

GETLINK SE

European company with a capital of 220 000 0011.42 euros
Registered office : 3 rue La Boétie - 75008 Paris
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DESCRIPTION OF THE SHARE BUYBACK PROGRAMME AUTHORISED BY THE GENERAL MEETING OF GETLINK S.E. ON 28 APRIL 2021

Prepared in accordance with Article 241-2 of the General Regulations of the Autorité des marchés financiers, the purpose of this description is to present the objectives and terms and conditions of the share buyback programme authorised by the General Meeting of Shareholders of GETLINK S.E. (the *Company*).

1. Date of the general meeting of shareholders approving the share buyback program

The Company's shareholders' meeting held on April 28, 2021 authorised the Company to purchase or cause to be purchased its own shares under the conditions set forth in Articles L. 225-209 et seq.

The Company's Board of Directors resolved on April 28, 2021 to implement this buyback program to allow the continuation of the liquidity contract set up with Oddo.

2. Number of shares and percentage of share capital held directly or indirectly by the Company

As of 31 December 2020 the Company held, under the current buyback programme, 11,595,861 shares, without the shares held under the liquidity contract, entrusted to Oddo.

3. Objectives of the share buyback program

Such purchases of common shares may be made for any purpose permitted by law or which may become permitted by law, including, without limitation, for the following purposes

- delivery or exchange transactions upon the exercise of rights attached to securities giving entitlement, by redemption, conversion, exchange, presentation of a warrant or in any other way, to the allocation of ordinary shares of the Company with access to the Company's capital;
- the delivery of Company shares to eligible employees and/or corporate officers of Getlink Group companies, under savings plans or any other shareholding plan under French or foreign law, including under (i) a stock option plan or (ii) a free share allocation plan, or (iii) an employee shareholding operation reserved for members of a company savings plan, carried out under the conditions set forth in Articles L. 3331-1 et seq. 3331-1 et seq. of the French Labor Code through the sale of shares previously acquired by the Company under this resolution, or providing for a free allocation of such shares as a contribution in shares of the Company, in particular for the purposes of a "*Share Incentive Plan*" in the United Kingdom or (iv) allocation of shares to employees and/or executive officers of the Company and its affiliates, in accordance with applicable laws and regulations, any other form of allocation, assignment or transfer to current and former employees and officers of the Company and its Group, ;
- to stimulate the market for the Company's shares under a liquidity contract that complies with a code of ethics recognized by a financial market authority
- the cancellation of ordinary shares of the Company pursuant to the twenty-fourth resolution or any other similar authorisation.

4. Maximum portion of the share capital, maximum number, maximum purchase price and characteristics of the securities that the Company proposes to acquire

4.1 Maximum percentage of share capital, maximum number of shares that the Company proposes to acquire and maximum purchase price

The maximum portion of the share capital authorized to be repurchased by the Company's Combined General Meeting of Shareholders held on April 28, 2021 is 5% of the total number of shares comprising the Company's share capital at that time.

The maximum unit purchase price shall not exceed 21 euros, it being specified that the Board of Directors may, however, adjust the aforementioned purchase price in the event of a transaction giving rise either to an increase in the par value of the ordinary shares or to the creation and free allocation of shares, as well as in the event of a division of the par value of the ordinary shares or a reverse split of the ordinary shares, or any other transaction involving shareholders' equity, to take account of the impact of the transaction concerned on the value of the ordinary shares.

Based on the number of shares in issue as of February 24 2021, the maximum amount of funds available for the purchase of ordinary shares will be limited to 577,500,000 euros (corresponding to a total of 27,500,000 ordinary shares at the maximum unit price of 21 euros).

4.2 Characteristics of the securities that the Company proposes to acquire

The Company's ordinary shares are listed on the Euronext Paris market under the ticker symbol "GET" and the ISIN code FR0010533075.

5. Duration of the share buyback program

The share buyback programme may be carried out within eighteen (18) months following the date of the ordinary general meeting of 28 April 2021, or until the date of its renewal or extension by a general meeting of shareholders if the expiry date of this period is later.

6. Assessment of the previous programme

A summary of the transactions carried out by Getlink SE in its own shares under the programme authorised by the ordinary general meeting of 30 April 2020 is set out in chapter 7 of the 2020 Universal Registration Document, filed on 17 March 2021 with the financial markets authority.

Getlink SE 28 April 2021