achievement of the following objectives:</p> <ul style="list-style-type: none"> <li>• for 25% on the level of the Group's cumulative free cash-flow</li> <li>• for 25% on the Group's average annual ROCE</li> <li>• for 25% on the average rate of growth in consolidated revenue, and</li> <li>• for 25% on the percentage of women on governing bodies and the rollout of actions to reduce the carbon footprint.</li> </ul> <p>The first full year taken into account for the assessment of the performance conditions for this grant is 2022. 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. This threshold is set at 80% achievement of the objectives. The allocation cannot exceed 100% of the total, even if the objectives are exceeded.</p>
Supplementary pension plans	€0	€55,121	In addition to the pension rights of the mandatory plan, Laurent Favre benefits from Compagnie Plastic Omnium SE's new pension plan with certain rights.
Benefits in kind	Valuation: €14,073	Valuation: €14,073	Laurent Favre has a company car with the benefit estimated at €14,073. 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.

**COMPONENTS OF COMPENSATION PAID DURING FISCAL YEAR 2022 OR ALLOCATED FOR FISCAL YEAR 2022 TO FÉLICIE BURELLE, MANAGING DIRECTOR**

Components of compensation	Amounts paid in fiscal year 2022	Amounts granted with respect to fiscal year 2022	Comments
Fixed compensation	€650,760	€650,760	The annual fixed compensation of Félicie Burelle amounts to €650,760 from January 1, 2022.
Annual variable compensation	€600,000 (variable compensation awarded in respect of fiscal year 2021)	€615,150	<p>During the meeting of February 21, 2023, the Board of Directors, on the recommendation of the Compensation Committee, determined and set the amount of the variable compensation (quantifiable and qualitative parts) of Félicie Burelle with respect to fiscal year 2022 at €615,150. The Board of Directors, on the recommendation of the Compensation Committee, decided to define the methods for calculating the variable compensation as follows:</p> <ul style="list-style-type: none"> <li>weighting of 64% for the quantifiable part and 36% for the qualitative part,</li> <li>variable part target for 2022 (in the event of the achievement of the objectives set by the Board of Directors) set at €600,000.</li> </ul> <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 2022 was determined as follows:</p> <p>For the quantifiable part (64%), the parameters used are:</p> <ul style="list-style-type: none"> <li>the level of free cash-flow (20%),</li> <li>the level of net profit (loss) – attributable to owners of the parent (15%),</li> <li>the level of the operating margin (20%), and</li> <li>ESG criteria relating to safety at work, gender diversity in management bodies, and the reduction of CO2 emissions (9%).</li> </ul> <p>For the qualitative part (36%), the following parameters were used:</p> <ul style="list-style-type: none"> <li>the development of the Group's Digital and Innovation strategy, anticipating market changes by deploying the Hydrogen strategy and ensuring operational excellence (15%)</li> <li>the identification of acquisition opportunities and taking strategic decisions likely to impact the development of the Group's activities (15%)</li> <li>qualitative ESG criteria relating to the Group's transformation towards carbon neutrality, the implementation of the compliance policy, and the rollout of the Plastic Omnium Group's purpose (6%).</li> </ul> <p>At its meeting of February 21, 2023, the Board of Directors, on the recommendation of the Compensation Committee:</p> <ul style="list-style-type: none"> <li>noted that the achievement rate of the financial criteria was 108.5%, broken down as follows: free cash-flow: 103.5%, net profit (loss) attributable to owners of the parent company: 120%, operating margin: 102%;</li> <li>decided that the achievement rate for the qualitative criteria met 97.5% of expectations and targets.</li> <li>the achievement of ESG criteria was approved at 92%.</li> </ul> <p>Overall achievement rate taking into account the weighting of the various criteria: 102.5%.</p> <p>The variable portion for 2022 thus amounts to €615,150 and will only be paid to Félicie Burelle subject to the favorable vote of shareholders at the General Meeting of Shareholders of April 26, 2023</p>
Multi-year variable compensation	None	None	Félicie Burelle does not receive any multi-year compensation.
Joining or severance compensation	None	None	Félicie Burelle does not receive any compensation for taking up or leaving office.
Director's compensation	€50,737	€50,737	Félicie Burelle was paid €50,737 as compensation for her office as director in respect of fiscal year 2022.
Exceptional compensation	None	None	Félicie Burelle does not receive any exceptional compensation.



Components of compensation	Amounts paid in fiscal year 2022	Amounts granted with respect to fiscal year 2022	Comments
Grant of stock options, performance shares or other long-term compensation	None	Valuation: €535,374	<p>On February 17, 2022, the Board of Directors decided to implement, for the last year, the 2019 Free share award plan under the authorization granted by the General Meeting of Shareholders of April 26, 2018. The vesting of these shares is subject to the achievement of four performance conditions assessed in respect of each fiscal year 2019, 2020, 2021 and 2022. The number of performance shares vested depends on the achievement of the following objectives:</p> <ul style="list-style-type: none"> <li>• for 50% on the level of the Group's free cash-flow,</li> <li>• for 50% on the level of the Group's operating margin.</li> </ul> <p>In view of the results of these four years, the Board of Directors noted the definitive allocation of 10,500 shares to Félicie Burelle, this allocation will be submitted to the vote of the General Meeting of Shareholders of April 26, 2023.</p> <p>The Board of Directors' meeting of February 17, 2022 also decided to implement a new Free share award plan under the authorization granted by the General Meeting of Shareholders of April 22, 2021. The vesting of these shares is subject to the achievement of four performance conditions assessed for each fiscal year in 2022, 2023 and 2024. The number of performance shares vested depends on the achievement of the following objectives:</p> <ul style="list-style-type: none"> <li>• for 25% on the level of the Group's free cash-flow</li> <li>• for 25% on the Group's average annual ROCE</li> <li>• for 25% on the average rate of growth in consolidated revenue, and</li> <li>• for 25% on the percentage of women on governing bodies and the rollout of actions to reduce the carbon footprint.</li> </ul> <p>The first full year taken into account for the assessment of the performance conditions for this grant is 2022. 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. This threshold is set at 80% of the objectives achieved. The allocation cannot exceed 100% of the total, even if the objectives are exceeded.</p>
Supplementary pension plans	€0	<p>€30,623 (under the defined-benefit pension plan with certain rights in Article L. 137-11-2 of the French Social Security Code)</p> <p>€42,531 (under the defined benefit pension plan with uncertain rights in Article L. 137-11 of the French Social Security Code)</p>	In addition to the plan's pension rights, Félicie Burelle benefits from the Compagnie Plastic Omnium SE supplementary defined-benefit pension plans with uncertain rights and the new plan with certain rights.
Benefits in kind	Valuation: €11,814	Valuation: €11,814	<p>Félicie Burelle has a company car.</p> <p>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.</p>

### 3.2.1.2.9 Compensation of executive corporate officers 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 2018, in the equity ratio between the compensation paid to executive corporate officers 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 equity ratio difficult to compare.

The payroll taken into account increased by 4.9% during the same period of comparison. However, there was an increase in employee savings linked to the 2021 performance, whereas the health crisis had led to a significant decrease in this item in 2021 in respect of 2020 performance.

The average compensation of employees located in France and taken into account to produce this equity ratio rose from €57,710 in 2018 to €63,849 in 2022, an increase of 10.6%.

#### Methodology for calculating the ratio

The ratios were calculated using the following methodology:

- scope of legal entities in France excluding the companies of the Environment Division sold in 2018; excluding, as not significant, the French entity of the Lighting Division formed on October 6, 2022 as

well as the workforce of the French e-Power companies acquired in August 2022;

- fixed and variable compensation paid during the year in question;
- LTI plans, including performance shares recognized at IFRS value at the grant date (2019, 2020, 2021 and 2022 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 Mr. Laurent Favre and Ms. Félicie Burelle have been directors since January 1, 2020. Mr. Laurent Burelle was Chairman and CEO 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 CORPORATE OFFICERS AND THE AVERAGE AND MEDIAN COMPENSATION OF EMPLOYEES LOCATED IN FRANCE PAID BY THE PLASTIC OMNIUM GROUP

	Equity ratio	2018	2019	2020	2021	2022
<b>Laurent Burelle</b> <i>Chairman of the Board of Directors</i> <i>(since January 1, 2020)</i>	Individual compensation / <b>Average</b> compensation of other employees	68.7	60.6	33.3	17	15.9
	Individual compensation / <b>Median</b> compensation of other employees	89.2	81	43.1	21.9	20.8
<b>Laurent Favre</b> <i>Chief Executive Officer</i>	Individual compensation / <b>Average</b> compensation of other employees	-	-	31.4	43.3	48.1
	Individual compensation / <b>Median</b> compensation of other employees	-	-	40.7	55.8	63
<b>Félicie Burelle</b> <i>Managing Director</i>	Individual compensation / <b>Average</b> compensation of other employees	-	-	16.1	21.4	29
	Individual compensation / <b>Median</b> compensation of other employees	-	-	20.8	27.5	37.9

#### CHANGE IN THE PLASTIC OMNIUM GROUP'S CONSOLIDATED NET PROFIT (LOSS) BETWEEN 2018 AND 2022 (IN MILLIONS OF EUROS)

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

	2018	2019	2020	2021	2022
Net profit (loss) – Attributable to owners of the parent	533.3	258.2	(251.1)	126.3	167.6
Change	+ 25%	- 51%	-197%	+150%	+33%

## 3.2.2 DIRECTORS' COMPENSATION POLICY

The 2023 compensation policy for the directors (executive corporate officers and directors) presented below will be submitted for approval to the General Meeting of Shareholders to be held on April 26, 2023, in accordance with Article L. 22-10-8 of the French Commercial Code. It will take effect upon its approval by the shareholders. The 2022 compensation policy approved by the 2022 General Meeting of Shareholders remains applicable until this date.

### 3.2.2.1 COMPENSATION POLICY FOR DIRECTORS AND THE 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 and the censor for their work on the Board of Directors and the committees, to be distributed to each of them.

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 censor, 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 keep the overall amount of compensation allocated to the directors unchanged at €900,000, as of January 1, 2023.

In its meeting on February 21, 2023, the Board of Directors defined the compensation distribution for directors as follows:

<b>Board of Directors</b>	<b>Per Board meeting</b>
Chairman of the Board	€6,000
Director and Censor	€3,000
<b>Specialized committees</b>	<b>Per meeting of each committee</b>
Chairman	€4,000
Member	€3,000

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

### 3.2.2.2 COMPENSATION POLICY FOR EXECUTIVE CORPORATE OFFICERS

#### Fundamental principles for determining the compensation of executive corporate officers

##### Competitive compensation compared to a consistent and stable reference panel

The compensation of executive corporate officers 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 corporate officer, having regard in particular to the compensation granted to executive corporate officers 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 executive corporate 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 comparable markets, 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.

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

##### Compensation in line with corporate interests

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

The compensation policy applied to executive corporate officers 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 corporate officer 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. The ESG criteria are an integral part of this analysis, and include quantitative criteria related to climate objectives (see below).

These objectives must also encourage the executive corporate officer 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.

### Compensation including climate, governance and societal commitments

Compensation must promote a long-term development approach, in line with the Group's permanent values, reflected in its purpose. For many years, Plastic Omnium, as part of its CSR ambitions, set out in the "Act for All" program, has permanently linked the issues of sustainable performance, safety and well-being at work to the compensation of its executive corporate officers. As a company committed over the long term to innovative and sustainable mobility, with a majority family shareholder, Plastic Omnium intends to maintain this link between the annual variable compensation and the long-term compensation of its executive corporate officers and the ESG objectives, namely:

- the fight against global warming;
- workplace safety;
- gender equality in the Company;
- ethics.

In this context, ambitious and quantified objectives guide the definition of the variable and long-term compensation of executive corporate officers, in particular:

- quantifiable targets for reducing CO2 emissions;
- identified and quantified workplace safety objectives, through the official frequency rate indicator;
- objectives relating to the number of women in governing bodies, with a view to achieving the rates defined by French law within a shorter timeframe than that imposed by the legislator;
- quantifiable and qualitative objectives relating to ethics in the conduct of our operations. For the quantifiable part, the indicator relates in particular to the ethics index of the upstream value chain; for the qualitative part, the Board of Directors monitors and assesses the implementation of the Group's compliance program, based on a review and conclusions of the Audit Committee.

In addition to these elements having a significant impact on the Company's executive compensation, Plastic Omnium pays particular attention to the well-being at work and the employment of seniors.

With regard to the compensation of the executive corporate officers (Chief Executive Officer and Managing Director), in accordance with the AFEP-MEDEF code to which Plastic Omnium refers, the objectives and the degree of achievement of each one are assessed each year by the Compensation Committee.

For 2023, the weighting of ESG criteria in the definition of compensation has been strengthened. These criteria account for 20% of the total variable compensation (15% in 2022). Within these criteria, the share of quantifiable criteria continue to be the much larger part. Thus, 80% of the

ESG criteria are quantifiable, the "climate" criterion only includes quantifiable objectives, in application of Plastic Omnium's "carbon neutrality" roadmap.

Similarly, the allocation of performance shares to the Chief Executive Officer and Managing Director is subject to compliance with two ESG criteria. The performance shares, whose final grant would take place in 2026, are thus subject, in addition to the applicable quantifiable financial objectives, to the achievement in 2025 of the carbon neutrality objective and the gender diversity targets in governing bodies, i.e. 25% of managers being women by 2025.

### Process for decision-making, reviewing and implementing the compensation of executive corporate officers

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, which at December 31, 2022 was composed of 3 directors, 2 of whom are independent directors. Ms. Amandine Chaffois, employee director, has been a member of the Compensation Committee since January 1, 2023. The Committee has the information it needs to prepare its recommendations and in particular, to assess the performance of the executive corporate officers with regard to the short, medium and long-term objectives.

### Information given to the Compensation Committee

The Compensation Committee has all the internal information it needs to perform its duties. This information enables it to assess the performance of the Group and of its executive directors, both economically and in non-financial matters. 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 corporate officers.

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 corporate officers 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 executive corporate 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 corporate officers.

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 and the corporate governance code for listed companies

The Compensation Committee carefully analyzes the texts and reports on the compensation of executive corporate officers, 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 complies with the recommendations of the AFEP-MEDEF Corporate Governance Code for listed companies, to which Plastic Omnium refers.

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.

The Compensation Committee's work is also based on an international panel of leading global companies, which serves as a reference for comparative compensation studies. This panel is composed of French and international companies, occupying a leading global position. These companies are located in similar markets, either directly competing with Compagnie Plastic Omnium SE or operating in the wider automotive market, for all or part of their activities.

### Recommendations to the Board of Directors

It is on this basis that recommendations are made to the Board of Directors, which then collectively makes its decisions concerning the compensation of executive corporate officers, in accordance with the compensation policy approved by the General Meeting of Shareholders.

### 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 corporate officer 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 in respect of 2023

The Board of Directors of February 21, 2023, in accordance with the recommendation of the AFEP-MEDEF Code, proposes that the General Meeting of Shareholders of April 26, 2023 determine the compensation of the Chairman of the Board of Directors who does not assume the General Management, by defining the fixed annual compensation, excluding any variable compensation of allocation of performance shares.

Mr. Laurent Burelle benefits from insurance cover and healthcare costs.

The compensation of the Chairman of the Board of Directors is determined on the basis of the following items:

- expectations of the Board of Directors of Compagnie Plastic Omnium SE regarding the exercise of the legal duties of the Chairman of the Board of Directors;
- experience, skills and reputation of the Chairman of the Board of Directors in Corporate Governance and Sustainable Governance;
- specific tasks entrusted to the Chairman of the Board of Directors;
- competitiveness and comparability of compensation compared to a relevant reference panel including companies with comparable governance structures.

It is essential for the Board of Directors to be able to count on a committed, experienced and competent Chairman such as Mr. Laurent Burelle, recognized for his involvement in governance matters and in relations with stakeholders. Mr. Laurent Burelle, who has chaired the Board of Directors since 2001, has already raised the governance of Compagnie Plastic Omnium SE to an exemplary level while serving as Chief Executive Officer until December 31, 2019. The Board wishes to highlight the expertise of Mr. Laurent Burelle, whose in-depth knowledge of the Company, its environment and its strategic challenges represents a major asset.

The compensation of Mr. Laurent Burelle corresponds to the Board's ambition to ensure the continuity of its work and enable its development.

The Board of Directors also took into account the extensive missions that it decided to entrust to Mr. Laurent Burelle in his capacity as Chairman of the Board of Directors.

On the recommendation of the Compensation Committee, the Board of Directors of February 21, 2023 proposes that the General Meeting of Shareholders maintain the fixed annual compensation of Mr. Laurent Burelle, Chairman of the Board, at €950,000.

### Details of the components of compensation attributable to Mr. Laurent Burelle, Chairman of the Board of Directors, for fiscal year 2023

	Amount	Presentation
Fixed compensation	€950,000	The Board of Directors' meeting of February 21, 2023, on the recommendation of the Compensation Committee, proposes that the General Meeting of Shareholders of April 26, 2023, maintain the gross amount of Mr. Laurent Burelle's compensation at €950,000
Benefits incidental to compensation		<ul style="list-style-type: none"> <li>• <b>Supplementary social protection schemes</b></li> </ul> Mr. Laurent Burelle benefits from insurance cover and coverage of healthcare costs

**Compensation policy for executive corporate officers in respect of 2023**

The compensation of the Chief Executive Officer and the Managing Director consists of fixed compensation, variable compensation and the allocation of performance shares.

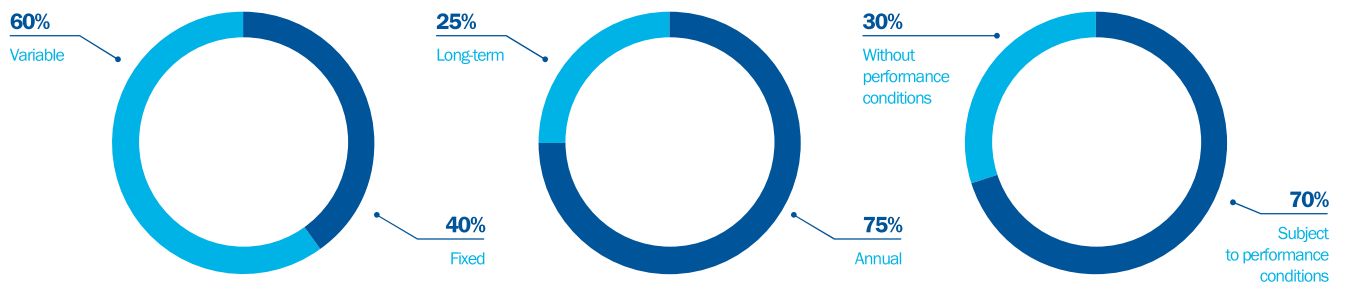
It does not include any exceptional items.

The Board of Directors determines the various components of this compensation, being attentive to the necessary balance between each of

them. Each component of compensation corresponds to a defined and clearly stated objective. The various components of compensation form a balanced package with a breakdown of approximately:

- 40/60 split between fixed and variable compensation;
- 75/25 between annual compensation and long-term compensation (performance shares);
- 70/30 between compensation subject to performance conditions and compensation without performance conditions.

**GRAPHIC ILLUSTRATION OF THE BALANCE BETWEEN THE VARIOUS COMPONENTS OF THE TARGET TOTAL ANNUAL COMPENSATION**



The **fixed compensation** should reflect the responsibilities of the executive corporate officer, his or her level of experience and skills.

The fixed compensation serves as the basis for determining the maximum percentage of the target variable compensation.

In accordance with the principles set out above, the fixed compensation of the Chief Executive Officer in respect of 2023 amounts to €1,100,000 for the full year, compared with €1,000,000 for fiscal year 2022. That of the Managing Director in respect of 2023 amounts to €750,000 for the full year, compared with €650,000 for fiscal year 2022.

The **annual variable compensation** represents, at target, €1,200,000 for 100% achievement of the objectives set for Mr. Laurent Favre, and €750,000 for 100% achievement of the objectives set for Ms. Félicie Burelle. It may vary between 80% and 120% of the target set (respectively €1,200,000 for Mr. Laurent Favre and €750,000 for Ms. Félicie Burelle) depending on the level of achievement of the objectives. If achievement is below 80%, no variable compensation is paid, the percentage of achievement being assessed for each criterion. The absolute maximum, for each criterion and for the total variable compensation, is 120%. Thus, if the objectives are more than 120% achieved, the achievement rate will be 120%, making it possible to compensate for outperformance while limiting the short-term incentive.

As the principle is not to encourage inappropriate risk-taking, the annual variable compensation remains reasonable compared to the fixed compensation.

Variable compensation is designed to align the compensation of the executive corporate officer with the Group's annual performance and to promote the implementation of its strategy year after year.

It is determined according to specific performance assessment criteria determined by the Board of Directors.

These criteria are financial, non-financial and qualitative.

The financial and non-financial criteria are simple and quantifiable. They represent a predominant portion of the annual variable compensation.

The weighting of each criterion as well as the objectives to be achieved are set at the beginning of the year in question and communicated to the executive corporate officer.

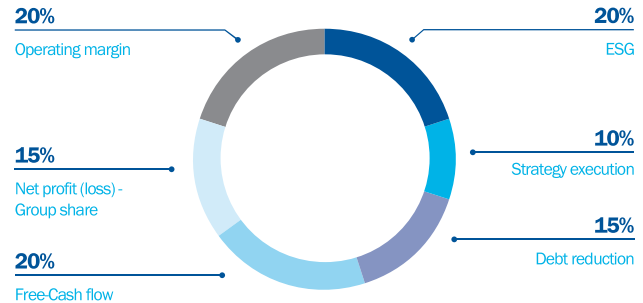
These criteria are as follows:

- for 70% of the annual variable compensation, financial criteria directly correlated with the Group's performance indicators:
  - change in free cash-flow compared to budget (20%)
  - change in net income attributable to owners of the parent compared to budget (15%)
  - change in the Group's debt reduction (15%)
  - change in operating income compared to revenue (20%)
- for 10% of the annual variable compensation, criteria related to the execution of the strategy, in particular the integration into the Group of the companies acquired during the 2022 fiscal year and excellence in operations and project start-ups
- for 20% of the annual variable compensation, ESG criteria (social and environmental governance), two-thirds of which can be quantified:
  - a climate criterion, contribution to the "Ambition 1.5° C for companies" objective, representing half, i.e. 10% of the annual variable compensation, partly quantifiable (5%), and fully aligned with the Company's carbon neutrality objective
  - non-climate ESG criteria, quantifiable (8%) and qualitative including in particular the health and safety of the Group's employees, the application of the Human Resources policies on professional gender equality and compliance.

The quantifiable objectives for determining the variable portion of the compensation due in respect of fiscal year 2023 were defined in relation to the Group's target forecasts presented to the Board of Directors on December 7, 2022.

Quantifiable, financial (70%) and non-financial (13%) criteria represent 83% of annual variable compensation.

**PRESENTATION OF THE WEIGHTING OF THE ANNUAL VARIABLE COMPENSATION FOR 2023**



**DETAILS OF THE ESG CRITERIA USED TO ASSESS THE PERFORMANCE OF EXECUTIVE CORPORATE OFFICERS**

Criteria	Presentation
Climate change	<ul style="list-style-type: none"> <li>By 2025, reduction in the carbon footprint of the Group's sites by improving energy efficiency and increasing the share of renewable energies</li> <li>Development of electricity production using solar panels to supply the Group's sites</li> <li>Increase in the proportion of recycled or recovered waste in the industrial process</li> <li>Increased commitments from suppliers and partners</li> </ul>
Improvement in safety performance	<ul style="list-style-type: none"> <li>Decrease the frequency and severity rates compared to the previous year</li> </ul>
Gender parity on governing bodies	<ul style="list-style-type: none"> <li>Achieve an average proportion of 40% of each gender on management bodies</li> </ul>

In the event of the departure of an executive corporate officer 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 corporate officer concerned in respect of the previous fiscal year.

The **allocation of performance shares** is subject to quantifiable performance conditions. It aims to encourage the executive corporate officer 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 three years from the grant date.

The conditions for allocating performance shares are described below (Section 3.2.3).

The value of these shares, estimated at the grant date in accordance with IFRS, used to prepare the consolidated financial statements, represents between 25% and 30% of the executive corporate officer's overall compensation, and may not exceed 100% of the fixed compensation.

The executive corporate officers 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. They retain at least 10% of the shares granted until the end of their corporate office.

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

The executive corporate officers 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 Mr. Laurent Favre and Ms. 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 corporate officer in the event of termination of the latter's 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 corporate officers each have a company car.

The payment of variable and exceptional compensation in respect of fiscal year 2023 will be subject to the approval of the Annual General Meeting to be held in 2024.



## BREAKDOWN OF COMPONENTS OF COMPENSATION ATTRIBUTABLE TO EXECUTIVE CORPORATE OFFICERS IN RESPECT OF THE 2023 FISCAL YEAR

		Amount	Presentation
<b>Fixed compensation</b>			
<b>Mr. Laurent Favre</b>	€1,100,000		The Board of Directors' meeting of December 7, 2022, on the recommendation of the Compensation Committee, proposes that the General Meeting of Shareholders of April 26, 2023 set the amount of the fixed compensation of the executive corporate officers at €1,100,000 for Mr. Laurent Favre, Chief Executive Officer, and €750,000 for Ms. Félicie Burelle, Managing Director.
Change 2022-2023	+10%		
<b>Ms. Félicie Burelle</b>	€750,000		
Change 2022-2023	+15%		
<b>Annual variable compensation</b>			
<b>Mr. Laurent Favre</b>	€1,200,000 (target 109% of fixed) maximum 120%, i.e. €1,440,000		The annual variable compensation is designed to align the compensation of executive corporate officers with the Group's annual performance and to promote the implementation of its strategy year after year. The aim of the Board of Directors is to encourage executive corporate officers to both maximize the performance of each fiscal year and ensure its repetition and regularity over the years.
<b>Ms. Félicie Burelle</b>	€750,000 (target 100% of fixed) Maximum 120%, i.e. €900,000		
		<b>Performance assessment criteria for 2023</b>	
		<b>Financial criteria</b>	<b>Weighting</b> <b>70%</b>
		<ul style="list-style-type: none"> <li>change in free cash-flow compared to budget</li> <li>change in net income attributable to owners of the parent compared to budget</li> <li>change in the Group's debt reduction</li> <li>change in operating income compared to revenue</li> </ul>	<ul style="list-style-type: none"> <li>20%</li> <li>15%</li> <li>15%</li> <li>20%</li> </ul>
		<b>Non-financial criteria</b>	<b>30%</b>
		<ul style="list-style-type: none"> <li>Quantifiable (13%) and qualitative (7%) ESG criteria: <ul style="list-style-type: none"> <li>implementation of the programs established to achieve carbon neutrality at the Group's sites by 2050 (first milestone in 2025)</li> <li>deployment of the hydrogen strategy</li> <li>health and safety of Group employees (by reference to a "best in class" criterion of frequency rate of workplace accidents)</li> <li>diversity in management bodies</li> <li>compliance policy</li> </ul> </li> <li>Qualitative performance <ul style="list-style-type: none"> <li>the integration into the Group of the companies acquired during the 2022 fiscal year</li> <li>operational excellence</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>5%</li> <li>5%</li> <li>3%</li> <li>4%</li> <li>3%</li> <li>10%</li> </ul>
Quantifiable, financial (70%) and non-financial (13%) criteria represent 83% of annual variable compensation. The weighting of each criterion, as well as the objectives to be achieved, were set at the end of 2022 and communicated to the executive corporate officers. The assessment is made without offsetting criteria.			

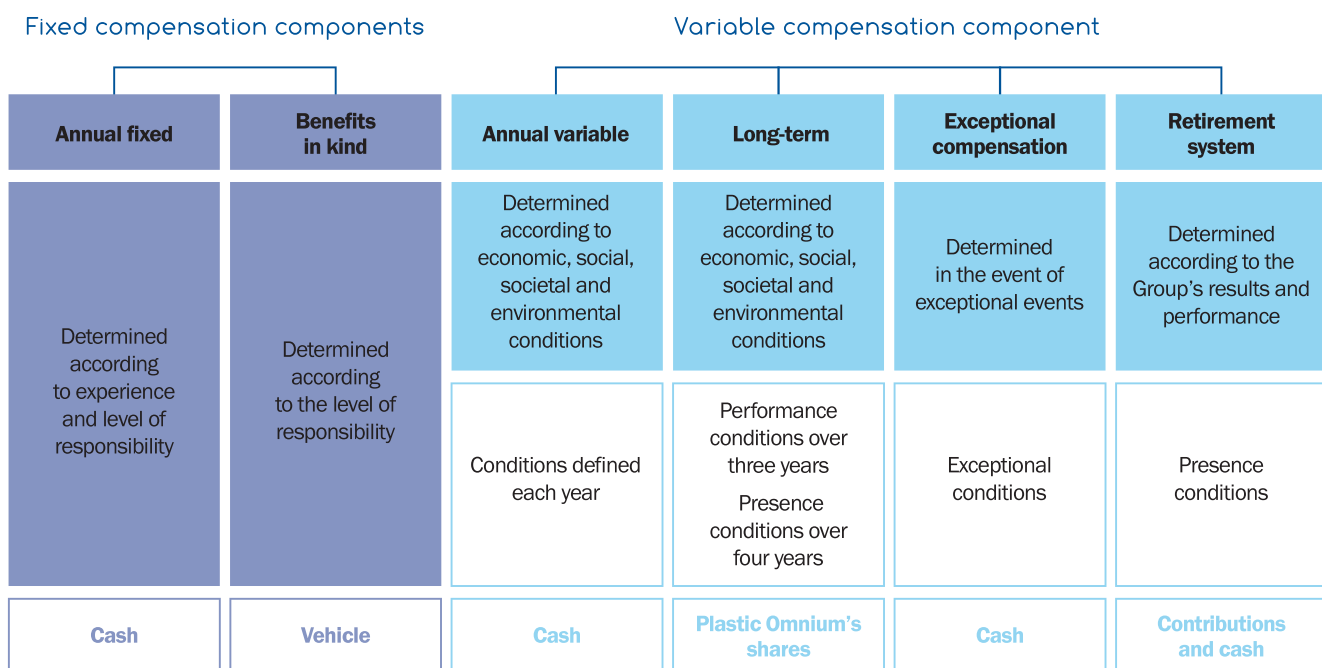


**Amount Presentation**

<b>Performance shares</b>		<p>The Board of Directors, at its meeting of February 21, 2023, decided on the implementation of a new plan as part of the authorization submitted to the vote of the General Meeting of Shareholders of April 26, 2023.</p> <p>The allocation decided in favor of the executive corporate officers complies with the recommendations of the AFEP-MEDEF Code. The value of the allocation is set at €900,000 for Mr. Laurent Favre and €600,000 for Ms. Félicie Burelle; the equivalent in shares will be calculated on the basis of the price of the 20 trading sessions preceding the Combined General Meeting of Shareholders of April 26, 2023.</p> <p>Executive corporate officers are also required to retain 10% of the shares that are definitively allocated to them at the end of the vesting period, until the end of their corporate office.</p> <p>The vesting of these shares is subject to the fulfillment of performance conditions which will be noted at the end of the vesting period and since the grant date. These performance conditions are based on five criteria, assessed over the years 2023, 2024 and 2025, and in line with the Company's strategic plan:</p> <ul style="list-style-type: none"> <li>• the level of free cash-flow,</li> <li>• ROCE (return on capital employed),</li> <li>• the pace of debt reduction,</li> <li>• stock market outperformance compared to a basket of peers listed on Euronext Paris,</li> <li>• as well as two ESG criteria, one targeting gender diversity in governing bodies, the other the achievement of the objective of carbon neutrality on scopes 1 and 2 by 2025, in accordance with the climate roadmap adopted by the Board of Directors and presented in 2021.</li> </ul> <p>The achievement of each objective would trigger the allocation of 20% of the allocation in shares.</p>
<b>Compensation as director</b>	€3,000 per meeting of the Board of Directors	Mr. Laurent Favre and Ms. Félicie Burelle will receive compensation in respect of their directorships
<b>Benefits incidental to compensation</b>		<ul style="list-style-type: none"> <li>• Benefits in kind</li> </ul> <p>Executive corporate officers will be provided with the material resources necessary for the performance of their duties, such as the provision of a company car.</p> <p>They will also benefit from tax assistance, an annual medical check-up and a subscription to a sports club.</p> <ul style="list-style-type: none"> <li>• Supplementary social protection scheme: defined-benefit pension, welfare insurance and healthcare costs</li> </ul> <p>Executive corporate officers will continue to benefit from defined-benefit pension plans as well as welfare insurance and healthcare cost plans.</p>



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





### 3.2.3 PERFORMANCE SHARE AWARD PLAN

#### 3.2.3.1 COMPAGNIE PLASTIC OMNIUM SE POLICY

Decisions relating to the allocation of 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 corporate officer.

If an event justifies it, the Board of Directors reserves the right to award an additional grant. This allocation, if any, to the executive corporate officer, 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 corporate officer 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 corporate officer 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 corporate officer.

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 corporate officer, the Board will decide on

how any performance shares granted since their appointment as an executive corporate officer will be treated.

#### 3.2.3.2 AUTHORIZATION OF THE COMBINED GENERAL MEETING OF APRIL 22, 2021

The Combined General Meeting of April 22, 2021 authorized the Board of Directors to award existing or new shares of the Company free of charge to employees and/or certain 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 of Shareholders set the period of validity of the authorization at 38 months, which may be used on one or more occasions.

The total number of shares thus awarded may not exceed 0.2% of the share capital existing on the date of the General Meeting of Shareholders of April 22, 2021, it being specified that the total number of shares to which the options that may be granted by the Board of Directors may give right will be deducted from this ceiling. The total number of shares that may be awarded free of charge to executive corporate officers of the Company may not exceed 0.1% of the share capital on the date of the General Meeting of Shareholders of April 22, 2021, within this limit.

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, holding periods of more than one year.

#### Performance shares granted under the authorization of April 22, 2021

The Board of Directors, during its meeting of February 17, 2022, decided, as part of the authorization of the General Meeting of Shareholders of April 22, 2021, to implement an allocation of shares free of charge, known as performance shares, in favor of executive corporate officers of Compagnie Plastic Omnium SE.

The Board of Directors decided to limit the beneficiaries of this plan to executive corporate officers with the aim of mobilizing the Group's key players around its successful development.

The main features of this plan, covering 45,947 shares and benefiting executive corporate officers, are as follows:

<b>Vesting period</b>	<b>From April 22, 2022 to the date of the General Meeting of Shareholders in 2025</b>
Presence conditions (contract in force with a Group company on these dates, except for retirement, death, disability or exceptional decision)	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"> <li>Return on capital employed for 2022, 2023, 2024: 25% of the rights granted;</li> <li>Cumulative free cash-flow level for 2022, 2023, 2024: 25% of the rights granted;</li> <li>Average annual growth rate of the Group's consolidated revenue for 2022, 2023, 2024: 25% of the rights granted;</li> <li>Percentage of women in management and implementation of actions to reduce the Group's carbon footprint in 2022, 2023, 2024: 25% of the rights granted.</li> </ul>

### Performance shares granted during fiscal year 2022 to each executive corporate officer by Compagnie Plastic Omnium SE under the authorization of April 22, 2021

Name and position of the director	Number of performance shares awarded	Valuation of the shares	Grant date	End of vesting period
<b>Laurent Burelle</b> <i>Chairman of the Board of Directors</i>	0	0	N/A	N/A
<b>Laurent Favre</b> <i>Chief Executive Officer</i>	57,361	803,054	April 22, 2022	after the 2025 General Meeting of Shareholders for 90% of the shares
<b>Félicie Burelle</b> <i>Managing Director</i>	38,241	535,374	April 22, 2022	after the 2025 General Meeting of Shareholders for 90% of the shares

#### 3.2.3.3 AUTHORIZATION OF THE COMBINED GENERAL MEETING OF APRIL 21, 2022

The Combined General Meeting of April 21 2022 decided, in its 23<sup>rd</sup> resolution, to authorize 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 of Shareholders set the period of validity of the authorization at 38 months, which may be used on one or more occasions.

The number of shares thus awarded may not exceed 0.2% of the share capital existing on the date of the General Meeting of Shareholders of April 21, 2022, it being specified that the total number of shares to which the options that may be granted by the Board of Directors may give right will be deducted from this ceiling. The total number of shares that may be

awarded free of charge to executive corporate officers of the Company may not exceed 0.1% of the share capital on the date of the General Meeting of Shareholders of April 21, 2022, within this limit;

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, holding periods of more than one year.

#### Performance shares granted during fiscal year 2021 to each executive corporate officer by Compagnie Plastic Omnium SE under the authorization of April 21, 2022

No performance share allocation plan was decided by the Board of Directors in fiscal year 2022 under the authorization of April 21, 2022.

#### 3.2.3.4 PERFORMANCE SHARES THAT BECAME AVAILABLE DURING FISCAL YEAR 2022 FOR EACH EXECUTIVE CORPORATE OFFICER

Name and position of the executive corporate officer	Plan date	Number of shares available during the fiscal year
<b>Laurent Favre</b> <i>Chief Executive Officer</i>	04/30/2020	0
	04/23/2021	0
	04/22/2022	0
<b>Félicie Burelle</b> <i>Managing Director</i>	05/02/2019	0
	04/30/2020	0
	04/23/2021	0
	04/22/2022	0



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

For the year	2019	2020
	Plan of May 2, 2019	Plan of April 30, 2020
Date of the GM authorization	04/26/2018	04/26/2018
Board decision date	02/13/2019	12/11/2020
Share value in euros <sup>(1)</sup>	23	15
Start of vesting period	05/02/2023	04/30/2024
Start of holding period	None	April 30, 2024 concerning the directors for 10% of the shares
End of holding period	None	None except 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.
Number of performance shares awarded	400,000	228,373
Shares vested from 01/01/2022 to 12/31/2022	0	0
Rights canceled at 12/31/2022	130,760	36,000
Rights granted at 12/31/2022	1,000	0
Balance of rights at 12/31/2022	268,240	192,373

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

For the year	2021	2022
	Plan of April 23, 2021	Plan of April 22, 2022
Date of the GM authorization	04/26/2018	04/21/2021
Board decision date	02/17/2021	02/17/2022
Share value in euros <sup>(1)</sup>	28	14
Start of vesting period	After the 2025 General Meeting of Shareholders	After the 2025 General Meeting of Shareholders
Start of holding period	No later than June 30, 2025 concerning the directors for a total of 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	On the date of dismissal of the director	On the date of dismissal of the director
Related conditions	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	25% depending on the rate of return on capital employed in 2022, 2023, 2024 25% depending on the level of cumulative free cash-flow in 2022, 2023, 2024 25% based on the average annual growth rate of the Group's consolidated revenue for 2022, 2023, 2024 25% depending on the percentage of women and deployment of actions to reduce the carbon footprint in 2022, 2023, 2024
Number of performance shares awarded	45,947	95,602
Shares vested from 01/01/2022 to 12/31/2022	0	0
Rights canceled at 12/31/2022	0	0
Rights granted at 12/31/2022	0	0
Balance of rights at 12/31/2022	45,947	95,602

(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 CORPORATE OFFICERS AT DECEMBER 31, 2022

Plan	05/02/2019	04/30/2020	04/23/2021	04/22/2022
Total number of beneficiaries	255	55	2	2
Total number of performance shares awarded	400,000	228,373	45,947	95,602
<i>of which the number allocated to executive corporate officers:</i>				
Laurent Burelle	0	0	0	0
Laurent Favre	0	27,922	29,537	57,361
Félicie Burelle	14,000 <sup>(1)</sup>	17,451	16,410	38,241
Grant date	05/02/2019	04/30/2020	04/23/2021	04/22/2022
Start of vesting period	05/02/2023 <sup>(2)</sup>	04/30/2024 <sup>(2)</sup>	As of the date of the 2025 General Meeting of Shareholders	As of the date of the 2025 General Meeting of Shareholders
Term	4 years	4 years	4 years	3 years
Holding period	None	Lock-up of 10% until the end of the term of office of the executive corporate officers	Lock-up of 10% until the end of the term of office of the executive corporate officers	Lock-up of 10% until the end of the term of office of the executive corporate officers

(1) Performance shares granted under the employment contract. The definitive allocation amounts to 10,500 shares, which will vest on May 2, 2023.

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

### 3.2.3.7 SUMMARY OF THE PERFORMANCE SHARES GRANTED DURING FISCAL YEAR 2022 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 shares using the method applied in the consolidated financial statements <sup>(1)</sup>	Plan date
Shares granted during fiscal year 2022 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	04/22/2022
Shares vested during fiscal year 2022 by the ten employees of any Compagnie Plastic Omnium SE subsidiary with the highest number of shares thus vested <sup>(2)</sup>	0	0	04/22/2022

(1) Valuation of performance shares granted on April 22, 2022 based on the value of the share expressed in fair value according to IFRS 2, i.e. €14.

(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 SE may set up long-term incentive plans for the benefit of its employees and executive corporate officers, 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 corporate officers 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.



## CORPORATE GOVERNANCE

Compensation of members of the Board of Directors and executive corporate officers

PLA\_URD2022\_EN\_V5\_2023\_04\_05

At December 31, 2022, 116 employees, of which 48.3% in foreign subsidiaries, benefited 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 CORPORATE OFFICERS AND/OR EXERCISED DURING FISCAL YEAR 2022

#### STOCK OPTIONS GRANTED BY COMPAGNIE PLASTIC OMNIUM SE DURING THE FISCAL YEAR TO EACH EXECUTIVE CORPORATE OFFICER

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
<b>Laurent Burelle</b> <i>Chairman of the Board of Directors</i>	None	N/A	N/A	N/A	N/A
<b>Laurent Favre</b> <i>Chief Executive Officer</i>	None	N/A	N/A	N/A	N/A
<b>Félicie Burelle</b> <i>Managing Director</i>	None	N/A	N/A	N/A	N/A

#### STOCK OPTIONS EXERCISED DURING THE FISCAL YEAR BY EACH EXECUTIVE CORPORATE OFFICER

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

### 3.2.4.3 HISTORY OF STOCK OPTIONS GRANTED TO EXECUTIVE CORPORATE OFFICERS THAT MAY STILL BE EXERCISED AT DECEMBER 31, 2022

Name of executive corporate officers Date of plans	Number of options awarded	Number of options not exercised	Date of 1 <sup>st</sup> possible exercise	Date of expiry	Subscription price
<b>Laurent Burelle</b> <i>Chairman of the Board of Directors</i>	0	0	0	0	0
<b>Laurent Favre</b> <i>Chief Executive Officer</i>	0	0	0	0	0
<b>Félicie Burelle</b> <i>Managing Director</i> 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, 2022

Date authorized by General Meeting of Shareholders	04/28/2016
Date of Board meeting	02/22/2017
Total number of beneficiaries	195
Total number of shares offered for purchase	578,500
<i>Of which can be subscribed for or bought by directors:</i>	
Laurent Burelle	0
Laurent Favre	0
Félicie Burelle	20,000*
Anne Asensio	0
Martina Buchhauser	N/A
Anne-Marie Couderc	0
Prof. Dr. Bernd Gottschalk	0
Vincent Labruyère	0
Éliane Lemarié	0
Paul Henry Lemarié	0
Lucie Maurel Aubert	0
Alexandre Mérieux	0
Cécile Moutet	0
Élisabeth Ourliac	N/A
Amandine Chaffois	N/A
Ireneusz Karoljak	N/A
Start date for exercise of the options	03/11/2021
Date of expiry	03/11/2024
Purchase price (in euros)	32.84
Number of options exercised at 12/31/2022	0
Total number of stock options that have been canceled or lapsed	297,000
Options outstanding at the year end	281,500

\* 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, 2022 was 281,500 stock options at a purchase price of €32.84, i.e. 0.19% of the 145,522,153 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 2017 is subject to two cumulative 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 corporate officers 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, Mr. Laurent Burelle is no longer an executive corporate officer of Compagnie Plastic Omnium SE.

The executive corporate officers 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 2022

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 <sup>(1)</sup>	Plan date
Options granted by Compagnie Plastic Omnium SE in fiscal year 2022 to the ten employees of any subsidiary within the scope of the share grant, with the highest number of shares thus granted	0	0	N/A
Options held on Compagnie Plastic Omnium SE, exercised during fiscal year 2022, by the ten employees of any subsidiary of Compagnie Plastic Omnium SE, with the highest number of options thus exercised <sup>(2)</sup>	0	0	N/A

(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 CORPORATE OFFICERS AND DIRECTORS DURING FISCAL YEAR 2022

(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)
<b>Laurent Burelle</b>	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
<b>Laurent Favre</b>	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
<b>Félicie Burelle</b>	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
<b>Burelle SA (represented by Éliane Lemarié)</b>	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
<b>Anne Asensio</b>	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
<b>Martina Buchhauser</b>	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
<b>Anne-Marie Couderc</b>	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
<b>Prof. Dr. Bernd Gottschalk</b>	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
<b>Vincent Labruyère</b>	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
<b>Paul Henry Lemarié</b>	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
<b>Lucie Maurel Aubert</b>	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
<b>Alexandre Mérieux</b>	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
<b>Cécile Moutet</b>	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
<b>Élisabeth Ourlac</b>	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
<b>Amélie Oudéa-Castéra*</b>	0	0	0	0	0	0
Related persons	0	0	0	0	0	0
<b>Amandine Chaffols</b>	N/A	N/A	N/A	N/A	N/A	N/A
Related persons	N/A	N/A	N/A	N/A	N/A	N/A
<b>Ireneusz Karolak</b>	N/A	N/A	N/A	N/A	N/A	N/A
Related persons	N/A	N/A	N/A	N/A	N/A	N/A

\* Director until May 20, 2022.

## 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, 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 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 2022, 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, the renewal of an agreement entered into previously took place during the 2022 fiscal year:

- **Royalty agreement for licensing and technical assistance**

Agreement entered into 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 24, 2016 and ratified by the General Meeting of Shareholders of April 28, 2016.

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

The agreement has a duration of five years. It was renewed by tacit agreement for a duration of one year.

As of December 31, 2022, Compagnie Plastic Omnium SE recorded income in respect of the fee to be invoiced to BPO-B,PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi AS for an amount of €225,905.89.

#### 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 2022

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 fiscal year 2022, were examined by the Board of Directors at its meeting of February 21, 2023.

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

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

Burelle SA holds 60.01% 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: Ms. Félicie Burelle, Ms. Éliane Lemarié, Mr. Jean Burelle, Mr. Laurent Burelle and Mr. Paul Henry Lemarié.

In 2022, no payments were made by Burelle SA under the supplementary pension plan. Consequently, Burelle SA did not invoice a share of expenses to Compagnie Plastic Omnium SE.

- **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.

On December 31, 2022, Compagnie Plastic Omnium SE has recognized income in the respect of royalty to be charged to Yanfeng Plastic Omnium Automotive Exterior Systems Co., Ltd for an amount of €2,878,650.11.

Person interested: Mr. 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 Chairperson.

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 of Shareholders.

#### General Meeting of Shareholders of April 26, 2023

At its meeting of February 21, 2023, the Board of Directors decided to convene the Combined General Meeting of Shareholders on April 26, 2023.

The attention of shareholders is drawn to the fact that it is possible to vote at the General Meeting of Shareholders 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 26, 2023 are detailed in the notice of meeting published in the BALO and on the Group's website ([www.plasticomnium.com](http://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](http://www.plasticomnium.com).



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

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None.

### 3.3.6 OFFICES OF THE STATUTORY AUDITORS

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#### 3.3.6.1 STATUTORY AUDITORS

##### **PricewaterhouseCoopers Audit**

Company represented by Mr. Philippe Vincent,  
63 rue de Villiers, 92200 Neuilly-sur-Seine

PricewaterhouseCoopers Audit was appointed Statutory Auditor of the Company by the Combined General Meeting of Shareholders of April 21, 2022 for a period of six fiscal years, *i.e.* until the close of the Annual Ordinary General Meeting in 2028 called to approve the financial statements for the fiscal year ended on December 31, 2027.

##### **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 21, 2022 for a further period of six fiscal years, *i.e.* until the close of the Annual Ordinary General Meeting in 2028 called to approve the financial statements for the fiscal year ended on December 31, 2027.

## 3.4 CORPORATE GOVERNANCE CODE

### AFEP-MEDEF CODE: THE REFERENCE CODE

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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.

<b>Recommendations AFEP-MEDEF Code</b>	<b>Compagnie Plastic Omnium SE practices and justifications</b>
Terms of office of directors must be staggered so as to prevent reappointment en masse (Article 13.2)	The renewal of three terms of office of the 16 members of the Board of Directors will be submitted to the vote of the General Meeting of Shareholders of April 26, 2023. The Company wished to prioritize a frequent appointment principle for directors by stipulating a statutory three-year term of office. The Company will also see eight terms of office renewed in 2024, and four in 2025.
Termination of the employment contract in the event of a corporate office (Article 22)	The employment contracts of Mr. Laurent Favre and Ms. 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 corporate officer, the employment contract be terminated with the Company. After appointing Mr. Laurent Favre, Chief Executive Officer, and Ms. 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>i.e.</i> 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

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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, 2022, Compagnie Plastic Omnium SE's share capital amounted to €8,731,329.18 divided into 145,522,153 fully paid-up shares with a par value of €0.06 each.

### 3.5.2 VOTING RIGHTS

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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.

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 Meeting of Shareholders.

At December 31, 2022, excluding treasury shares, the Company had 143,972,275 shares with the same number of exercisable voting rights, of which 91,186,325 shares with double voting rights.

### 3.5.3 POTENTIAL SHARE CAPITAL AND SECURITIES GIVING RIGHTS TO SHARE CAPITAL

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As at December 31, 2022, 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:

#### 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	Use of the authorization or delegation of 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	At December 31, 2022, Compagnie Plastic Omnium SE held 1.07% of its share capital
21	Authorization to reduce the equity capital by canceling treasury shares	26 months until 06/20/2024	10% of the share capital per 24 month period	Cancellation on September 1, 2022 of 1,600,000 treasury shares
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 corporate officers	None
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 corporate officers	None
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	None
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	None
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 paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code – €750 million in value for debt securities	None
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 <sup>th</sup> to 26 <sup>th</sup> resolutions up to a maximum of 15% of the initial issue	26 months until 06/20/2024	15% of the initial issue	None

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
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	None
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	None
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	None



**AUTHORIZATIONS AND DELEGATIONS PROPOSED TO THE GENERAL MEETING OF SHAREHOLDERS OF APRIL 26, 2023 RELATING TO THE CAPITAL AND SECURITIES GIVING THE RIGHT TO THE ALLOCATION OF DEBT SECURITIES**

<b>Resolution no.</b>	<b>Type of authorization and delegated power</b>	<b>Duration and expiry date</b>	<b>Maximum amount per authorization or delegated power</b>
6	Authorization for the Company to buy back its own shares	18 months until 10/25/2024	Maximum purchase price: €80 – Maximum holding: 10% of share capital – Accumulated value of acquisitions: €1,164,177,200
21	Authorization to reduce the equity capital by canceling treasury shares	26 months until 06/25/2025	10% of the share capital per 24-month period
22	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 06/25/2025	€6 million in nominal for shares and €2 billion in value for debt securities
23	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 06/25/2025	€6 million in nominal for shares and €2 billion in value for debt securities
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, without preferential subscription rights, by way of an offer referred to in paragraph II of Article L. 411-2 of the French Monetary and Financial Code	26 months until 06/25/2025	A nominal value of €2 million for the shares through an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code – €750 million in value for debt securities
25	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 22 <sup>nd</sup> to 24 <sup>th</sup> resolutions up to a maximum of 15% of the initial issue	26 months until 06/25/2025	15% of the initial issue
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, as consideration for contributions in kind consisting of equity securities or investment securities giving access to the share capital	26 months until 06/25/2025	€2 million in nominal for shares and €750 million in value for debt securities
27	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 06/25/2025	€6 million in nominal for shares and €750 million in value for debt securities
28	Share capital increase reserved for Plastic Omnium employees savings plan (PEE)	26 months until 06/25/2025	€261,939 in nominal, i.e. a maximum of 4,365,650 shares at December 31, 2022



### 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			
<b>August 2017</b>					
Capital reduction by canceling 1,500,000 treasury shares	90,000	49,819,507	9,058,603	150,976,720	0,06
<b>July 2018</b>					
Capital reduction by canceling 1,110,613 treasury shares	66,637	39,223,119	8,991,966	149,866,107	0,06
<b>November 2018</b>					
Capital reduction by canceling 1,300,000 treasury shares	78,000	45,252,090	8,913,966	148,566,107	0,06
<b>February 2021</b>					
Capital reduction by canceling 1,443,954 treasury shares	86,637,24	32,928,875	8,827,329,18	147,122,153	0,06
<b>September 2022</b>					
Capital reduction by canceling 1,600,000 treasury shares	96,000	34,590,149	8,731,329,18	145,522,153	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, 2022, including:	1.07
backing existing stock option plans	0.23
backing existing performance share plans	0.39
backing liquidity contract	0.19
Shares allocated to employees or directors of the Company or of Group companies	0.26
Number of shares canceled over the past 24 months	3,043,954
Number of securities in the portfolio at December 31, 2022	1,549,878
Carrying amount of portfolio at December 31, 2022	28,372,325
Market value of portfolio at December 31, 2022	21,047,343

### SHARE BUYBACKS DURING FISCAL YEAR 2022

	Aggregate gross movements		
	Purchases	Sales	Options exercised
Number of securities	2,018,870	930,405	0
Average transaction price	16,68	17,40	-
Average exercise price	-	-	-
Amount	33,678,534	16,190,666	0

Trading fees of €63 thousand were incurred in buying back shares during fiscal year 2022.



The change in the number of outstanding shares between the opening date and the closing date of fiscal year 2022 is as follows:

	January 1, 2022	Movements for fiscal year 2022 <sup>(1)</sup>	December 31, 2022
Number of shares comprising the share capital	147,122,153	(1,600,000)	145,522,153
Number of treasury shares	2,061,413	(511,535)	1,549,878
Number of outstanding shares	145,060,740	(1,088,465)	143,972,275

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

The fifth resolution of the Combined General Meeting of April 21, 2022 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 at the date of the Combined General Meeting of April 21, 2022
Maximum investment in the buyback program	€1,176,977,200

A new one-year automatically renewable liquidity agreement signed with Kepler Capital Markets SA, 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) entered into force on January 1, 2015. The primary purpose of this agreement is to reduce the volatility of the Compagnie Plastic Omnium share price, and thus the risk perceived by investors. The total budget allocated to this agreement is €6 million.

### Information concerning share buybacks made since April 22, 2022

Between April 22, 2022 and January 31, 2023, the Company acquired 2,271,030 shares for a total value of €36,423,473, i.e. a value per share of €16.04, of which 661,844 shares under the liquidity contract and 1,609,186 shares outside this contract. Over the same period, the Company sold 674,973 shares under the liquidity contract for a total of €10,891,040, representing a value per share of €16.14.

Between April 22, 2022 and January 31, 2023, the Company did not acquire any shares to cover its commitments to beneficiaries of free share plans.

At February 28, 2023, Compagnie Plastic Omnium SE held 1,708,361 treasury shares, representing 1.17% of the share capital, broken down as follows:

#### Number of shares

231,365	AMAFI liquidity agreement
916,000	Shares allocated to employees or directors of the Company or of Group companies
560,706	Hedging of securities carrying rights to the allocation of shares

### Description of the share buyback program submitted to the Combined General Meeting of April 26, 2023

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 26, 2023.

#### 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;
- 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, 14,552,215 shares, each with a par value of €0.06.

Since the Company held 1,702,945 treasury shares at January 31, 2023, the maximum number of its shares it could purchase under the share buyback program is 12,849,270. In the event that treasury shares already held are canceled or used, the maximum amount that the Company can pay out to acquire the 14,552,215 shares is €1,164,177,200.

Thus, the total value of acquisitions (net of costs) may not exceed

€1,164,177,200 based on the maximum purchase price of €80 provided in the 6<sup>th</sup> resolution to be proposed to the Combined General Meeting of Shareholders of April 26, 2023.

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 18 months from approval of the 6<sup>th</sup> resolution subject to a shareholders' vote at the Combined General Meeting of April 26, 2023, i.e. until October 25, 2024.

## 3.5.6 BONDS

Details of the outstanding bonds and private placements issued by the Company at December 31, 2022 are given below:

Issuer	Rate	Currency	Coupon	Initial issue date	Maturity date	Amount outstanding (in millions of euros)	Listing market
Compagnie Plastic Omnium SE	fixed	EUR	1.478%	06/17/2016	06/17/2023	159	
Compagnie Plastic Omnium SE	fixed	EUR	1.25%	06/26/2017	06/26/2024	500	Paris
Compagnie Plastic Omnium SE	fixed	EUR	1.632%	12/21/2018	12/21/2025	300	
Compagnie Plastic Omnium SE	fixed	EUR	1.7790%	05/23/2022	05/23/2025	15	
Compagnie Plastic Omnium SE	variable	EUR	0.70%	05/23/2022	05/23/2025	80	
Compagnie Plastic Omnium SE	fixed	EUR	2.3550%	05/23/2022	05/23/2027	36	
Compagnie Plastic Omnium SE	variable	EUR	1%	05/23/2022	05/23/2027	139	
Compagnie Plastic Omnium SE	fixed	EUR	2.7760%	05/23/2022	05/23/2029	108	



## 3.6 SHAREHOLDING STRUCTURE OF COMPAGNIE PLASTIC OMNIUM SE

### BREAKDOWN AT DECEMBER 31, 2022 OF THE SHARE CAPITAL OF COMPAGNIE PLASTIC OMNIUM SE COMPRISING 145,522,153 SHARES

	December 31, 2022		December 31, 2021		December 31, 2020	
	% voting rights	% share capital	% voting rights	% share capital	% voting rights	% share capital
Burelle SA	74.26	60.01	73.26	59.35	72.08	58.78
Employee shareholders	1.01	1.01	0.97	0.97	0.99	0.99
Held by Company	-	1.05	-	1.40	-	1.91
Public	24.73	37.93	25.77	38.27	26.93	38.32
	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>

At December 31, 2022, Burelle SA held 60.01% 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, 2022, the Group Savings Plan had 1,460 members, holding 1,492,931 shares in Compagnie Plastic Omnium SE, i.e. 1.01% of the share capital, purchased on the stock market.

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