

2023

NOTICE OF MEETING



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THE COMBINED GENERAL MEETING

of Getlink SE will be held
on **Thursday 27 April 2023** at **10 a.m.** (CET),
at Cité des Échanges,
40, rue Eugène-Jacquet, 59700 Marcq-en-Barœul (Lille, France).



• www.getlinkgroup.com

Shareholders are invited to regularly consult the section dedicated to the 2023 General Meeting on the Getlink website.



• This notice of meeting brochure provides a summary of the Company's information. For a complete understanding of the 2022 information, shareholders are invited to refer to Getlink SE's 2022 Universal Registration Document, filed with the Autorité des marchés financiers (French financial market regulator) on 17 March 2023, under number D.23-0115 and available at www.getlinkgroup.com.

AGENDA

RESOLUTIONS FOR DECISION BY THE ORDINARY GENERAL MEETING

- Management report of the Board of Directors including the Board of Directors' report on corporate governance and the Non-Financial Performance Statement;
- Reports of the Board of Directors to the Ordinary General Meeting;
- Statutory Auditors' reports on the accounts for the year ended 31 December 2022;
- 1.** Review and approval of the statutory accounts for the year ended 31 December 2022;
- 2.** Appropriation of the financial result for the year ended 31 December 2022; setting the amount of the dividend and its payment date;
- 3.** Review and approval of the consolidated accounts for the year ended 31 December 2022;
- 4.** Authorisation granted to the Board of Directors for 18 months to allow the Company to buy back and trade in its own shares;
- 5.** Special report of the Statutory Auditors on regulated agreements;
- 6.** Appointment of Benoît de Ruffray as a director to replace Colette Lewiner;
- 7.** Appointment of Marie Lemarié as a director to replace Perrette Rey;
- 8.** Approval of the information relating to the remuneration of the Chief Executive Officer, Chairman and Board members paid during the financial year ended 31 December 2022 or awarded in respect of the same financial year, as referred to in I of Article L. 22-10-9 of the French Commercial Code;
- 9.** Approval of the elements of remuneration paid during or awarded in respect of the financial year ended 31 December 2022 to Yann Leriche, Chief Executive Officer;
- 10.** Approval of the remuneration elements paid during or awarded in respect of the financial year ended 31 December 2022 to Jacques Gounon, Chairman of the Board of Directors;
- 11.** Approval of the remuneration policy applicable to members of the Board of Directors for the 2023 financial year, pursuant to Article L. 22-10-8-II of the French Commercial Code;
- 12.** Approval of the elements of the remuneration policy: principles and criteria for determining, distributing and allocating the fixed, variable and exceptional elements making up the total remuneration and benefits of any kind attributable to the Chief Executive Officer for the 2023 financial year;
- 13.** Approval of the elements of the remuneration policy: principles and criteria for determining, distributing and allocating the elements making up the total remuneration and benefits of any kind attributable to the Chairman of the Board of Directors for the 2023 financial year;

RESOLUTIONS FOR DECISION BY THE EXTRAORDINARY GENERAL MEETING

- Report of the Board of Directors to the Extraordinary General Meeting;
- Statutory Auditors' reports;
- 14.** Delegation of authority to the Board of Directors granted for 12 months to make a collective allocation of free shares to all employees other than executive officers of the Company and of the companies directly or indirectly related to it, within the meaning of Article L. 225-197-2 of the French Commercial Code;
- 15.** Authorisation granted to the Board of Directors for the purpose of making free allocations of ordinary shares of the Company, whether existing or to be issued, for the benefit of Group's employees and/or executive officers, with automatic waiver by the shareholders of their preferential subscription rights;
- 16.** Renewal of the delegation of authority granted to the Board of Directors for 26 months to issue ordinary shares of the Company or securities giving access to ordinary shares of the Company or companies in the Company's Group, with preferential subscription rights for shareholders (up to a limit of 40% of the share capital);
- 17.** Delegation of authority granted to the Board of Directors for 26 months to issue ordinary shares or securities giving access to the capital, up to a limit of 10% of the share capital as consideration for contributions in kind relating to equity securities or securities giving access to the capital;
- 18.** Aggregate limit on authorisations to issue equity securities with or without preferential subscription rights being waived;
- 19.** Authorisation granted to the Board of Directors for 18 months to reduce the share capital by cancelling treasury shares;
- 20.** Delegation granted to the Board for 26 months to carry out capital increases with withdrawal of the shareholders' preferential rights, by the issue of ordinary shares or securities giving access to the Company's share capital reserved to employees belonging to a Company savings plan;
- 21.** Ratification of the transfer of Getlink's registered office and approval of the corresponding update of the articles of association;
- 22.** Powers for the formalities.

Shareholders who wish to take part in the Meeting must show evidence of the ownership of their shares as at the second business day preceding the Meeting namely on **Tuesday 25 April 2023** at 00:00 a.m. (CET).

- vote by Internet (Votaccess);
- use the postal vote or proxy form;
- attend the Meeting in person.

**Please choose
one of the three options**

a) Shade in this box

Please note: if you do not shade in a box, the "Yes" vote will be counted by default.

**YOU WISH TO APPOINT
THE CHAIRMAN OF THE
MEETING AS YOUR PROXY**

Shade in this box.

**YOU WISH TO APPOINT
A PROXY**

Shade in this box and insert details of your proxy.


If you are a registered shareholder

If you are a bearer shareholder

Return the completed form as soon as possible to the financial intermediary (bank or broker) who manages your account. Your financial intermediary will send the form together with a participation certificate regarding your holding to Société Générale Securities Services.

Important : Avant d'exercer votre droit, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, veuillez cocher la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

☐ **JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE** et demande une carte d'admission : **date et signer au bas du formulaire** // **I WISH TO ATTEND THE SHAREHOLDER'S MEETING** and request an admission card: **date and sign at the bottom of the form**



GETLINK SE
Société européenne au capital de 225 000 000 euros
37-38, rue de la Bièvre/Paris - 75005 Paris
483 365 142 RCS Paris

Assemblée Générale Ordinaire et Extraordinaire
27 avril 2023 à 10h00 (CET)

Ordinary and Extraordinary General Meeting
27 April, 2023 at 10:00 a.m. (CET)

Cité des Echanges
40 rue Eugène Jacquart, 59700 Marcq-en-Baroeul, France

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account	Nom/Prénom Registered	Vote simple Single vote
Nombre d'actions Number of shares	Proportion Proportion	Vote double Double vote
Nombre de voix - Number of voting rights		

1 JE VOTE PAR CORRESPONDANCE // I VOTE BY POST
☐ si au verso (2) / See reverse (2)

Je vote **EN** / I vote the projects of resolutions presented or signed by the General Administration or the Directorate or the Service, à l'EXCEPTION du ou des que je signale en cochant comme ceci ■ l'une des cases "Non" ou "Abstention" // I vote **FOR** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote **No** or **Abstention**

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2 JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
☐ si au verso (3) / See reverse (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
☐ See reverse (3)

3 JE DONNE POUVOIR À ☐ si au verso (4) / **I HEREBY APPOINT:** See reverse (4)
M. Mire ou Mlle, Raison Sociale / **Mr. Mire or Mlle, Corporate Name**

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will only be valid if they are directly received to your bank.

Nom, prénom, adresse de l'administrateur des renseignements / Name, first names, address of the administrator of the information: (à transmettre directement à votre banque) / To be sent only to your bank

CHECK YOUR DETAILS

4 Je transmets à la fois 2024/01/01 à 29 April 2023

DATE AND SIGN
Whichever option you pick



Three important dates to keep in mind to cast your vote at the General Meeting

25 April 2023

Deadline for receipt of the voting forms by Société Générale Securities Services.

26 April 2023 at 3 p.m. (CET)

Deadline for voting by internet.

27 April 2023 at 10 a.m. (CET)

Getlink SE General Meeting at Marcq-en-Barœul (Lille, France) – (Registration starts at 9 a.m.).



For more detailed information, you can consult the General Meeting 2023 section, available at www.getlinkgroup.com.



OPT FOR THE E-VOTE

Getlink has provided its shareholders with Votaccess, a secure, fast and easy-to-use voting platform. This paperless service is part of our corporate social responsibility approach. Online voting is also a green way to vote.

- Registered shareholders can access the service at www.sharinbox.societegenerale.com by using the access code used to activate their Sharinbox By SG Markets (cf “online voting” box on page 41).
- Bearer shareholders will log on with their usual access codes to the internet portal of their securities account holders to access the Votaccess site and then follow the on-screen procedure.

A 100% confidential, fast, practical, safe and responsible solution!



BROADCAST OF THE GENERAL MEETING

Getlink has taken steps to make it possible for its shareholders to watch the Meeting by offering a webcast on the 2023 General Meeting page of the www.getlinkgroup.com website.

Information on how to access the webcast will be updated on that page.

PRESENTATION OF THE PROPOSED RESOLUTIONS

RESOLUTIONS FOR DECISION BY THE ORDINARY GENERAL MEETING



The **first resolution** is to approve the statutory accounts of Getlink SE for the 2022 financial year, which show a loss of €17,297,436.53

PURPOSE

● RESOLUTION 1

Review and approval of the Company's statutory accounts for the financial year ended 31 December 2022

The General Meeting, acting in accordance with the quorum and majority applicable to Ordinary General Meetings and having considered the reports of the Board of Directors and the statutory auditors, approves the Company's annual accounts for the year ended 31 December 2022 as presented which show a loss of €17,297,436.53 as well as the transactions reflected in these accounts and summarised in these reports, including the non-deductible charges (Article 39-4 of the French General Tax Code) as referred to in the management report (€14,637.31).



The **second resolution** is to approve the Board of Directors' proposal to appropriate the Company's profit and to distribute a dividend of €275,000,000 *i.e.* a dividend of €0.50 for each of the 550,000,000 ordinary shares with a nominal value of €0.40 comprising the share capital and entitled to the payment of a dividend (excluding treasury shares). The total amount of the distribution is to be taken from the following items:

PURPOSE

- Distributable profit: €220,521,936.74;
- "Share premium" account: €54,478,063.26.

● RESOLUTION 2

Appropriation of the result for the financial year ended on 31 December 2022, setting the amount of the dividend and its payment date

The General Meeting, acting in accordance with the quorum and majority applicable to Ordinary General Meetings,

- after having noted:
 - that the Company's statutory accounts for the financial year ended 31 December 2022, as approved in the first resolution of this General Meeting, show a loss of €17,297,436.53, and
 - that the legal reserve is fully funded;
- resolves to carry forward the loss for the year 2022 and after having noted, after taking into account the accumulated carried forward balance from previous years (€237,819,373.27), that the distributable profit, after allocation of the loss for the 2022 financial year, amounts to €220,521,936.74;
- resolves, on the proposal of the Board of Directors:
 - to distribute a dividend of €275,000,000 *i.e.* a dividend of €0.50 for each of the 550,000,000 ordinary shares making up the share capital entitled to dividends (excluding treasury shares),
 - resolves to deduct the proposed €275,000,000 in priority from the distributable profit (*i.e.* €220,521,936.74) and the balance from the accounting item "share premium" for an amount of €54,478,063.26.

As a result, the "Balance carried forward" account would amount to €0 and the "share premium" account would be reduced from €1,711,796,038.70 to €1,657,317,975.44.

The aggregate distribution of €275,000,000 was determined on the basis of a number of shares of 550,000,000 making up the share capital on 22 February 2023 and the number of treasury shares held on that date; it will be reduced by the treasury shares held by the Company on the date of payment of the dividend; the amount corresponding to unpaid dividends will be allocated to balance carried forward.

The General Meeting therefore resolves, on the proposal of the Board of Directors, to appropriate the result of the financial year ended 31 December 2022 as follows:

€	
Profits brought forward at 31 December 2022	237,819,373.27
Loss for the 2022 year	(17,297,436.53)
Distributable profits	220,521,936.74
Dividend for the 2022 year ⁽¹⁾	(275,000,000)
Balance carried forward	0
Legal reserve	22,422,885.16
Balance of the "Share Premium" account	1,657,317,975.44

(1) Based on the number of shares constituting the share capital as at 22 February 2023, *i.e.* 550,000,000 ordinary shares.

The dividend will be detached from the share on the Euronext Paris market on 30 May 2023 and will be payable in cash on 5 June 2023 on positions closed on the evening of 31 May 2023.

Dividends received by an individual resident in France for tax purposes are taxed under a single flat-rate withholding tax (SFWT) consisting of income tax at a single flat rate of 12.8% and social security contributions of 17.2%, i.e. a total tax rate of 30%. This flat-rate taxation is applicable by right, except where there is an express, comprehensive and irrevocable option concerning all income, net gains and receivables falling within the scope of the SFWT, to income tax at the progressive scale. In the event of such an option, this dividend is eligible for the 40% allowance provided for in Article 158-3-2° of the French General Tax Code; the dividend is also subject to social security deductions at the overall rate of 17.2%.

The amount of dividends distributed in respect of the three previous financial years, the amount of income distributed in respect of these same financial years eligible for the 40% allowance, and the income not eligible for this allowance are shown below: no dividends were distributed for the 2019 financial year. The Company distributed a dividend of €0.05 per ordinary share for the 2020 financial year. The Company distributed dividends of €0.10 for the 2021 financial year.

Financial year	Amount distributed (in euros) ^(a)	Number of shares with a right to dividend ^(b)	Dividend per share (in euros)
2019			
Dividend	n/a	n/a	n/a
2020			
Dividend	27,500,000	550,000,000	0.05
2021			
Dividend	55,000,000	550,000,000	0.10

(a) Theoretical values.

(b) Actual number of shares in historical data: the adjustment results from the existence of treasury shares:

– 2019 Financial year: none.

– 2020 Financial year: €26,953,409.75 for 539,068,195 shares.

– 2021 Financial year: €54,057,255.80 for 540,572,558 shares.



PURPOSE

The third resolution is to approve the Group's consolidated accounts for the 2022 financial year, which show a profit of €252,007,725.35.

● RESOLUTION 3

Review and approval of the consolidated accounts for the year ended 31 December 2022

The General Meeting, acting in accordance with the quorum and majority conditions applicable to Ordinary General Meetings and having considered the reports of the Board of Directors and the statutory auditors, approves the Group's consolidated accounts for the year ended 31 December 2022, as presented, which show a profit of €252,007,725.35, as well as the transactions reflected in such financial statements and summarised in these reports.



PURPOSE

With the expiry on 26 October 2023 of the authority granted by the General Meeting of 27 April 2022, the purpose of the fourth resolution is to grant the Board of Directors, with the option of sub-delegation, the authorisation to buy back and trade in the Company's shares, at a maximum purchase price which would be set at €24 and up to an overall cap of 5% of the total number of shares comprising the Company's share capital. These transactions may be carried out at any time, except during periods of public tender offers for the Company's share capital, subject to the rules laid down by the *Autorité des marchés financiers* (the French financial market regulator – AMF). This authorisation would be granted for a period of eighteen months and would replace the authorisation granted by the General Meeting of 27 April 2022.

● RESOLUTION 4

Authorisation granted to the Board of Directors for 18 months to allow the Company to buy back and trade in its own shares

The General Meeting, acting in accordance with the quorum and majority applicable to Ordinary General Meetings and having considered the Board of Directors' report, authorises the Board of Directors, with the option of sub-delegation, in accordance with the provisions of Articles L. 22-10-62 *et seq.* of the French Commercial Code, of European Regulation (EU) No. 596/2014 of 16 April 2014 on market abuse, and of the General Regulation of the *Autorité des marchés financiers* (the French Financial Markets Authority – AMF), to buy or sell the Company's own shares under the conditions and within the limits provided for law, and for this purpose:

1. authorises, for a period of eighteen months from the date of this Meeting, the Board of Directors of the Company to purchase or cause to be purchased the Company's ordinary shares under the following conditions:
 - the number of shares purchased under this resolution may not exceed 5% of the Company's share capital in issue at the date of this Meeting (on the understanding that when shares are bought

back to improve liquidity pursuant to a liquidity contract as provided below, the number of shares taken into account to calculate the said 5% corresponds to the number of shares purchased less the number of shares sold during the term of this resolution),

- the maximum purchase price per share shall not exceed €24, 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 nominal 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 nominal value of the ordinary share or a consolidation of 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 share,
- the maximum amount of funds available for the purchase of ordinary shares under this resolution may not, on the basis of the number of shares in issue on 22 February 2023, exceed €660,000,000 (corresponding to a total of 27,500,000 ordinary shares at the maximum unit price of €24 referred to above),

- purchases of ordinary shares made by the Company under this authorisation may not under any circumstances result in the Company holding, directly or indirectly, more than 5% of the shares comprising the share capital,
 - the acquisition or sale of these ordinary shares may be carried out at any time, excluding periods of public offer for the Company's securities, under the conditions and within the limits, in particular in terms of volume and price, provided for by the laws in force on the date of the transactions in question, by any means, in particular on the market or over the counter, including by block transactions, by using derivative financial instruments traded on a regulated or over-the-counter market, under the conditions provided for by the market authorities and at the times the Board of Directors or the person acting on the Board of Directors' delegation shall decide,
 - ordinary shares bought back and retained by the Company will be non-voting and will not be entitled to the payment of dividends;
- 2.** resolves that these purchases of ordinary shares may be made for any purpose permitted by law or which may be permitted by law, and in particular for the following purposes:
- delivery or exchange transactions upon exercise of the 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 in the Company,
 - the delivery of Company shares to employees and/or eligible executive officers of Getlink Group companies, in the context of savings plans or any 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 of Articles L. 3331-1 *et seq.* of the French Employment Code by transferring 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, grant, assignment or transfer to current and former employees and officers of the Company and its Group,
 - to improve liquidity in the Company's shares within the context of a liquidity agreement that complies with a securities ethics charter recognised by a Financial Markets Authority,
 - the cancellation of ordinary shares of the Company pursuant to the nineteenth resolution (subject to its adoption) or any other similar authorisation;
- 3.** grants all necessary powers to the Board of Directors, with the option of sub-delegation under the conditions provided for by law, to implement this share buyback programme, to determine the terms and conditions, to make any adjustments related to transactions involving the Company's share capital or shareholders' equity, to place any stock market orders, and to conclude any agreements, in particular for the keeping of share purchase and sale registers, to draw up and amend all documents, in particular information documents, to carry out all formalities, including allocating or reallocating the ordinary shares acquired to the various purposes pursued, and to make all declarations to the *Autorité des marchés financiers* and all other bodies and, in general, to do all that is necessary;
- 4.** notes that the Board of Directors will inform the General Meeting each year of the transactions carried out under this resolution, in accordance with the legal and regulatory provisions in force at the time;
- 5.** resolves that the Board of Directors may sub-delegate the powers necessary to carry out the operations provided for in this resolution, in accordance with the applicable legal and regulatory provisions;
- 6.** notes that this resolution cancels and replaces the authorisation voted by the Ordinary General Meeting of 27 April 2022 in its fourth resolution. It is granted for a period of eighteen months from the date of this General Meeting.



PURPOSE

The **fifth resolution** is to consider the special report of the auditors on the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code and entered into during a previous financial year (financial year ending 31 December 2021), approved by the Board of Directors and the General Meeting on 27 April 2022.

● RESOLUTION 5

Special report of the Statutory Auditors on regulated agreements

The General Meeting, acting in accordance with the quorum and majority applicable to Ordinary General Meetings and having considered the Statutory Auditors' special report on the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, notes that no new regulated agreements were entered into during the financial year and approves the said report.



PURPOSE

The **sixth resolution** is to appoint Benoît de Ruffray as a director for a term of four years, *i.e.* until the end of the Ordinary General Meeting of shareholders called to approve the financial statements for the year ending 31 December 2026.

Benoît de Ruffray

Main role

Chairman and Chief executive officer of Eiffage

Nationality

French

Independence

Non-independent

Benoît de Ruffray is presented in chapter 4 of Getlink's 2022 Universal Registration Document and on page 22 of this Brochure.

● RESOLUTION 6

Appointment of Benoît de Ruffray as a member of the Board of Directors, replacing Colette Lewiner whose term of office expires

The General Meeting, acting in accordance with the quorum and majority applicable to Ordinary General Meetings and having considered the report of the Board of Directors, resolves to appoint Benoît de Ruffray as a member of the Board of Directors at the end of this General Meeting for a term of four years expiring at the end of the General Meeting called to approve the accounts for the financial year ended 31 December 2026, to replace Colette Lewiner whose term of office expires at the end of this General Meeting.

**PURPOSE**

The **seventh resolution** is to appoint Marie Lemarié as a director for a term of four years, *i.e.* until the end of the Ordinary General Meeting of shareholders called to approve the financial statements for the year ending 31 December 2026.

Marie Lemarié

Main role

Chief Executive Officer of Scor Ireland

Nationality

French

Independence

Non-independent

Marie Lemarié is presented in chapter 4 of Getlink's 2022 Universal Registration Document and on page 23 of this Brochure.

● RESOLUTION 7

Appointment of Marie Lemarié as a member of the Board of Directors, replacing Perrette Rey whose term of office expires

The General Meeting, acting in accordance with the quorum and majority applicable to Ordinary General Meetings and having considered the report of the Board of Directors, resolves to appoint Marie Lemarié as a member of the Board of Directors at the end of this General Meeting for a term of four years expiring at the end of the General Meeting called to approve the accounts for the financial year ended 31 December 2026, to replace Perrette Rey whose term of office expires at the end of this General Meeting.

Remuneration of the CEO, Chairman and Board members

Ex-post vote

(Detailed information page 24 *et seq.* of this brochure.)

The **eighth resolution** is to allow the General Meeting to vote on the information relating to the remuneration of the CEO, Chairman and Board members, paid during the financial year ended 31 December 2022 or awarded in respect of the same financial year, mentioned in Article L. 22-10-9 of the French Commercial Code and presented in the report of the Board of Directors in the 2022 Universal Registration Document.

The **ninth and tenth resolutions** are to enable the General Meeting to decide on the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during or awarded, respectively, to the Chief Executive Officer, in respect of the 2022 financial year (ninth resolution) and to the Chairman of the Board for the 2022 financial year (tenth resolution), as set out in the corporate governance report in the Getlink SE 2022 Universal Registration Document.

The variable remuneration components granted for the past financial year to the Chief Executive Officer, the payment of which is conditional upon approval by an Ordinary General Meeting, may only be paid after approval of the said variable remuneration by this General Meeting.

Ex-ante vote

(Detailed information page 30 *et seq.* of this brochure.)

Approval of the remuneration policy for the CEO, Chairman and Board members for the 2023 financial year. The **eleventh resolution** is to allow the General Meeting to decide on the remuneration policy for the CEO, Chairman and Board members pursuant to Article L. 22-10-8 of the French Commercial Code, as presented in the report on corporate governance prepared by the Board of Directors, included in the 2022 Universal Registration Document.

The **twelfth resolution** is to enable the General Meeting to decide on the remuneration policy for the Chief Executive Officer for 2023.

The **thirteenth resolution** is to enable the General Meeting to decide on the remuneration policy for the Chairman of the Board of Directors for 2023.

● RESOLUTION 8

Approval of the information relating to the remuneration of the Chief Executive Officer, Chairman and Board members paid during the financial year ended 31 December 2022 or awarded in respect of the same financial year, as referred to in Article L. 22-10-9 of the French Commercial Code

The General Meeting, acting in accordance with the quorum and majority applicable to Ordinary General Meetings and having considered the report of the Board of Directors drawn up pursuant to Article L. 22-10-9 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 of the French Commercial Code, the information relating to the remuneration applicable to the Chief Executive Officer, Chairman and Board members, paid during the financial year ended 31 December 2022 or granted in respect of the same financial year, as referred to in Article L. 22-10-9 of the same Code, as presented in the report in the Getlink SE 2022 Universal Registration Document and referred to in the notice of meeting brochure.

● RESOLUTION 9

Approval of the remuneration elements paid during or awarded in respect of the financial year ended 31 December 2022 to Yann Leriche, Chief Executive Officer

The General Meeting, acting in accordance with the quorum and majority applicable to Ordinary General Meetings and having considered the report of the Board of Directors drawn up pursuant to Article L.22-10-9 of the French Commercial Code, approves, pursuant to Article L. 22-10-34-II of the French Commercial Code, the fixed and variable elements of the total remuneration and benefits of any kind paid during the financial year ended 31 December 2022 or awarded in respect of the same year to Yann Leriche, Chief Executive Officer, as presented in the report in the Getlink SE 2022 Universal Registration Document and referred to in the notice of meeting brochure.

● RESOLUTION 10

Approval of the remuneration elements paid during or awarded in respect of the financial year ended 31 December 2022 to Jacques Gounon, Chairman

The General Meeting, acting in accordance with the quorum and majority applicable to Ordinary General Meetings and having considered the report of the Board of Directors drawn up pursuant to Article L. 22-10-9 of the French Commercial Code, approves, pursuant to Article L. 22-10-34-II of the French Commercial Code, the elements of the total remuneration and benefits of any kind paid during the financial year ended 31 December 2022 or awarded in respect of the same year to Jacques Gounon, Chairman, as presented in the report in the Getlink SE 2022 Universal Registration Document and referred to in the notice of meeting brochure.

● RESOLUTION 11

Approval of the remuneration policy for executive officers and directors pursuant to Article L. 22-10-8-II of the French Commercial Code

The General Meeting, acting in accordance with the quorum and majority applicable to Ordinary General Meetings and having considered the report on corporate governance, approves, pursuant to Article L. 22-10-8-II of the French Commercial Code, the remuneration policy applicable to the executive officers and directors, as presented in the report on corporate governance, included in the Getlink SE 2022 Universal Registration Document and referred to in the notice of meeting brochure.

● RESOLUTION 12

Approval of the elements of the 2023 remuneration policy: principles and criteria for determining, distributing and allocating the fixed, variable and exceptional elements making up the total remuneration and benefits of any kind, attributable to the Chief Executive Officer

The General Meeting, acting in accordance with the quorum and majority applicable for Ordinary General Meetings and having considered the report of the Board of Directors drawn up pursuant to Article L. 22-10-8-II of the French Commercial Code, approves the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional elements making up the total remuneration and benefits of any kind attributable to the Chief Executive Officer in respect of his office, as presented in the report in the Getlink SE 2022 Universal Registration Document and referred to in the notice of meeting brochure.

● RESOLUTION 13

Approval of the elements of the 2023 remuneration policy: principles and criteria for determining, distributing and allocating the elements making up the total remuneration and benefits of any kind, attributable to the Chairman of the Board of Directors

The General Meeting, acting in accordance with the quorum and majority applicable to Ordinary General Meetings and having considered the report of the Board of Directors drawn up pursuant to Article L. 22-10-8-II of the French Commercial Code, approve the principles and criteria for determining, distributing and allocating the elements making up the total remuneration and benefits of any kind attributable to the Chairman of the Board of Directors in respect of his office, as presented in the report in the Getlink SE 2022 Universal Registration Document and referred to in the notice of meeting brochure.

RESOLUTIONS FOR DECISION BY THE EXTRAORDINARY GENERAL MEETING



PURPOSE

For several years, Getlink has involved all Group employees in its development by enabling them to become shareholders. This policy is a key factor in its performance.

Within the framework of partnership governance, in which the interests of all the Company's partners are taken into account, the **fourteenth and fifteenth resolutions** aim to set up a system for associating employees and managers with the Group's performance, with the dual aim of aligning the interests of employees and managers with those of shareholders and of maximising shareholder value.

The **fourteenth resolution** is a democratic free share plan for all employees of the Group (excluding Chief Executive Officer and senior executive officers). The purpose of this resolution is to authorise the Board of Directors, for a period of 12 months, to proceed with the free allocation to employees of existing shares held under the buyback programme. It is a collective plan for the benefit of all employees of the Company and of all the Group's French or UK subsidiaries, with the exception of chief executive officers. The plan provides for a free allocation of 125 ordinary shares to each employee, without any performance conditions, *i.e.* an allocation representing a maximum of 450,000 ordinary shares and 0.081% of the capital on the basis of a theoretical workforce of 3,600 people.

● RESOLUTION 14

Delegation of authority granted for 12 months to the Board of Directors to proceed with a collective free allocation of shares to all employees (excluding executive officers) of the Company and of the companies directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code

The General Meeting, acting in accordance with the quorum and majority applicable to Extraordinary General Meetings and having considered the report of the Board of Directors and the special report of the Statutory Auditors and deciding in accordance with the provisions of Articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code:

- authorises the Board of Directors to proceed, on one or more occasions, with free allocations of ordinary shares of the Company, which will be existing shares of the Company resulting from prior purchases made by the Company under the conditions provided for by the legal provisions in force, for the benefit of all employees (excluding Chief Executive Officer and senior executive officers), of the Company and of the companies or entities affiliated to it within the meaning of Article L. 225-197-2 of the French Commercial Code, including companies or entities located abroad;
- resolves that the Board of Directors shall allocate a fixed and uniform number of free shares to the above-mentioned beneficiaries;
- resolves that the total number of free shares granted under this authorisation may not exceed 450,000 ordinary shares with a nominal value of €0.40 each, *i.e.* 0.081% of the share capital as at 22 February 2023 (not taking into account any adjustments that may be made to preserve the rights of beneficiaries in the event of transactions involving the Company's share capital during the vesting period); it is recalled that, in any event, the total number of free shares granted pursuant to (i) this authorisation and, (ii) if applicable, the fifteenth resolution, (iii) any other prior authorisation or, (iv) following the conversion of preference shares granted free of charge may not represent more than 10% of the Company's share capital on the date of the decision to grant them by the Board of Directors;
- resolves, in respect of the grant of free shares to beneficiaries who are tax residents of France, as well as to beneficiaries who are not tax residents of France:
 - to fix the minimum duration of the vesting period at one year, from the date on which the allocation rights are granted by the Board of Directors, at the end of which these shares will be definitively transferred to their beneficiaries. In the event of the beneficiary having a disability falling within the second or third

category of Article L. 341-4 of the French Social Security Code, or within the meaning of the law applicable to the beneficiary or any equivalent provision in foreign law, the shares shall be definitively allocated to him or her before the end of the vesting period,

- to fix the minimum mandatory retention period by the beneficiaries of the shares at three years as from the final acquisition of the shares. However, the shares will be freely transferable in the event of the beneficiary having a disability falling within the second or third category of Article L. 341-4 of the French Social Security Code.

The General Meeting grants all necessary powers to the Board of Directors, within the limits set above, to implement this authorisation and, in particular, to determine the terms and conditions of the plan and:

- for the allocation of existing shares, to buy back its own shares in accordance with the legal provisions in force, and within the limit of the number of shares allocated;
- to fix the dates on which the free share allocations will be made, subject to the legal conditions and limits;
- to determine the identity of the beneficiaries and the number of ordinary shares allocated to each of them;
- to determine the conditions for the definitive allocation of the free shares at the end of the vesting period;
- to determine the definitive duration of the vesting period, at the end of which the shares will be transferred to the beneficiaries;
- to determine the definitive duration of the retention period for the shares thus allocated;
- to proceed, if necessary, to adjust the number of free shares allocated in order to preserve the rights of the beneficiaries, when financial transactions are carried out on the Company's share capital during the vesting period, it being specified that the new free shares allocated will be deemed to have been allocated on the same day as that corresponding to the shares initially allocated;
- to provide for the possibility of temporarily suspending allocation rights including in the event of financial transactions;
- to record the definitive allocation dates and, if applicable, the dates from which the shares may be sold, taking into account legal restrictions; and
- to make, as the case may be, any amendment that may be required as a result of compulsory rule imposed on the beneficiaries or the Company.

The Board of Directors shall inform the Ordinary General Meeting each year of the transactions and allocations made under this resolution in accordance with Article L. 225-197-4 of the French Commercial Code. This authorisation is given for a period of 12 months from the date of this Meeting.

2023 LTI Plan

It is proposed to the General Meeting, under the terms of the **fifteenth resolution**, to authorise a long-term incentive plan for the allotment of 375,000 performance shares, for the benefit of the Group's executives, senior managers and high-potential or key contributors, including chief executive officers. This plan concerns a maximum total of 375,000 shares in 2023, i.e. 0.068% of the capital. This plan concerns the Chief Executive Officer for a share limited to a maximum of 15% of the total allocation. The final allocation of ordinary shares would be based on achieving four cumulative performance criteria over a **three-year period**, in line with those of the 2022 plan and reviewed in the light of the Company's commitment to limiting its greenhouse gas emissions.

The **external performance condition** (the "TSR weighting") will be based on the average performance – including dividends – (TSR) of the Getlink SE ordinary share, over a three-year period compared to the performance of the Group's sectoral index, the GPR Getlink Index. Since 2018, the relative performance of the GET share has been assessed against the performance of the Group's sector index, the GPR Getlink Index. This index is set out in chapter 5 of the 2022 Universal Registration Document and on page 30 of this notice of meeting brochure. It determines **45%** of the cumulative weighting. The final allocation of ordinary shares linked to this condition will vary according to the degree of attainment of the target, it being borne in mind that:

- should the TSR of the Getlink SE ordinary be strictly lower than the performance of the GPR Getlink Index, over the aforementioned period of three years, no shares will be granted; and
- should the TSR of the Getlink SE ordinary shares be equal to the performance of the GPR Getlink Index over the aforementioned period of three years, 15% of the number that can be granted will be granted, with the whole being capped at 45% of the number that can be granted.

The **first internal 30% performance condition** (the "Working Ratio weighting") will be based on the economic performance of the Group's rail operating activities in 2025 i.e. the Shuttle and Europorte businesses, assessed by reference to their ability to recover their operating costs from their annual revenues and measured on the basis of a ratio, the Working Ratio.

Ratio: operating expenses (excluding depreciation) / revenue

Objective: 50 basis point improvement in the 2025 Working Ratio compared to 2022 (excluding the passing on of electricity costs, including the Electricity Value Adjustment added by Eurotunnel to the crossing price to reflect variations in the cost of electricity, at constant exchange rates and scope, with comparable economic, regulatory and fiscal data).

Calculation of the allocation

- should the average rate of achievement of the Working Ratio improvement objective be strictly less than 100%, then no shares will be granted;
- should the average rate of achievement of the Working Ratio improvement target be equal to or greater than 100%, 15% of the number that can be granted will effectively be granted;
- the rate of allocation above 15% will be based on outperformance against the target, with the whole being capped at 30%.

It will determine **30%** of the cumulative weighting.

In the context of **strengthening its CSR strategy and climate trajectory** and to ensure that the relevant people in the business are motivated, the Board has decided to include the 2023 Performance Share Plan in the CSR strategy review cycle for the third year running. The long-term incentive plans are subject to performance criteria to be met over a three-year period, in line with the **2025 CSR objectives**:

The **second internal performance condition** (the "Climate weighting") will be based on the achievement of the published target detailed in the 2025 Environment Plan, of reducing the Group's direct emissions (Scopes 1 and 2) by 30% (in tonnes of CO₂ equivalent) by 2025, on a like-for-like basis, compared to 2019 emissions. It would determine **15%** of the cumulative weighting.

The **third internal performance condition** (the "CSR weighting") will be based on the achievement of the CSR objectives set out on page 222 of the 2022 Universal Registration Document: safety, gender equality, social climate, quality of service. It will determine **10%** of the cumulative weighting.



PURPOSE

● RESOLUTION 15

Authorisation granted to the Board of Directors for the purpose of making free allocations of ordinary shares of the Company, whether existing or to be issued, for the benefit of the employees and/or executive officers of the Group, with an automatic waiver by the shareholders of their preferential subscription rights

The General Meeting, acting in accordance with the quorum and majority applicable to Extraordinary General Meetings and having considered the report of the Board of Directors and the special report of the statutory auditors, in accordance with the provisions of Articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code:

1. authorises the Board of Directors, in accordance with the provisions of Articles L. 225-197-1 *et seq.*, L. 22-10-59 *et seq.* of the French Commercial Code, to make, on one or more occasions, free allocations of ordinary shares, whether existing or to be issued, to a category of:
 - managers of the Company or of companies directly or indirectly affiliated to it within the meaning of Article L. 225-197-2 of the French Commercial Code, and/or
 - chief executive officers of the Company or of related companies that meet the conditions set out in Article L. 225-197-1 of the French Commercial Code;

2. resolves that the number of existing shares or shares to be issued allocated pursuant to this authorisation may not exceed 375,000 ordinary shares (representing, as at 22 February 2023, 0.068% of the share capital), it being specified that (i) the number of free shares allocated pursuant to this resolution, added to those allocated free of charge by virtue of the fourteenth resolution, may not exceed 10% of the Company's share capital existing on the day when the Board of Directors resolves to allocate the free shares and that (ii) the total number of shares thus defined does not take into account any adjustments that may be made pursuant to legal, regulatory or contractual provisions in the event of a transaction affecting the Company's share capital;
3. resolves that the shares allocated to each chief executive officer of the Company by virtue of this authorisation may not represent more than 15% of the number of shares allocated as indicated in paragraph 2 of this resolution, which represents a maximum of 56,250 shares, or 0.01% of the share capital;
4. resolves that the ordinary shares will be definitively allocated at the end of a three-year vesting period, with no obligation to retain them, and that the allocation of the shares to their beneficiaries will become definitive before the expiry of the aforementioned vesting periods in the event of the beneficiary having a disability falling within the second or third category of Article L. 341-4 of the French Social Security Code or equivalent abroad and that the said shares shall be freely transferable in the event of the beneficiary's disability corresponding to the classification in the aforementioned categories of the French Social Security Code, or equivalent abroad;

5. expressly makes the definitive allocation of all existing shares or shares to be issued under this resolution conditional on the achievement of the performance and presence conditions determined by the Board of Directors and presented in the report of the Board of Directors and resolves that the definitive allocation of the shares will be subject to the achievement of performance conditions assessed over a period of three years in relation to the 2025 objectives, specified by the Board of Directors on the basis of the following criteria:
 - the stock market performance of the Getlink share compared to the performance of the GPR Getlink Index (an index composed of a panel of stocks of companies representative of the Group's activities) – including dividends – for 2023, 2024 and 2025 (45%),
 - the 2025 economic performance assessed by reference to the ability of the Group's rail operator activities, *i.e.* the Shuttle and Europorte activities, to recover their operating costs from their annual revenues and measured by a ratio, the Working Ratio (30%),
 - the 2025 climate performance assessed against the objective as published and set out in the 2025 Environment Plan, to reduce the Group's direct greenhouse gases emissions (Scopes 1 and 2) by 30% (in tonnes of CO₂ equivalent) by 2025, on a like-for-like basis, compared to 2019 emissions (15%),
 - the 2025 CSR performance assessed against four sets of quantitative targets, (10%);
6. grants all necessary powers to the Board of Directors, with the right to sub-delegate under the conditions provided for by the applicable legal provisions, to implement this authorisation, to set the terms and conditions of the plan and in particular to:
 - determine whether the free shares granted are shares to be issued or existing shares, and if so, modify its choice before the definitive allocation of the shares,
 - determine the identity of the beneficiaries of the share grants in the above category of beneficiaries, as well as the number of shares granted to each of them,
 - determine the plan regulations, set the conditions and criteria for the allocation of shares, in particular the vesting period and the minimum holding period required, as well as the terms of implementation; it being specified that, with regard to the shares granted free of charge to executive officers, the Board of Directors shall either (a) decide that the shares granted free of charge may not be sold by the interested parties before the end of their functions, or (b) set the quantity of shares granted free of charge that they are required to hold in registered form,
 - provide for the possibility of temporarily suspending allocation rights in the event of financial operations or technical adjustments,
 - record the definitive allocation dates and the dates from which the shares may be freely transferred, taking into account the legal restrictions,
 - in the event of the issue of new shares, to charge, if necessary, the sums required to pay up the said shares to the reserves, profits or issue premiums, to record the completion of the capital increases carried out pursuant to this authorisation, to make the corresponding amendments to the articles of association and, in general, to carry out all necessary acts and formalities;
7. resolves that the Company may make any adjustments to the number of free shares allocated in order to preserve the rights of beneficiaries, depending on any transactions affecting the Company's share capital in the circumstances provided for in Article L. 225-181 of the French Commercial Code. It is specified that the shares allocated pursuant to these adjustments will be deemed to have been allocated on the same day as the shares initially allocated;
8. notes that in the event of a free allocation of new shares, this authorisation shall entail, as and when the said shares are definitively allocated, a capital increase by incorporation of reserves, profits or issue premiums in favour of the beneficiaries of the said shares and a corresponding waiver by the shareholders in favour of the beneficiaries of the said shares of their preferential subscription right to the said shares;
9. resolves that the Board of Directors may not, without prior authorisation by the General Meeting, use this authorisation from the time a third party files a public offer for the Company's shares until the end of the offer period;
10. notes that, should the Board of Directors make use of this authorisation, it shall inform the Ordinary General Meeting each year of the transactions carried out pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-3 and L. 22-10-59 to L. 22-10-60 of the French Commercial Code, under the conditions provided for in Article L. 225-197-4 of the said Code;
11. resolves that this authorisation cancels with effect from this day any unused portion of any previous authorisation given to the Board of Directors to make free allocations of existing shares or shares to be issued in favour of the Group's senior managers and executive officers or some of them. This authorisation is given for a period of 12 months as of today.



PURPOSE

Resolutions sixteenth, seventeenth and eighteenth renew the existing financial authorisations, as set out on page 17 of this brochure.

● RESOLUTION 16

Renewal of the delegation of authority granted to the Board of Directors for 26 months to issue ordinary shares of the Company or securities giving access to ordinary shares of the Company or companies in the Company's Group, with preferential subscription rights for shareholders

The General Meeting, acting in accordance with the quorum and majority applicable to Extraordinary General Meetings and in accordance with the legal provisions in force, in particular those of Articles L. 225-129, L. 225-129-2, L. 225-132, L. 228-91 to L. 228-93 of the French Commercial Code and having considered the report of

the Board of Directors and the special report of the statutory auditors drawn up in accordance with the provisions of Article L. 228-92 of the French Commercial Code:

1. delegates to the Board of Directors, with the option of sub-delegation under the legal conditions, for a period of twenty-six months from the date of this Meeting, its power to decide, in the proportion and at the times it sees fit, in France or outside France, on the issue, for valuable consideration or free of charge, with maintenance of the shareholders' preferential subscription right: (i) ordinary shares of the Company (excluding preference shares), (ii) securities giving access by any means, immediately or in the future, to ordinary shares or other equity securities of the Company and/or giving access to debt securities of the Company, and/or (iii) securities giving access by any means, immediately or in the

future, to ordinary shares or any other issue of securities within the authority of the Extraordinary General Meeting, including by the free allocation of warrants to subscribe for shares in a company in which the Company directly or indirectly owns more than half of the share capital (a Subsidiary), provided that such issues have been authorised by the Extraordinary General Meeting of the Subsidiary concerned, which may be subscribed for either in cash or by offsetting receivables;

2. resolves that any issue of preference shares and securities giving access to preference shares is expressly excluded;
3. resolves that the ceiling on the nominal amount of the immediate or future increase in the Company's share capital resulting from all the issues carried out pursuant to this delegation is set at €88 million in nominal value, *i.e.* 40% of the Company's share capital as at 22 February 2023, it being specified that this amount shall be deducted from the overall ceiling provided for in the eighteenth resolution of this General Meeting and that it does not include the nominal value of the shares of the Company to be issued, where applicable, in respect of adjustments made in accordance with the law and applicable contractual provisions, to protect the holders of rights attached to securities giving access to shares of the Company;
4. resolves that the securities giving access to ordinary shares of the Company or of a Subsidiary thus issued may consist of debt securities or be associated with the issue of such securities, or allow their issue as intermediate securities. The debt securities issued pursuant to this delegation may, in particular, take the form of subordinated or unsubordinated securities with or without a fixed term. The nominal amount of the debt securities so issued may not exceed €900 million or the equivalent value of this amount in any other currency on the date of the decision to issue, it being specified (i) that this amount does not include the redemption premium(s) above par, if any, (ii) that this amount is common to all the debt securities whose issue is provided for by the seventeenth resolution of this General Meeting, (iii) but that this amount is autonomous and distinct from the amount of the debt securities whose issue would be decided or authorised by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code. The term of loans other than those represented by perpetual securities may not exceed fifteen years. Borrowings may bear interest at a fixed or variable rate or, within the limits provided for by law, with capitalisation, and may be subject to the granting of guarantees or securities, to repayment, with or without a premium, or to redemption, and the securities may also be subject to repurchase on the stock exchange, or to a purchase or exchange offer by the Company;
5. within the framework of the present delegation: a) notes that the shareholders have, in proportion to the amount of their shares, a preferential subscription right to the ordinary shares and securities issued pursuant to this resolution. The Board of Directors may create, in favour of the shareholders, a right to subscribe to the ordinary shares or securities issued on a reducible basis, which shall be exercised in proportion to their subscription rights and within the limit of their requests, b) notes that if the subscriptions on an irreducible basis and, where applicable, on a reducible basis have not absorbed the entire issue, the Board of Directors may use, in the order it determines, some or all of the options provided for below: (i) limit the issue to the amount of subscriptions received, provided that this amount reaches at least three quarters of the issue decided upon, (ii) freely allocate all or part of the unsubscribed securities, or (iii) offer all or part of the unsubscribed securities to the public, on the French or international market or abroad;

6. notes, in the event that the Board of Directors makes use of this delegation, that this delegation automatically entails, in favour of the holders of securities giving access to the capital, which would be issued under this resolution, in accordance with the provisions of Article L. 225-132 of the French Commercial Code, a waiver by the shareholders of their preferential subscription right to the shares to which the securities issued on the basis of this delegation may give entitlement;
7. resolves that the Board of Directors shall determine the characteristics, amount and terms and conditions of any issue carried out on the basis of this delegation as well as the securities issued. In particular, it shall determine the category of securities issued and shall set, taking into account the information contained in its report, their subscription price, with or without premium, the terms of their payment, their dividend date, which may be retroactive, the terms by which the securities issued shall give access to ordinary shares of the Company or of a Subsidiary, and, with regard to debt securities, their subordination rank. The Board of Directors shall have the power to decide to charge the costs of the issues to the amount of the premiums relating thereto and to deduct from this amount the sums necessary to raise the legal reserve to one-tenth of the new capital after each increase;
8. resolves that the Board of Directors may, if necessary, suspend the exercise of the rights attached to the securities giving access, directly or indirectly, immediately or in the future, to the Company's capital, for a maximum period of three months and shall take all useful measures in respect of the adjustments to be made in accordance with the law or regulations in force and, as the case may be, with the applicable contractual stipulations, in order to protect the holders of rights attached to securities giving access to the Company's ordinary shares;
9. resolves that the Board of Directors shall have, in accordance with the provisions of Article L. 225-129-2 of the French Commercial Code, all powers to implement this resolution, in particular by entering into any agreement for this purpose, in particular with a view to the successful completion of any issue, and to carry out the above issues on one or more occasions, in the proportions and at the times it sees fit, in France or, if applicable, abroad or on the international market, to carry out the aforementioned issues – as well as to postpone them – to record their completion and to amend the articles of association accordingly, as well as to carry out all formalities and declarations and to request all authorisations that may be necessary for the completion and proper execution of these issues;
10. authorises the Board of Directors to sub-delegate under the legal conditions, within the limits it has previously set, to the Chief Executive Officer or, in agreement with the latter, to one or more Deputy Chief Executive Officers, the authority granted to it under this resolution;
11. notes that in the event that the Board of Directors uses this delegation of authority, the Board of Directors shall report to the next Ordinary General Meeting on the use made of this delegation of authority in accordance with the legal and regulatory provisions in force at the time, and in particular those of Article L. 225-129-5 of the French Commercial Code;
12. notes that this resolution cancels and replaces the authorisation voted by the Extraordinary General Meeting of 28 April 2021, in its twenty-first resolution. It is valid for a period of twenty-six months from the date of this Meeting;
13. the Board of Directors may not, without prior authorisation by the General Meeting, make use of this delegation of authority from the time a third party files a public offer for the Company's securities until the end of the offer period.

● RESOLUTION 17

Delegation of authority granted to the Board of Directors for 26 months to issue ordinary shares or securities giving access to the capital, up to a limit of 10% of the share capital as consideration for contributions in kind relating to equity securities or securities giving access to the capital

The General Meeting, acting in accordance with the quorum and majority applicable to Extraordinary General Meetings and having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, and in particular Article L. 22-10-53 of the said Code:

1. delegates to the Board of Directors, with the option of sub-delegation under the conditions laid down by law, the powers to carry out a capital increase on one or more occasions, up to a nominal amount of €22 million, which represents 10% of the share capital as at 22 February 2023 (it being specified that the nominal amount of the capital increases that may be carried out pursuant to this delegation shall be deducted from the overall ceiling and the sub-ceiling provided for in the eighteenth resolution), with a view to remunerating contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable, by the issue, on one or more occasions, of shares;
2. resolves that the Board of Directors shall have full powers, with the option of sub-delegation under the conditions laid down by law, to implement this resolution, in particular to:
 - resolve on the capital increase and determine the securities to be issued,
 - determine the list of securities contributed, approve the valuation of the contributions, set the terms of issue of the securities remunerating the contributions, as well as the amount of the balancing cash payment, if any, approve the granting of special benefits, and reduce, if the contributors so agree, the valuation of the contributions or the remuneration of special benefits,
 - determine the characteristics of the securities remunerating the contributions, the terms of their issue and to set the terms according to which the rights of the holders of securities giving access to the capital will be preserved, where applicable,
 - at its sole initiative, charge the costs of the capital increases against the amount of the premiums relating thereto and deduct from this amount the sums necessary to fund the legal reserve,
 - record the completion of each capital increase and make the corresponding amendments to the articles of association,
 - generally, take all measures and carry out all formalities useful for the issue, listing and financial servicing of the securities issued pursuant to this delegation and for the exercise of the rights attached thereto;
3. resolves to cancel the shareholders' preferential subscription rights to the shares and securities that would be issued under this delegation;

4. decides that the securities giving access to ordinary shares may consist of debt securities, within the limits of the eighteenth resolution;
5. notes that this resolution cancels and replaces the authorisation voted by the Extraordinary General Meeting of 28 April 2021, in its twenty-second resolution, and that the delegation of authority covered by this resolution is valid for a period of 26 months;
6. notes that in the event that the Board of Directors uses this delegation of authority, the Board of Directors shall report to the next Ordinary General Meeting on the use made of this delegation of authority in accordance with the legal and regulatory provisions in force at that time;
7. the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority from the time a third party makes a public offer for the Company's securities until the end of the offer period.

● RESOLUTION 18

Aggregate limit on authorisations to issue shares and share equivalents with or without preferential subscription rights being waived

The General Meeting acting in accordance with the quorum and majority applicable to Extraordinary General Meetings as to quorum and majority having considered the Board of Directors' report and the Statutory Auditors' special report and as a consequence of the adoption of the sixteenth and seventeenth resolutions of this General Meeting:

1. resolves to set at €88 million, *i.e.* 40% of the share capital as at 22 February 2023, the maximum nominal amount of the immediate or future share capital increases that may be carried out by virtue of the delegations granted by the said resolutions, it being specified that to this nominal amount shall be added, where applicable, the nominal amount of the Company's shares to be issued in respect of adjustments made, in accordance with the law and the applicable contractual provisions, to protect the holders of rights attached to securities giving access to the shares;
2. resolves that this overall ceiling includes a sub-ceiling of €22 million in nominal value, *i.e.* 10% of the Company's share capital, for immediate or future increases in the Company's share capital that may be carried out without preferential subscription rights pursuant to the seventeenth resolution of this Meeting; and
3. resolves to set the nominal amount of the debt securities whose issue is provided for in resolutions sixteen and seventeen at €900 million, it being specified (i) that this amount does not include the redemption premium(s) above par, if any, (ii) that this amount is common to all the debt securities whose issue is provided for in the sixteenth and seventeenth resolutions of this General Meeting;
4. notes that this resolution cancels and replaces the authorisation voted by the Extraordinary General Meeting of 28 April 2021 in its twenty-third resolution.



PURPOSE

In connection with the fourth resolution, the Board of Directors has decided to propose in the **nineteenth resolution** that all powers be delegated to the Board of Directors for the purpose of proceeding to cancel, on one or more occasions and within the limit of the aggregate ceiling of 10% of the Company's capital, of all or part of the Company's shares acquired within the framework of the share purchase programmes authorised by the Meeting.

● RESOLUTION 19

Authorisation granted to the Board of Directors for 18 months to reduce the capital by cancelling treasury shares

The General Meeting, acting in accordance with the quorum and majority applicable to Extraordinary General Meetings and in accordance with the legal and regulatory provisions in force, in particular Article L. 22-10-62 of the French Commercial Code and having considered the Board of Directors' report and the Statutory Auditors' report:

1. delegates to the Board of Directors, for a period of 18 months from the date of this Extraordinary General Meeting, all powers to cancel, on one or more occasions, within the limit of the overall ceiling of 10% of the Company's share capital per 24 month period, of all or part of the Company's shares acquired under the share purchase programme authorised by the fourth resolution of this General Meeting of shareholders, or under share purchase programmes authorised before or after the date of this Meeting;
2. resolves that the excess of the purchase price of the shares over their face value will be charged to the "share premiums" account or to any available reserve account, including the legal reserve, and this within the overall ceiling of 10% of the capital reduction carried out;

3. delegates to the Board of Directors all powers to proceed with the capital reduction resulting from the cancellation of the shares and the aforementioned allocation, as well as to amend the articles of association accordingly;
4. authorises the Board of Directors, within the limits it has previously set, to delegate to the Chief Executive Officer or, in agreement with the latter, to one or more Deputy Chief Executive Officers, the powers granted to it under this resolution;
5. notes that in the event that the Board of Directors uses this delegation of authority, the Board of Directors shall report to the next Ordinary General Meeting on the use made of this delegation of authority in accordance with the legal and regulatory provisions in force at the time; and
6. this resolution cancels and replaces, as of this date, the unused portion of the previous authorisation granted by the Extraordinary General Meeting of 27 April 2022 in its twenty-second resolution.



PURPOSE

It will also be proposed to the General Meeting, in the extraordinary part of the Meeting, to delegate all authority to the Board of Directors in the **twentieth resolution** to proceed with a capital increase reserved for employees, subject to the legal and regulatory conditions.

● RESOLUTION 20

Delegation of authority granted to the Board of Directors for 26 months for the purpose of carrying out capital increases with withdrawal of the shareholders' preferential subscription right by the issue of ordinary shares or transferable securities giving access to the Company's capital reserved for employees belonging to a company savings plan

The General Meeting acting in accordance with the quorum and majority applicable to Extraordinary General Meetings and in accordance with the legal provisions in force, in particular those of Articles L. 225-129-2, L. 225-129-6, L. 225-138, L. 225-138-1 and L. 228-92 of the French Commercial Code and Articles L. 3332-1 *et seq.* of the French Employment Code and having noted that the Company's share capital was fully paid up, and having considered:

- the report of the Board of Directors;
 - the special report of the Statutory Auditors, drawn up in accordance with the provisions of Articles L. 225-135, L. 225-138 and L. 228-92 of the French Commercial Code;
1. delegates to the Board of Directors, for a period of twenty-six months from the date of this Meeting, power to decide to increase the share capital of the Company, on one or more occasions, at the times and in the matter that it shall determine, by the issue of ordinary shares of the Company or transferable securities giving access to existing or future ordinary shares of the Company reserved for employees and former employees of the Company and of French or foreign companies or entities affiliated to it within

the meaning of the regulations in force, who are members of one or more company savings plans (or other plans to whose members Articles L. 3332-18 to L. 3332-24 of the French Employment Code or any similar law or regulation would allow the reservation of an increase in capital under equivalent conditions);

2. to this end, authorises the Board of Directors to set up a company savings plan under the conditions provided for in Articles L. 3332-1 to L. 3332-8 of the French Employment Code or any similar plan;
3. resolves that the Board of Directors, in the context set down in this resolution, may grant, free of charge, to the beneficiaries indicated in 1 above, in addition to the ordinary shares or securities giving access to the capital to be subscribed to in cash, ordinary shares or securities giving access to the capital to be issued or already issued as a substitute for all or part of the discount mentioned in 8 below and as a contribution, it being understood that the advantage resulting from this grant may not exceed the applicable legal or regulatory limits;
4. resolves that the ceiling of the nominal amount of the increase in the Company's capital resulting from all issues carried out by virtue of this delegation, including by incorporation of reserves, profits or premiums under the conditions and within the limits set by Articles L. 3332-1 *et seq.* of the French Employment Code, is set at €2 million, it being specified that this ceiling does not include the face value of the Company's shares to be issued, if need be, in respect of adjustments made in accordance with the law and applicable contractual stipulations, to protect the holders of rights attached to securities giving access to the Company's shares;
5. resolves that if the subscriptions have not absorbed the totality of an issue of securities, the capital increase will only be carried out up to the amount of securities subscribed;

6. resolves to withdraw, in favour of the employees and former employees referred to in 1 of this resolution, the shareholders' preferential subscription right to the ordinary shares of the Company or transferable securities giving access to ordinary shares of the Company to be issued under this delegation and to waive any right to the ordinary shares of the Company or other securities allocated free of charge on the basis of this delegation;
7. notes that, in accordance with the provisions of Article L. 225-132 of the French Commercial Code, this delegation entails the waiver by shareholders of their preferential subscription right to the ordinary shares to which the securities issued on the basis of this delegation may give entitlement;
8. resolves that the subscription price of the new ordinary shares shall be equal to the average of the prices quoted during the twenty (20) stock market sessions preceding the day of the decision setting the opening date of the subscription reduced by the maximum discount provided for by law on the day of the decision of the Board of Directors, it being specified that the Board of Directors may reduce this discount if it deems it appropriate, in particular in the event of an offer to members of a company savings plan or similar plan of securities on the international market or abroad in order to meet the requirements of the applicable local laws;
9. resolves that the Board of Directors shall have all necessary powers, with the right to subdelegate under the legal conditions, for the purpose of implementing this resolution and in particular:
 - to determine that the subscriptions may be made directly by the beneficiaries or through a collective investment scheme for transferable securities (UCITS) or any entity under French or foreign law, with or without legal personality, whose exclusive purpose is to subscribe, hold and sell shares in the Company or other financial instruments in the context of the implementation of one of the employee shareholding schemes,
 - to set, in accordance with the law, the list of companies or groups of companies whose employees and former employees may subscribe to the ordinary shares or securities issued and, if applicable, receive the ordinary shares or securities allocated free of charge,
 - to determine the terms and conditions of any issue of ordinary shares or securities giving access to ordinary shares which will be carried out by virtue of this delegation, and in particular their date of entitlement to dividends, and the terms of their payment,
 - to determine the nature and terms of the capital increase as well as the terms of the issue or free allocation,
 - to set the subscription price for the ordinary shares and the duration of the subscription period,
 - to set the length of service conditions that the beneficiaries of the ordinary shares or new securities to be issued as a result of the capital increase(s) or of the securities subject to each free allocation, who are the subject of this resolution, must meet,
 - to determine the opening and closing dates for subscriptions, collect subscriptions and set the rules for reductions in the event of oversubscription,
 - in the event of a free allocation of ordinary shares or transferable securities giving access to the capital, to determine the number of ordinary shares or securities giving access to the capital to be issued, the number to be allocated to each beneficiary, and to determine the dates, time limits, terms and conditions for the allocation of these ordinary shares or securities giving access to the capital within the legal and regulatory limits in force, and in particular, to choose either to replace, in whole or in part, the allocation of these ordinary shares or securities giving access to the capital with the discount referred to in 8 of this resolution, or to deduct the equivalent value of these ordinary shares or securities from the total amount of the contribution, or to combine these two possibilities,
 - to record the completion of the capital increase by issuing ordinary shares up to the amount of the ordinary shares that will be effectively subscribed,
 - to determine, if applicable, the nature of the securities allocated free of charge, as well as the terms and conditions of this allocation,
 - to determine, if necessary, the amount of the sums to be incorporated into the capital within the limit set above, the item or items of shareholders' equity from which they are to be deducted, and the date from which the ordinary shares thus created will carry rights,
 - at its sole discretion and if it deems it appropriate, charge the costs of the capital increases against the amount of the premiums relating to these increases and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase,
 - to take all measures for the definitive completion of the capital increases, to carry out the formalities subsequent to these, in particular those relating to the listing of the securities created, and to make the corresponding amendments to the articles of association to these capital increases, and generally to do all that is necessary;
10. authorises the Board of Directors, within the limits it has previously set, to delegate to the Chief Executive Officer or, in agreement with the latter, to one or more Deputy Chief Executive Officers the powers granted to it under this resolution;
11. notes that in the event that the Board of Directors uses this delegation of authority, the Board of Directors shall report to the next Ordinary General Meeting on the use made of this delegation of authority in accordance with the legal and regulatory provisions and in particular those of Article L. 225-129-5 of the French Commercial Code;
12. delegates to the Board of Directors the possibility of substituting the capital increase with a transfer of ordinary shares to employees in accordance with the provisions of Articles L. 3332-18 to L. 3332-24 last paragraph of the French Employment Code. The conditions provided for in this resolution shall apply in the context of such a transfer;
13. takes note of the fact that this resolution cancels and replaces the authorisation voted by the Extraordinary General Meeting of 27 April 2022 in its twenty-third resolution. It is valid for a period of twenty-six months as from this Meeting.



PURPOSE

It is proposed to the General Meeting under the **twenty-first resolution** to ratify the transfer of the registered office of the Company decided by the Board meeting of 13 December 2022 and to approve the corresponding update of the Articles of Association.

● **RESOLUTION 21**

Ratification of the transfer of Getlink's registered office and approval of the corresponding update of the Articles of Association

The General Meeting, acting in accordance with the quorum and majority applicable to Extraordinary General Meetings and having considered the report of the Board of Directors, ratifies the decision taken by the Board of Directors at its meeting of 13 December 2022 to transfer the Company's registered office from 3, rue La Boétie – 75008 Paris to 37-39, rue de la Bienfaisance – 75008 Paris, with effect from 20 December 2022. Consequently, it also approves the amendment to the Articles of Association and the legal formalities carried out by the said Board.



PURPOSE

It is proposed to the General Meeting under the **twenty-second resolution** to grant full powers to carry out all necessary formalities.

● **RESOLUTION 22**

Powers for the formalities

The General Meeting, acting in accordance with the quorum and majority applicable to Ordinary General Meetings, grants full powers to the bearer of an original, extract or copy of the minutes of this Meeting for the purpose of carrying out any filing, publication or other necessary formalities.

SUMMARY OF FINANCIAL RESOLUTIONS

TABLE OF FINANCIAL RESOLUTIONS SUBMITTED TO THE GENERAL MEETING

Status of capital increase delegations

Brief summary	Date of the General Meeting	Current authorisations		27 April 2023	Duration
		Maximum nominal amount of the authorisation	Use made as of the date of this document	Maximum nominal amount of the authorisation	
Delegation of authority granted to the Board to increase the share capital by issuing ordinary shares or any securities convertible into ordinary shares of the company or shares in a subsidiary, with shareholders' preferential subscription rights maintained (21 st resolution)	28 April 2021	40% of share capital €88 million €900 million (debt instruments)	None	40% of share capital €88 million €900 million (debt instruments) (16 th resolution)	26 months
Delegation of authority granted to the Board to issue ordinary shares or convertible securities giving access to the capital in consideration for contributions in kind relating to equity securities (22 nd resolution)	28 April 2021	10% of share capital €22 million €900 million (debt instruments)	None	10% of share capital €22 million €900 million (debt instruments) (17 th resolution)	26 months
Delegation of authority granted to the Board to increase the share capital to the benefit of employees (25 th resolution)	28 April 2021	€2 million (debt instruments)	None	€2 million (debt instruments) (20 th resolution)	26 months
Overall limitation of the authorisations above, i.e. resolutions 21 and 22 (23 rd resolution)	28 April 2021	40% of share capital €88 million* €900 million (debt instruments)	None	40% of share capital €88 million* €900 million (debt instruments) (18 th resolution)	26 months

* Including a sub-ceiling of 10% of the capital for capital increases without preferential subscription rights.

RESPONSIBLE GOVERNANCE IN LINE WITH TOMORROW'S CHALLENGES

Getlink's governance is adapted to the specific needs of the business, due to its binational nature, its regulated framework and is part of a constant process of progress in accordance with the Afep/Medef Code to serve the overall vision of the Company's development. It is based on a separation of executive responsibilities, a renewed senior management and a responsible, expert, international, diversified and renewed Board of Directors.

SEPARATION OF EXECUTIVE RESPONSIBILITIES

Jacques Gounon

CHAIRMAN OF THE
BOARD OF DIRECTORS



Yann Leriche

CHIEF EXECUTIVE
OFFICER



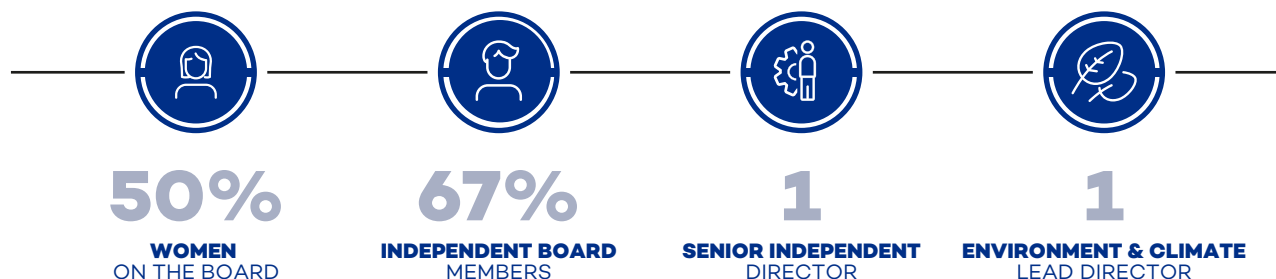
Getlink's Board of Directors has confirmed its choice of a governance model that ensures the separation of executive and chairman responsibilities, in line with best practice in corporate governance.

The complementary profiles of Jacques Gounon and Yann Leriche have enabled to put in place a harmonious governance, based on a balanced and complementary distribution of the respective roles of the Chairman and the Chief Executive Officer, in line with the Company's binational culture and values.

The Board of Directors praised the involvement of the Chief Executive Officer since he took office, the remarkable results as well as the harmonious and efficient functioning of the in-depth collaboration between the Chairman and the Chief Executive Officer, their relationship of trust and mutual respect.

Accountable governance

(Composition of the Board of Directors as at 22 February 2023)



BOARD OF DIRECTORS

Jacques Gounon
Chairman

Carlo Bertazzo
Non Independent Director

Sharon Flood
Independent Director

Colette Lewiner
Independent Director

Peter Ricketts
Independent Director

Corinne Bach
Environment & Climate Lead Director

Mark Cornwall
Staff representative Director

Jean-Marc Janailac
Independent Director

Brune Poirson
Independent Director

Stéphane Sauvage
Staff representative Director

Bertrand Badré
Senior Independent Director

Elisabetta De Bernardi di Valsera
Non Independent Director

Yann Leriche
Non Independent Director

Perrette Rey
Independent Director

Philippe Vanderbec
Staff representative Director



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BOARD MEETINGS
IN 2022



98.5%

BOARD ATTENDANCE RATE
IN 2022

The Board of directors is organised, as of 22 February 2023,
into 4 committees with complementary expertise:

	Chair of the committee	Attendance rate
Audit committee	Colette Lewiner	100%
RENCO	Perrette Rey	100%
Ethics and CSR committee	Corinne Bach	100%
Safety and security committee	Sharon Flood	95%



23

COMMITTEE MEETINGS
IN TOTAL

A BOARD OF DIRECTORS WITH COMPLEMENTARY EXPERTISE

In accordance with its diversity policy, the Board ensures that it has the balance and breadth of skills that reflect the challenges faced by the Group.



HARMONIOUS RENEWAL OF THE TERMS OF OFFICE OF THE BOARD OF DIRECTORS

Staggering of terms of office: changes in the composition of the Board of Directors

In order to continue the work begun in 2018 towards a harmonious renewal of the terms of office of its members, the Board of Directors will propose to the General Meeting to be held on 27 April 2023 the following staggering of the directors' terms of office, *i.e.*:

- Colette Lewiner and Perrette Rey, whose terms of office expire at the end of the annual General Meeting of 27 April 2023, have not sought renewal of their appointments in order to respect the objectives of a harmonious staggering of terms of office set in 2018. With that in mind, the terms of office of Colette Lewiner and Perrette Rey were renewed by the General Meeting of 30 April 2020 and 27 April 2022 for shorter terms than the statutory term of office set at four years (three years and one year respectively).
- The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, paid particular attention to the skills, experience and knowledge of the Group's businesses that each director must possess in order to participate effectively in the work of the Board and its committees.

- The Board of Directors, having regard to the structure of the Board of Directors as defined in the Board's diversity policy (the Board not to exceed 15 members, adherence to the highest standards in terms of independence, gender, nationality and age diversity), and considering the change in shareholding following the increase in Eiffage's shareholding in Getlink SE, decided to propose to this General Meeting the appointments as directors of Benoît de Ruffray, Chairman and Chief Executive Officer of Eiffage, and Marie Lemarié, Chief Executive Officer of Scor Ireland and a director and member of the Eiffage Audit Committee; the latter would respectively succeed Colette Lewiner and Perrette Rey.

These appointments, if approved by vote, would help ensure that Getlink's Board of Directors retains strong industrial and rail maintenance experience, while strengthening financial and risk management expertise, particularly in the current environment,

Benoît de Ruffray and Marie Lemarié will bring to the Board their financial and non-financial skills and experience as executive officers of international businesses, their expertise in the implementation of cross-functional and collaborative innovation projects to meet customer expectations and improve competitiveness and their detailed knowledge of concessions in particular.

The table below sets out the anticipated changes to the composition of the Board of Directors and its committees for the 2023 financial year:

	Departure	Appointment
Board of Directors	Colette Lewiner	Benoît de Ruffray
	Perrette Rey	Marie Lemarié

At the end of the General Meeting of 27 April 2023, subject to a vote in favour at the General Meeting, the members of the Getlink SE Board of Directors will be as follows:

	Age	Sex	Nationality	Independence	First nomination	End of term
Jacques Gounon	70	M	French	Non independent	2007	2026
Yann Leriche	49	M	French	Non independent	2021	2025
Carlo Bertazzo	57	M	Italian	Non independent	2020	2026
Elisabetta De Bernardi di Valserra	46	F	Italian	Non independent	2018	2026
Benoît de Ruffray	56	M	French	Non independent	2023	2027
Marie Lemarié	50	F	French	Non independent	2023	2027
Stéphane Sauvage	56	M	French	Employee	2018	2026
Philippe Vanderbec	55	M	French	Employee	2018	2026
Mark Cornwall	55	M	British	Employee	2021	2025
Corinne Bach	49	F	French	Independent	2016	2026
Bertrand Badré	54	M	French	Independent	2017	2026
Sharon Flood	57	F	British	Independent	2020	2024
Jean-Marc Janaillac	70	M	French	Independent	2020	2024
Brune Poirson	40	F	French & American	Independent	2022	2026
Peter Ricketts	70	M	British	Independent	2022	2026

Characteristics of the Board of Directors as at 22 February 2023 and, subject to the approval by shareholders, following the General Meeting on 27 April 2023

	Composition on 22 February 2023	Composition following the General Meeting of 27 April 2023
Female representation	50%	41.66%
Average age of directors	59	56
Independence	67%	50%
Average length of term	6	5
International representation	41.66%	41.66%

The staff representative directors are not counted in the calculation of the Board of Directors' rate of independence in accordance with the recommendations of the Afep/Medef Code, in the calculation of the percentage of women on the Board of Directors in accordance with legal provisions, nor consequently in the calculation of the average length of term of office and the international representation of the Board of Directors in order to ensure the consistency of the information presented.

NEW MEMBERS OF THE BOARD OF DIRECTORS WHOSE APPOINTMENT WILL BE PROPOSED AT THE GENERAL MEETING



BENOÎT DE RUFFRAY

Non-independent director of Getlink SE (subject to approval by the General Meeting of 27 April 2023)
56 years old – French

Biography, expertise and experience

Benoît de Ruffray is a graduate of the École Polytechnique, the École des Ponts ParisTech and holds a master's degree from Imperial College in London. He began his career in 1990 with the Bouygues Group. At Bouygues Travaux Publics until 2003, he held various positions and was in charge of major projects before taking over the management of the Latin America zone in 2001. From 2003 to 2007, he was Chief Executive Officer of Dragages Hong Kong and supervised the activities of Bouygues Travaux Publics in Asia-Pacific and Bouygues Bâtiment International in North Asia. In 2008, he was appointed Deputy Chief Executive Officer of Bouygues Bâtiment International in North Asia. In 2015, he became Chief Executive Officer of Soletanche Freyssinet (Vinci Group). He joined the Eiffage Group in January 2016 as Chairman and Chief Executive Officer.

Benoît de Ruffray will bring to the Board his experience as a group executive officer, his expertise in strategy and his business skills (railway construction and maintenance, energy and concessions) and CSR.



Number of current offices in French or foreign listed companies, outside the Group on 22 February 2023: 1*

Office	Company/place of listing	Date
Chairman and CEO	Eiffage/Euronext Paris	2016 to date

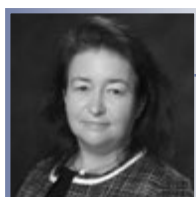
Other French or foreign positions held outside the Group:

Other positions	Company	Date
Chair (non-listed Groupe Eiffage entities)	Eiffage Énergie Systèmes-Clemessy	2017 to date
	Eiffage Énergie Systèmes-Régions France	2017 to date
	Eiffage Énergie Systèmes-Participations	2017 to date
	Eiffage Énergie Systèmes-Télécom	2017 to date
	Groupe Goyer	2019 to date
	Fondation d'Entreprise Eiffage	2015 to date
Chairman and director	Eiffage SAS	2015 to date
Chairman and director	Financière Eiffarie (SAS)	2015 to date
Director (Groupe Eiffage)	APRR et AREA	2018 to date
Chairman of the board	École des Ponts ParisTech	2018 to date
Chairman of the board	Fondact	2020 to date

Offices and positions expiring within the last five years:

Expired offices	Company	Date
Chair (non-listed Groupe Eiffage entity)	Eiffage Infrastructures	2022

* The candidacy of Benoît de Ruffray for the role of director of Société Générale will be proposed at the General Meeting of Société Générale, a listed company, scheduled for 23 May 2023.



MARIE LEMARIÉ

Non-independent director of Getlink SE (subject to approval by the General Meeting of 27 April 2023)
51 years old – French

Biography, expertise and experience

Marie Lemarié is a graduate of the École Polytechnique, ENSAE and Boston University (Master in Economics). After starting her career as an economist (RexeCode) and in asset management (State Street Bank), she joined Aviva (International Insurance Group) in 2003. She created and then led the investment department at Aviva France until 2011. In 2012, she joined the French insurance group Groupama where she was executive officer in charge of investment management, mergers and acquisitions, financing and capital management for the Group. In 2018, she joined SCOR Ireland as Chief Executive Officer.

Marie Lemarié will bring to the Board her experience as an executive officer, her expertise in finance, risk management, mergers and acquisitions and her knowledge of the rail construction and maintenance and energy sectors.



Number of current offices in French or foreign listed companies, outside the Group on 22 February 2023: 1

Office	Company/place of listing	Date
Director and member of the Audit Committee	Eiffage/Euronext Paris	2012 to date

Other French or foreign positions held outside the Group:

Other positions	Company	Date
CEO	SCOR Ireland	2018 to date
Member of the Supervisory Board and the Audit Committee	Agence France Locale	2022 to date

Offices and positions expiring within the last five years:

Expired offices	Company	Date
Chair	SCEPAR (Société Centrale d'Études et de Participations)	2018
Director	Groupama Assicurazioni (Italy)	2018
Director	Gan Assurances	2018
Director	Gan Prévoyance	2018
Director permanently representing Groupama Investments	Le Monde Entreprises	2018
	Cofintex6	2018
	AssurVie	2018
Chair permanently representing Groupama SA	Groupama Investments	2018
Managing director permanently representing Groupama SA	Scima-GFA	2018
Director permanently representing Groupama SA	Sofitproteol	2018
Member of the Groupama Supervisory Board	Biztosito (Hungary)	2018
Director	Groupama Immobilier	2018
Director	Gan Patrimoine	2018
Director permanently representing Gan Prévoyance	Groupama Asset Management	2018
Director permanently representing Groupama Gan Vie	Compagnie Foncière Parisienne	2018

REMUNERATION OF THE CHAIRMAN, CHIEF EXECUTIVE OFFICER AND DIRECTORS

This section describes the 2023 remuneration policy for the Chairman, the Chief Executive Officer and directors as well as the components that make up the total remuneration and benefits of any kind paid to the Chairman, the Chief Executive Officers and directors relating to the financial year ended 31 December 2022 or granted to them in respect of the same financial year. These items are set out in detail in chapter 5 of Getlink's 2022 Universal Registration Document.

REMUNERATION PAID OR AWARDED DURING OR IN RESPECT OF THE 2022 FINANCIAL YEAR (EX-POST VOTE)

In accordance with article L. 22-10-34 of the French Commercial Code, the General Meeting of 27 April 2023 will be asked to vote on the elements paid or granted for the previous financial year, with the variable remuneration elements paid only after approval of the said remuneration by the General Meeting which will vote *ex-post*.

The remuneration policy applicable to the Chairman, the Chief Executive Officer and directors for 2022 was approved at the General Meeting on 27 April 2022, with a majority of 98.768% of the votes cast in respect of the Chief Executive Officer and 99.219% in respect of the Chairman. The items of remuneration set out below comply with the rules and principles laid down for determining the remuneration and benefits of any kind for the Chief Executive Officer and the Chairman for the 2022 financial year and approved by the General Meeting of 27 April 2022.

Remuneration owed to the Chief Executive Officer for 2022

The remuneration due to the Chief Executive Officer, Yann Leriche, for his term of Chief Executive Officer for 2022 is made up of fixed annual remuneration; annual variable remuneration subject to performance criteria; benefits in kind; a supplementary defined contribution pension plan and long-term variable remuneration in the form of performance shares.

Annual fixed remuneration for 2022

The fixed part of the Chief Executive Officer's gross annual remuneration for 2022 was €400,000, unchanged from the fixed annual remuneration set when he took up his post on 1 July 2020. The amount of his gross remuneration paid was €400,000 gross.

Annual variable remuneration for 2022

The basis for calculating the annual variable part of the Chief Executive Officer's remuneration is 100% of his annual base salary; it was calculated on the basis of €400,000, representing 100% of the annual fixed remuneration due for the 2022 financial year. The ceiling is fixed at 120% of the fixed remuneration.

Financial objectives (45%)

These two indicators are used to assess the quality of the Group's economic and financial management from various complementary angles:

- profitability of the operations process (25%): improvement in the profitability of operations assessed by reference to the level of achievement of the consolidated EBITDA/consolidated revenue target ratio, at constant exchange rates and scope and comparable level of health constraints and traffic restrictions;
- consolidated 2022 operating cash flow (20%) compared to that forecast in the budget, at a constant exchange rate and for the like-for-like scope of activities (scope: Eurotunnel, Europorte and ElecLink).

Operational objectives (40%)

- ElecLink (10%): entry into service by mid-2022 at the latest;
- organisation modernisation plan (10%);
- operational excellence strategy (10%); and
- optimisation of investments (10%).

CSR objectives (15%)

- composite CSR performance index (10%): an index measuring performance against the 2022 targets for health and safety, absenteeism, GHG emissions and customer satisfaction indicators as set out in chapter 6 of the Universal Registration Document and verified by the independent third-party; and
- labour relations (5%): workforce climate indicator.

At its meetings on 9 and 16 February 2023, the Nomination and Remuneration Committee reviewed the performance of the Chief Executive Officer by reference to the performance indicators above and made its recommendations to the Board of Directors.

- With regard to the consolidated EBITDA/consolidated revenue ratio target, the Committee noted that the Group's consolidated 2022 EBITDA had tripled compared to 2021 (198%), meaning that performance on this criterion resulted in an achievement rate more than 5 points higher than the target, *i.e.* a payment rate capped at 120%.
- With regard to the 2022 consolidated operating cash flow criterion by comparison with the budgeted operating cash flow, the Committee noted that with an increase from 338 millions of euros in net cash inflow from trading in 2021 to 1,159 millions of euros in 2022, the performance against the budgetary target was more than five points above the target, *i.e.* a payment rate capped at 120%.
- With regard to the ElecLink criterion, the Committee noted that with the start of commercial activity on 25 May 2022 (as indicated in note A.2 to the consolidated financial statements in chapter 2 of the Universal Registration Document) the target was met and resulted in a 100% payment rate.
- With regard to the business modernisation plan, which was assessed against selected quantitative targets of the Shield plan, the Committee considered that the outperformance of the quantitative targets for both budgeted operating expenses and productivity indicators was offset by the number of actual departures under the voluntary departure plan in France and the United Kingdom, which were below expectations as at 31 December 2022, with departures continuing into 2023; accordingly the Committee decided to recommend to the Board that the payment rate under this criterion be capped at 100%.
- With regard to the operational excellence strategy, the Committee noted that performance with regard to the objectives set for the indicators measuring quality of service had been achieved for one indicator alone and noted, with regard to the optimisation of strategic innovation options to meet customer needs, that although the work had been carried out, the dossier was pending with the IGC. The Committee considered that, beyond the excellent commercial performance and the work carried, and even though the objectives set were ambitious, it was appropriate to recommend to the Board a payment rate limited to 25%.

- With regard to the implementation of key investments planned for 2022, the Committee assessed the performance in terms of compliance with the planned deadlines for the Truck Shuttle investment programme and the Passenger Shuttle mid-life programme. As part of the first generation Truck Shuttle rationalisation and replacement programme, the six first generation Truck Shuttles that are being demobilised are scheduled to be replaced progressively by new Shuttles with improved availability, reduced maintenance costs and increased fuel efficiency (as indicated in chapter 6 of the Universal Registration Document). The mid-life operation programme consists of the complete dismantling, refurbishment and modernisation of the nine Passenger Shuttles in a three-stage programme: studies and entering into contracts on more than 30 topics, testing and validation of prototypes and production start-up. For the Truck Shuttles, the committee noted that the objective of putting the new WBN Truck Shuttle into operation in 2022 had been achieved and for the Passenger Shuttle mid-life operation programme, the committee noted the achievement of the 2022 objective, *i.e.* a payment rate under this criterion of 100%.

- Regarding CSR performance, measured by the CSR composite index, the Committee noted, in view of the 2022 results, that due to the outperformance in terms of greenhouse gas reduction and despite a lower performance on the absenteeism and health and safety rates, the performance under the composite index was 130.12% in 2022, *i.e.* a payment rate of 120%.
- The Committee noted that the labour relations target was met, *i.e.* a payment rate of 100%.

At its meeting on 22 February 2023, the Board of Directors assessed the performance of the Chief Executive Officer by comparing the result obtained with the above target indicators. Following the recommendations of the Nomination and Remuneration Committee, the Board of Directors, taking into account the achievements, decided to set the variable part of the Chief Executive Officer's remuneration for the financial year ended on 31 December 2022 at €414,000.

Breakdown of the annual variable remuneration due for 2022

Criteria	Weighting rate	Payment rate	Amount owed (in euros)
EBITDA ratio	25%	120%	120,000
Operating cash flow	20%	120%	96,000
ElecLink	10%	100%	40,000
Business modernisation plan	10%	100%	40,000
Operational excellence strategy	10%	25%	10,000
Investment optimisation	10%	100%	40,000
CSR composite index	10%	120%	48,000
Labour relations	5%	100%	20,000
TOTAL	100%		414,000

2022 long-term variable remuneration

In accordance with the remuneration policy approved by a vote at the General Meeting held on 27 April 2022, the Board of Directors granted Yann Leriche 40,000 shares subject to performance conditions out of a total of 300,000 performance shares under the 2022 plan, the fair value of which, established at €13.39 on the date of allocation of the rights granted under the plan, was calculated by applying the Black & Scholes model for the valuation with non-market performance conditions and by applying the Monte Carlo model for the market performance condition.

The final allocation of ordinary shares is based on the achievement of the following cumulative performance criteria:

The **external performance condition (the "TSR weighting")** is based on the average performance including dividends (TSR) of the Getlink SE ordinary share over a period of three years compared to the GPR Getlink Index as set out on page 30 of this brochure. It determines 45% of the cumulative weighting. The final grant of ordinary shares linked to this condition will vary according to the degree of achievement of the objective, it being borne in mind that should the TSR of the Getlink SE ordinary share be strictly lower than the performance of the GPR Getlink Index over the aforementioned period of three years, no shares will be granted.

The first **internal performance condition (the "Working Ratio weighting")** is based on the economic performance of the Group's rail operator activities in 2024, *i.e.* the Shuttle and Europorte activities, assessed by reference to their capacity to recover their operating costs from their annual revenue and measured on the basis of the following ratio known as the Working Ratio.

Ratio: operating expenses (excluding depreciation and amortisation)/ revenue.

Objective: improvement in the 2024 Working Ratio compared with 2019:

- three point improvement in the Working Ratio if the 2024 revenue levels return to the 2019 levels;
- two point improvement in the Working Ratio if the 2024 revenue levels reach 90% of the 2019 levels.

If the revenues in 2024 (Le Shuttle and Europorte) does not reach 90% of the 2019 level, then no shares will be granted.

It determines **30%** of the cumulative weighting.

As part of the strengthening of its CSR strategy and climate trajectory and in order to ensure the engagement of the relevant people in the business, the Board has decided to include the 2022 performance share plan in the CSR strategy cycle for the second consecutive year. The long-term incentive plans are subject to performance criteria to be met over a three-year period in line with the 2024 CSR objectives.

The second **internal performance condition (the "Climate weighting")** is based on the objective of reducing the Group's direct emissions (Scopes 1 and 2) by 20% within three years (in tonnes of CO₂ equivalent) like-for-like compared to 2019 emissions; in the event that the rate of achievement of the objective is strictly lower than 100%, there would be no allocation; and in the event that the rate of achievement of the objective is equal to or greater than 100%, 15% of the number that can be granted will be granted, with the whole being capped at 15%. It determines 15% of the cumulative weighting.

The third **internal performance condition (the "CSR weighting")** is based on the achievement of the following objectives:

- safety: safety training quantitative target;
- gender equality between men and women: recruitment of at least 40% of each gender at management level and at least 30% of the total workforce;
- social climate; and
- quality of service measured by the performance of the Net Promoter Score (NPS).

It determines **10%** of the cumulative weighting.

Benefits in kind for 2022

The Chief Executive Officer is provided with a company car in accordance with the Group's human resources "company car" scheme.

Supplementary defined contribution pension plan/death and disability insurance for 2022

The Chief Executive Officer does not have a defined benefit pension plan. The Chief Executive Officer benefits from the supplementary pension scheme available to all senior managers employed above the B remuneration bracket. This plan, whose beneficiaries include people other than the Group's executive officers, is not a defined benefit plan. It is a defined contribution plan, which would currently grant the Chief Executive Officer an estimated reference annuity of €8,479 per year (non commutable annuity), assuming retirement at the age of 65.

In 2022, employer contributions paid under this supplementary defined contribution pension scheme amounted to €13,164 (2021: €13,164) out of a total of €66,111 (2021: €81,542) for all those concerned.

The Chief Executive Officer benefits from a basic and a complementary pension scheme. In 2022, contributions paid under this complementary pension scheme amounted to €28,839 (2021: €28,839) for the employee portion and €46,477 (2021: €46,477) for the employer portion.

The Chief Executive Officer is covered by the death and disabilities scheme, as well as by the personal accident policy for Getlink SE employees.

Director's remuneration

Yann Leriche received, in respect of his office as Director, director's remuneration in the same manner as the other members of the Board of Directors, as indicated on page 29 of this brochure. In addition, like all the Group's officers who are individuals, Yann Leriche is covered by the directors and Officers liability insurance policy.

Summary of the Remuneration due or awarded in relation to the 2022 financial year to Yann Leriche, Chief Executive Officer

Elements of remuneration	Amount due (in euros)	Amount paid (in euros)	Comments
Fixed remuneration	400,000	400,000	Gross annual fixed remuneration set on 28 June 2020 by the Board at €400,000 gross p.a. unchanged in 2022. For the 2022 year, Yann Leriche received fixed remuneration of €400,000 (gross, before tax).
Annual variable remuneration	414,000 (amount due for 2022 and payable in 2023)	256,051	Target: 100% of the gross annual fixed remuneration; maximum of 120% of the gross annual fixed remuneration. <i>Annual variable remuneration awarded for 2022 and payable in 2023</i> During its meeting on 22 February 2023, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, assessed the amount of the variable portion of Yann Leriche's remuneration for the 2022 financial year and decided to set the variable remuneration at €414,000. Criteria: <ul style="list-style-type: none"> • EBITDA ratio (25%): 120% outperformance: €120,000; • Operational cash flow (20%): 120% outperformance: €96,000; • ElecLink (10%): 100% achieved: €40,000; • Organisational modernisation plan (10%): 100% achieved: €40,000; • Operational excellence strategy (10%): 25% achieved: €10,000; • Optimisation of investments (10%): 100% achieved: €40,000; • Composite CSR index: (10%): 120% outperformance: €48,000; • Labour relations (5%): 100% performance: €20,000. Payment of this remuneration is subject to the approval of the General Meeting <i>ex-post</i> on the whole.
Multi-annual variable remuneration	n/a	n/a	Yann Leriche did not receive any multi-annual variable remuneration.
Deferred variable remuneration	n/a	n/a	Yann Leriche did not receive any deferred variable remuneration.
Director's remuneration	45,700	33,180	<i>Remuneration in respect of the director's term of office granted for the 2022 year</i> The General Meeting of 27 April 2022 approved (resolution 17) the remuneration for the office of Board member in respect of the 2022 financial year. Distribution criteria: <ul style="list-style-type: none"> • fixed portion enhanced for chairs of the Board and its committees; • variable part proportional to attendance in person: €2,000, variable part per committee meeting: €850.
Exceptional remuneration	n/a	n/a	Yann Leriche did not receive any exceptional remuneration.
Allocation of share options and/or performance shares	535,600 (accounting valuation of the instruments granted in respect of 2022)	n/a	40,000 free shares subject to performance conditions: <ul style="list-style-type: none"> • 100% subject to performance conditions over three years: <ul style="list-style-type: none"> – External performance conditions (45%): performance of the Getlink SE ordinary share price compared to the performance of the GPR Getlink Index (including dividends) over a period of three years, – Internal performance condition (55%): <ul style="list-style-type: none"> • Working ratio (30%): improvement of the 2024 working ratio compared to 2019, • 2024 greenhouse gas emission reduction target (15%), • CSR performance (10%). Maximum potential percentage of share capital: 0.007%. The fair value (€13.39) on the date of allocation of the rights granted under the scheme has been calculated using the Black & Scholes model for the evaluation of non-market performance conditions and the Monte Carlo model for market performance conditions. Authorised by the Combined General Meeting on 27 April 2022 (resolution 21) and granted by decision of the Board on 27 April 2022 when it agreed the general conditions of the plan.
Benefits in kind	2,740	2,740	Yann Leriche has a company car which represents a benefit in kind worth €2,740 in 2022.

Elements of remuneration	Amount due (in euros)	Amount paid (in euros)	Comments
Payment linked to taking up or leaving a position	n/a	n/a	Yann Leriche received no payment linked to his taking up his position. He does not have the benefit of any severance payments in relation to the ending of his office.
Non-competition payment	n/a	n/a	Yann Leriche does not benefit from any non-competition agreement payment in relation to his office.
Supplementary pension plan	No amount is owed in respect of 2022	No amounts paid in 2022	Yann Leriche has benefited from the same supplementary pension plan offered to all senior managers above the B remuneration bracket. This plan, whose beneficiaries include people other than the Group's executive officers, is not a defined benefit plan. It is a defined contribution plan, as defined by article 83 of the French General Tax Code and article L. 242-1 of the French Social Security Code. In 2022, the employer contributions for this supplementary pension scheme amounted to €13,164 for the year.
Death, disability and health insurance schemes			Yann Leriche benefits from the Company's death, disability and health insurance scheme.

Remuneration summary: Yann Leriche

Gross amounts (in euros)	2022		2021		2020 (6 months)	
	Due ⁽¹⁾	Paid ⁽²⁾	Due ⁽¹⁾	Paid ⁽²⁾	Due ⁽¹⁾	Paid ⁽²⁾
Fixed remuneration	400,000	400,000	400,000	390,769 ⁽³⁾	200,000	191,166 ⁽³⁾
Annual variable remuneration	414,000	256,051	256,051	139,968	139,968	–
Multi-annual variable remuneration	n/a	n/a	n/a	n/a	n/a	n/a
Exceptional remuneration	n/a	n/a	n/a	n/a	n/a	n/a
Board remuneration	45,700	33,180 ⁽⁴⁾	31,250	17,500 ⁽⁴⁾	n/a	n/a
Benefits in kind	2,740	2,740	2,740	2,740	2,078	2,078
TOTAL	862,440	691,971	690,041	550,977	342,046	193,244

(1) Amounts due for the year.

(2) Amounts paid during the financial year. The variable annual remuneration awarded in respect of a financial year is paid during the following financial year. The variable remuneration paid in 2022 relates to payment of variable remuneration owed for the 2021 financial year.

(3) Amount paid during the year, after applying a voluntary reduction of remuneration linked to the Covid-19 crisis.

(4) Amounts paid during the year after deductions at source and social charges.

Multi-annual variable remuneration: Yann Leriche

	2022	2021	2020
Multi-annual variable remuneration	n/a	n/a	n/a

Summary of remuneration, options and shares: Yann Leriche

Gross amounts (in euros)	2022	2021
Remuneration due for the year	862,440	690,041
Value of multi-annual variable remuneration attributed during the year	–	–
Value of options granted during the year	–	–
Value of preference and performance shares granted during the year	535,600	255,000
TOTAL	1,398,040	945,041

Remuneration owed to the Chairman for 2022

The remuneration due to the Chairman, Jacques Gounon, for the 2022 financial year consisted of fixed annual remuneration and a continuing benefit package (benefits in kind/director's remuneration/pension and death and disabilities benefits).

Annual fixed remuneration

The Chairman's fixed remuneration due for 2021 amounted to €600,000 gross.

Benefits in kind/director's remuneration

For the 2022 financial year, the Chairman continued to benefit from the allowance for the use of a personal vehicle, which represents an annual amount of €11,400 (2021: €11,400).

He has received, in respect of his office as director, director's remuneration in the same manner as the other members of the Board of Directors, as indicated on page 29 of the notice.

Retirement and death and disabilities benefits

Jacques Gounon benefited from the supplementary pension scheme available to all senior managers employed above the B remuneration bracket; the scheme, whose beneficiaries include people other than the Group's executive officers, is not a defined benefit scheme. It is a defined contribution scheme pursuant to article 83 of the French General Tax Code and article L. 242-1 of the French Social Security Code. Jacques Gounon has exercised his rights under the supplementary pension scheme and in 2022, the employer contributions for this supplementary pension scheme were €0 (2021: €8,776) out of a total of €66,111 (2021: €81,542) for all employees concerned. His annual gross pension under this scheme amounted to €5,257.10.

The Chairman has exercised his rights under the standard and a complementary pension scheme. In 2022, the contributions for the complementary pension scheme amounted to €28,839 (2021: €28,839) for the employee contribution and €46,477 (2021: €46,477) for the employer contribution, without giving rise to annual acquisition of supplementary rights.

The Chairman is covered by death and disability insurance and personal accident policies available to employees of Getlink SE.

Remuneration due or awarded in relation to the 2022 financial year to Jacques Gounon, Chairman

Elements of remuneration	Amount due (in euros)	Amount paid (in euros)	Comments
Fixed remuneration	600,000	600,000	Gross annual fixed remuneration set by the Board on 1 April 2018. Unchanged in 2022.
Annual variable remuneration	n/a	n/a	Jacques Gounon did not receive any annual variable remuneration.
Multi-annual variable remuneration	n/a	n/a	Jacques Gounon did not receive any multi-annual variable remuneration.
Deferred variable remuneration	n/a	n/a	Jacques Gounon did not receive any deferred variable remuneration.
Director's remuneration	57,500 (amount due for 2022)	41,440 (amount paid in 2022)	<i>Remuneration in respect of the director's term of office granted for the 2022 year</i> The General Meeting of 27 April 2022 approved (resolution 17) the remuneration for the office of director in respect of the 2022 financial year. Distribution criteria: <ul style="list-style-type: none"> • fixed portion enhanced for chairs of the Board and its committees; • variable part proportional to attendance in person: €2,000, variable part per committee meeting: €850.
Exceptional remuneration	n/a	n/a	Jacques Gounon did not receive any exceptional remuneration.
Allocation of share options and/or performance shares	0	n/a	No performance shares were awarded to Jacques Gounon in respect of the 2022 plan.
Benefits in kind	11,400	11,400	Jacques Gounon receives an allowance for the use of his personal vehicle in accordance with the policy in force in the organisation.
Payment linked to taking up or leaving a position	n/a	n/a	Jacques Gounon received no payment in respect of the ending of his office as Chief Executive Officer. The company has made no commitment regarding the ending of the role as an executive officer.
Non-competition payment	n/a	n/a	Jacques Gounon does not have a non-competition agreement.
Supplementary pension plan	n/a	n/a	Jacques Gounon benefited from the same supplementary pension plan offered to all senior managers above the B remuneration bracket. This plan, whose beneficiaries include people other than the Group's executive officers, is not a defined benefit plan. It is a defined contribution plan, as defined by article 83 of the French General Tax Code and article L. 242-1 of the French Social Security Code. Jacques Gounon has exercised his supplementary retirement rights and in 2022, the employer contributions for this supplementary pension scheme amounted to €0.
Death, disability and health insurance schemes			Jacques Gounon benefits from the Company's death, disability and health insurance scheme.

Remuneration summary: Jacques Gounon

Gross amounts (in euros)	2022		2021		2020	
	Due ⁽¹⁾	Paid ⁽²⁾	Due ⁽¹⁾	Paid ⁽²⁾	Due ⁽¹⁾	Paid ⁽²⁾
Fixed remuneration	600,000	600,000	600,000	600,000	600,000	562,500
Annual variable remuneration	–	–	–	273,002	273,002	720,000
Multi-annual variable remuneration	n/a	n/a	n/a	n/a	n/a	n/a
Exceptional remuneration	n/a	n/a	n/a	n/a	n/a	n/a
Board remuneration	57,500	41,440 ⁽³⁾	60,400	41,685 ⁽³⁾	55,600	38,416 ⁽³⁾
Benefits in kind	11,400	11,400	11,400	11,400	11,400	11,400
TOTAL	668,900	652,840	671,800	926,087	940,002	1,332,316

(1) Amounts due for the year.

(2) Amounts paid during the year. The annual variable remuneration awarded in respect of a financial year is paid in the following financial year. The variable remuneration paid in 2021 relates to payment of variable remuneration owed in respect of his role as Chairman and CEO for the first half of 2020.

(3) Amount paid during the year after deductions at source and social charges.

Multi-annual variable remuneration for Jacques Gounon

	2022	2021	2020
Multi-annual variable remuneration	n/a	n/a	n/a

Summary of remuneration, options and shares: Jacques Gounon

Gross amounts (in euros)	2022	2021
Remuneration due for the year	668,900	671,800
Value of multi-annual variable remuneration attributed during the year	n/a	n/a
Value of options granted during the year	n/a	n/a
Value of preference and performance shares granted during the year	n/a	n/a
TOTAL	668,900	671,800

Remuneration of Board members in 2022

Overall remuneration package

The maximum annual total amount of attendance fees was set by the General Meeting of 30 April 2020 at €950,000 per annum.

Distribution rules

Given the context of the public health crisis, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, kept the previous arrangements for allocating the overall budget upwards and so in 2022 they remained at the 2018 reduced base.

In 2022, directors' remuneration consists of a fixed portion and a variable portion proportionate to the attendance of directors at meetings of the Board of Directors and of its committees, with an enhancement for the chairs.

The fixed portion is €1,700 per month (with an increase for chairs) and the variable portion is as follows:

- attendance at a Board meeting: €2,000 per meeting with an increase of €500 if a meeting is attended in person and it involves crossing a border;
- attendance at a meeting of one of the Board's four specialised committees: €850.

Directors' remuneration for 2022

In accordance with the principles set out above, the total amount of directors' remuneration due by Getlink SE to its directors for the 2022 financial year is €732,150 or 77% of the ceiling authorised by the Combined General Meeting. After deduction of French and foreign deductions at source and social charges, the net amount paid in respect of the 2021 financial year was €562,498 as detailed in the table below:

(in euros)	2022		2021	
	Due ⁽¹⁾	Paid ⁽²⁾	Due ⁽¹⁾	Paid ⁽²⁾
Jacques Gounon	57,500	41,440	60,400	41,685
Corinne Bach	52,050	35,945	47,300	33,110
Bertrand Badré	42,750	29,925	45,600	39,763
Elisabetta De Bernardi di Valserra	47,250	40,766	43,550	36,493
Carlo Bertazzo	41,400	35,665	38,900	33,921
Mark Cornwall	42,600	35,970	25,270	18,809
Sharon Flood	50,250	44,254	45,700	37,627
Patricia Hewitt ⁽³⁾	17,000	20,884	56,350	48,396
Jean-Marc Janaillac	49,100	36,155	49,450	33,425
Yann Leriche	45,700	33,180	31,250	17,500
Peter Levene	–	–	19,050	19,838
Colette Lewiner	54,850	38,395	57,400	40,180
Brune Poirson	26,100	15,085	–	–
Perrette Rey	58,750	41,720	61,650	42,560
Peter Ricketts ⁽⁴⁾	26,250	19,664	–	–
Stéphane Sauvage	49,100	36,155	52,850	35,805
Jean-Pierre Trotignon	22,400	21,140	64,650	44,065
Philippe Vanderbec	49,100	36,155	52,850	35,805
Tim Yeo	–	–	22,700	25,114
TOTAL	732,150	562,498	774,920	584,096

(1) Amounts due for the year before deductions at source and social charges.

(2) Amounts paid during the year after deductions at source and social charges.

(3) The amount paid exceeds the amount due for 2022 because of the payment in January 2022 of the amount due for December 2021.

(4) The amount of €19,664 includes €4,179 paid in 2023.

2023 REMUNERATION POLICY (EX-ANTE VOTE)

The following constitutes the remuneration policy for the CEO, Chairman and Board in accordance with Article L. 22-10-8 of the French Commercial Code and agreed by the Board of Directors on 22 February 2023, upon the proposal of the Nomination and Remuneration Committee. If the General Meeting does not approve these resolutions, the remuneration policy approved by the previous General Meeting will continue to apply.

Principles

Upon the proposal of the Nomination and Remuneration Committee, the Board ensures that the remuneration of the Chairman and the Chief Executive Officers is aligned with the long-term interests of the company and of its shareholders. In particular, the Board adheres to the following guidelines:

Completeness: all elements that form part of the remuneration of the Chairman and Chief Executive Officers are reviewed each year.

Intelligibility of the rules and balance: the rules are simple, stable, transparent and, as far as is possible, long-lasting.

Measurement: remuneration is determined taking into account the general interests of the business, market practices and the performance of the executive officers.

Each year, the Nomination and Remuneration Committee receives benchmarking information from an independent firm specialising in the remuneration of executive officers, relating to comparable organisations both in terms of revenue and headcount and based on a sample that has been running for several years: Bic, Biomérieux, CGG, Edenred, Eramet, Eurofins Scientific, Eutelsat communications, Imerys, Ipsen, JC Decaux, Métropole TV (M6), Quadient (ex-Neopost), Rémy Cointreau, Seb, Tarkett, TF1, Ubisoft Entertainment, Vallourec and Vicat. From an incentive perspective, the aim is not to stand out from market practice, whether it be in respect of a sectoral benchmark or a benchmark of comparables in terms of revenue and headcount.

Since 2018, the relative performance of the Getlink SE share is assessed by reference to the Group's sectoral index, the GPR Getlink Index. This index was created in 2018 by an external firm specialising in creating indices and a subsidiary of the Dutch bank Kempen & Co, from a panel

of stocks representative of the Group's activities. This index created by this firm is in accordance with a methodology that conforms with the EU directive UCITS (Undertakings for Collective Investments in Transferable Securities). The reference panel is composed of companies with comparable activities to those of Getlink.

GPR Getlink Index 2022 reference panel: Aena SME SA, Aéroports de Paris, DFDS A/S, Eiffage SA, Électricité de France SA, Engie SA, Ferroviaire SA, Firstgroup PLC, Flughafen Zurich AG, Fraport AG, National Grid PLC, and Vinci SA. Atlantia S.p.A. and Stagecoach Group PLC are no longer listed so they have been removed from the panel.

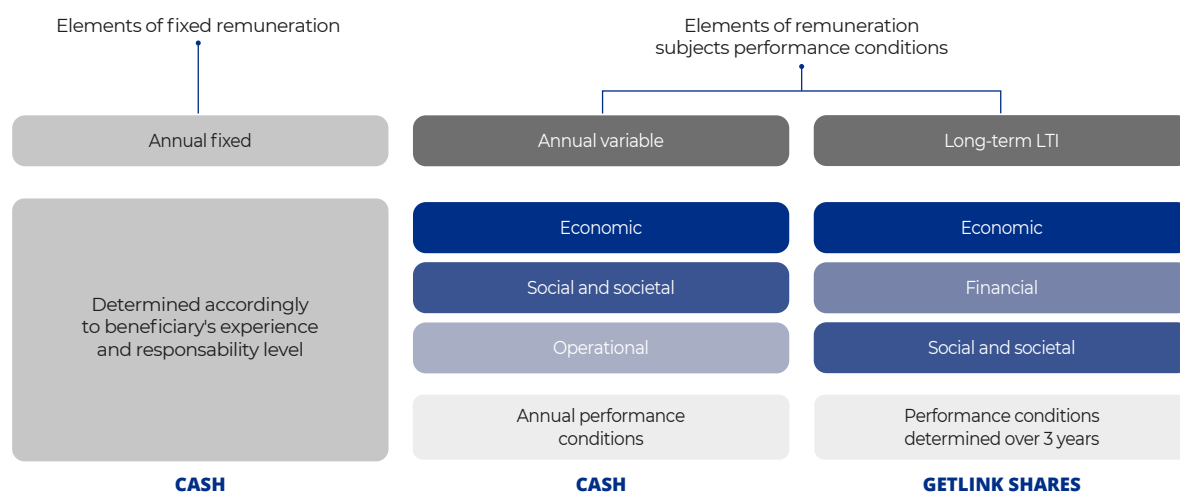
Internal and external consistency: the Nomination and Remuneration Committee ensures that the remuneration policy proposed to the Board of Directors is in line with the internal remuneration policy and market practice.

Other principles: the guiding principles of the 2023 remuneration policy are presented in detail in chapter 5 of the Universal Registration Document, including in particular the assessment of performance criteria on a like-for-like basis, at constant exchange rates and with comparable economic, regulatory and fiscal data, the rules for holding and retaining long-term remuneration instruments specific to executive officers, the so-called "clawback" clause, what happens when chief executive officers take up or leave office, waiver in the event of exceptional circumstances and other principles.

The Chief Executive Officer's 2023 remuneration policy

The remuneration of the Chief Executive Officer for 2023 in addition to his remuneration as a Board Director, will be comprised of:

- a fixed annual remuneration;
- an annual variable remuneration subject to performance criteria;
- benefits in kind;
- a supplementary defined contribution pension plan; and
- a long-term variable remuneration in the form of performance shares.



In order to align the interests of the organisation with that of its shareholders, this remuneration structure is mainly based on a balance between short-term and long-term performance as assessed by the Board of Directors in addition to annual fixed remuneration. Within this mix, the portion subject to performance conditions is predominant.

As an executive officer, the Chief Executive Officer does not benefit from an employment contract with Getlink. The Chief Executive Officer, who did not benefit from any "golden hello" payment, does not have the benefit of any contractual severance or non-competition payment. He will not receive any free shares under the collective free share allocation plans set up by the organisation for the benefit of all Group employees.

Annual fixed remuneration for 2023

The Chief Executive Officer's fixed annual remuneration is determined in accordance with his responsibilities and duties.

In 2022, the fixed part of the Chief Executive Officer's gross annual remuneration remained unchanged at €400,000 as set when he took office on 1 July 2020 against the context of a transitional phase and an enhanced chairmanship with the transitional phase and corresponding remuneration likely to change. In the context of the Covid-19 public health crisis, the transitional phase continued and an increase in the Chief Executive Officer's annual fixed remuneration was deferred to 2023, which was also in the interests of maintaining consistency with the Group employees' terms of employment and remuneration at that time. It was stated in the 2021 Universal Registration Document that the level of the Chief Executive Officer's remuneration would be reviewed in the light of the evolution of his duties after the transition.

On 22 February 2023, the Board of Directors decided to end the transition period with effect from 1 July 2023 and to increase the Chief Executive Officer's fixed remuneration accordingly. Firstly, the increase in remuneration decided on is intended to reflect the successful assumption by Yann Leriche of his role and the excellence of his performance since taking office, marked in particular by an increase in EBITDA of 198% in 2022. Secondly, the proposal also takes into account the evolution in his duties at the end of the transition period. Lastly, the increase takes into account the positioning of the Chief Executive Officer's annual fixed remuneration, which is well below that of his peers in relation to the two samples of comparable companies in terms of size (revenue and workforce) and market capitalisation as set out in section 5.1.3 of the Universal Registration Document. These benchmarks show that the Chief Executive Officer's fixed annual remuneration is below the lowest quartile in each of the samples. This gap could be reduced by an increase in the Chief Executive Officer's fixed annual remuneration.

For those reasons, the Board of Directors after review by the Nomination and Remuneration Committee has decided to increase the Chief Executive Officer's annual fixed remuneration while taking into account the impact of the increase in the annual fixed remuneration on the other components of the remuneration in the interests of taking a measured approach and to increase the annual fixed remuneration of the Chief Executive Officer from €400,000 to €550,000, from 1 July 2023.

The remuneration of the Chairman of the Board will be correspondingly reduced, as indicated in page 32 of this brochure.

Annual variable remuneration for 2023

Annual variable remuneration is intended to reflect the personal contribution of the CEO of the Group to an improvement in its results. It is balanced in proportion to the fixed remuneration and determined as a percentage of the fixed remuneration.

The variable part of annual remuneration is determined using an unchanged target remuneration equal to 100% of the CEO's annual fixed remuneration *i.e.* for 2023 a base of €475,000. The ceiling for quantifiable criteria can be as high as 120%. Payment of the annual variable remuneration is not deferred (beyond the General Meeting vote). It is made up of criteria selected to support the strategy of the business. For 2023, it is made up of 45% financial criteria that are 100% quantifiable and linked to EBITDA and cash flow and are aimed at rewarding economic performance, 15% criteria related to the climate plan with the climate target set in 2023 and 40% strategic criteria, as summarised in the table below.

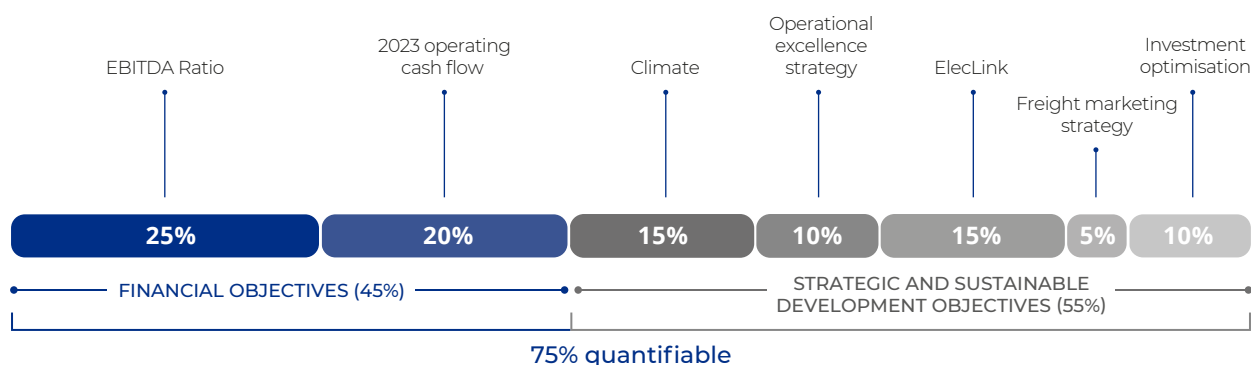
Financial objectives (45%)

The following two indicators enable the quality of the Group's economic and financial management to be assessed from various complementary angles:

- profitability of the 2023 operations process (25%): improvement in the profitability of operations assessed with regard to the level of achievement of the objective determined by reference to the budget, consolidated EBITDA/consolidated revenue target ratio, at constant exchange rates and scope;
- consolidated 2023 operational cash flow (20%) compared to that forecast in the budget, at a constant exchange rate and for the like-for-like scope of activities: (scope: Eurotunnel, Europorte and ElecLink).

Operational objectives (40%)

- ElecLink (15%): optimisation of the contractual framework.
- Eurotunnel (15%):
 - operational excellence strategy (10%): performance of the "Delight our customers" project assessed in relation to the 2023 objectives of passenger NPS and Truck Shuttle crossing time;
 - freight marketing strategy (5%).
- Continued optimisation of investments (10%):
 - performance assessed on adherence to the investment costs budget and the Passenger Shuttle mid-life operation 2023 deadlines described on page 25 of this notice ;
 - Sustainability objective: greenhouse gas reduction target in 2023 (15%). Achievement of the objective published and detailed in the 2025 Environmental Plan to reduce the Group's direct emissions (Scopes 1 and 2) by 15% (in tonnes of CO₂ equivalent) by 2023 on a like-for-like basis compared to 2019 emissions.



Methodology

The budgetary targets for 2023 were determined according to the Group's budget as reviewed by the Board. For reasons of confidentiality, the financial targets set for each of the above quantitative criteria are not disclosed. The performance of non-quantified qualitative objectives is capped at 100% so as not to overcompensate for any underperformance of a quantified financial objective.

The annual variable remuneration of the Chief Executive Officer is adjusted according to a scale, depending on the degree of achievement of the target concerned.

Payment rate (EBITDA/revenue ratio)*

Achievement rate*	-5	Linear	-1	Target	+1	Linear	+5
Payment rate	0%	interpolation	-12%	60%	+12%	interpolation	120%

* Differential percentage points by reference to a 100% target.

Payment rate (operating cash flow)*

Achievement rate*	-4.2	-2.10	-1.05	Target	+1.05	+2.10	+3.15	+4.21	+5
Payment rate	90%	93.34%	95%	100%	105%	107%	112%	115%	120%

* Differential percentage points by reference to a 100% target.

Payment rate (non-financial quantifiable targets)

Achievement rate	90%	95%	Target					120%
Payment rate	80%	90%	100%	Linear interpolation				120%

Long-term variable remuneration for 2023

Remuneration in shares is an essential element for Getlink to make itself attractive as an employer, since it seeks to converge the interests of employees and shareholders and to strengthen employees' commitment to the Group.

For 2023, the LTI plan will be structured as performance shares subject to performance criteria measured over three years. The performance shares allocated to the Chief Executive Officer will be wholly subject to internal and external performance conditions that are demanding, measured over a minimum period of three years and do not guarantee a minimum allocation or gain.

The related conditions are ambitious, as evidenced by the actual percentages of vested performance share plans compared to the number of shares initially granted, presented on page 35 of this brochure.

The performance conditions include internal and external performance conditions, in line with the recommendation of the *Autorité des marchés financiers*, which are calculated over a three-year period in order to ensure sustainable performance and to align the interests of senior management with those of shareholders and stakeholders over the long term.

On 27 April 2023, the General Meeting will be asked to authorise a long-term incentive plan for the allotment of performance shares for a maximum total of 375,000 shares. The volume allocated to the chief executive officers in the context of the resolutions presented to shareholder vote at the General Meeting is limited as mentioned in section 5.1.1.c of the Universal Registration Document: the plan includes senior executives and high potential key contributors and the Chief Executive Officer whose share is limited to a maximum of 15% of the total allocation. Subject to the approval of the plan by the General Meeting of 27 April 2023, the final allocation of the ordinary shares will be based on achieving a number of cumulative performance criteria in line with those used by Getlink for the 2022 plan and continuing the approach adopted of strengthening the Company's commitment to limiting its greenhouse gas emissions over a three-year period.

The performance conditions are summarised on page 10 of this brochure.

Benefits in kind for 2023

The Chief Executive Officer will have a company car in accordance with the Group's Human Resources company car scheme.

Supplementary defined contribution pension plan/ death and disability insurance for 2023

The Chief Executive Officer will not have a defined benefit pension plan. The Chief Executive Officer will benefit from a basic retirement benefits plan and a complementary pension plan. The Chief Executive Officer will benefit from the supplementary pension plan applicable to all Getlink senior managers above the B remuneration bracket. This plan, whose beneficiaries include people other than the Group's executive officers, is not a defined benefit plan. It is a collective defined contribution plan.

The Chief Executive Officer will be covered by a death and disability insurance and personal accident policies available to Getlink SE employees.

Payment for leaving office: no payments are due at the end of the term of office.

The Chairman's 2023 remuneration policy

The Chairman's remuneration for 2023 will consist of fixed annual remuneration and benefits in kind/director's remuneration.

Annual fixed remuneration for 2023

In 2022, the Board kept the level of remuneration at that envisaged for enhanced collaboration with the Chief Executive Officer (€600,000 gross per year). It was specified in the 2021 Universal Registration Document that the level of the Chairman's remuneration would be reviewed in the light of the evolution of his duties at the end of the transition period.

On 22 February 2023, the Board set 1 July 2023 as the end of the transition period and the end of the extended duties entrusted to the Chairman and accordingly decided to reduce the Chairman's gross annual fixed remuneration from €600,000 to €450,000 as from 1 July 2023.

Benefits in kind/director's remuneration for 2023

The Chairman will benefit from an allowance for the use of a personal vehicle in accordance with Getlink's policy and, in respect of his office as a director, will receive director's remuneration in the same way as the other members of the Board of Directors (page 33 of this notice).

Retirement

The Chairman has exercised his rights to the standard and complementary pension schemes as well as to the supplementary pension scheme.

Payment for leaving office

No payments are due at the end of the term of office of the Chairman.

Death and disabilities scheme

The Chairman of the Board of Directors benefits from the death and disabilities scheme applicable to the Group's executives in France under the same conditions as the rest of the staff concerned. Contributions are based on remuneration subject to social security contributions that he receives in his capacity as Chairman.

Directors' remuneration

The directors of Getlink SE receive remuneration in respect of their office as directors, which was previously referred to as attendance fees.

The General Meeting of 30 April 2020 set the overall annual remuneration package of the Board of Directors at €950,000. Despite the increase in the overall remuneration approved by a vote at the General Meeting and in the interests of taking a measured approach in the context of the public health crisis, the Board of Directors did not make the corresponding adjustment to the allocation of the overall annual budget, which has remained in line with the initial lower budget. In order to maintain a high level of internationalisation of the Board and to attract and retain highly qualified individuals to serve on the Board, the Board has recognised the need to increase the remuneration for chairing committees, as well as the variable portion of the Board and committee meetings attendance fee, with the overall annual remuneration package for directors remaining unchanged.

The principles applied by Getlink in reviewing its directors' remuneration policy include:

- membership of one or more governance bodies: in addition to membership of the Board, directors' membership of specialist committees is eligible for additional remuneration. Committee chairmen and the Senior Independent Director receive specific remuneration in this respect; the workload and level of responsibility involved in membership of specialist committees; the effort and time devoted by directors to the Company are taken into account;
- attendance: the remuneration of the directors includes a variable portion that is more important than the fixed portion, based on their individual effective attendance rate at the Board of Directors and the specialist committees; and
- the possibility of additional remuneration in specific cases, such as the Board strategy seminar, which results in additional remuneration being allocated to all directors taking part.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at its meeting of 27 January 2023, approved the following distribution of the remuneration of the directors, as of 1 May 2023:

- fixed monthly remuneration for Board members, unchanged at €1,700 per month, with no increase in the fixed portion for chairs;
- increase in the variable remuneration for attendance at Board meetings by €1,000 per meeting, bringing the remuneration per Board meeting from €2,000 to €3,000 per meeting, with additional remuneration for the strategy seminar (€4,500) or other *ad hoc* seminars; the increase of €500 per attendance in person at a Board meeting, if the travel involves crossing a border, has been maintained;
- increase in variable remuneration for committee attendance from €850 to €1,000 per meeting, with an increase in variable remuneration for committee attendance for committee chairs from €850 to €2,500 per meeting; and
- the Senior Independent Director receives remuneration for this function equivalent to that of a committee chairman.

Remuneration (in euros)	Fixed portion (annual base)	Variable portion (meeting attendance)
Board of Directors	20,400	-
Board meeting	-	3,000
Committee meeting (excluding chair)	-	1,000
Committee meeting (chair) or being a part of the governance body (Senior Independent Director)		2,500
Seminar(s)		4,500

Since 2020, in view of the international travel restrictions and the difficulties faced by British and Italian directors in attending Board meetings in person, the reduction that would normally apply when directors take part in Board meetings by videoconference or telephone has been frozen.

Equality ratios

These equality ratios have been calculated in line with the guideline recommendations defined by Afep and the AMF's recommendations. The detail of the elements retained is presented in section 5.1.3 of the 2022 Universal Registration Document.

The law applies only to the employees of the French listed company that prepares the corporate governance report (Getlink SE) and not to all employees of the French companies of the Group or of the Group itself. The Board of Directors considered that the ratio established by taking into account only the employees of the French listed company is of little relevance for Getlink SE, which has very few employees in relation to the total workforce in France.

In the interests of transparency and representativeness, on a voluntary basis, the scope used to determine the ratios has been extended to cover all Group entities (French and foreign Group companies, with the exception of ElecLink). The scope considered is representative of the Group's workforce and activities in France, both in the Tunnel Concessionaire business and in the Europorte rail freight business.

Equality ratio: remuneration of executive officers/average remuneration of Group employees

All entities	2018	2019	2020	2021	2022
Chairman and Chief Executive Officer	49	57	29	0	-
Deputy Chief Executive Officer	32	40	9	-	-
Chairman	-	-	15	21	13
Chief Executive Officer	-	-	11	18	25

Getlink SE	2018	2019	2020	2021	2022
Chairman and Chief Executive Officer	8	9	7	-	-
Deputy Chief Executive Officer	5	6	2	-	-
Chairman	-	-	4	5	3
Chief Executive Officer	-	-	3	4	6

Equality ratio: remuneration of executive officers/median remuneration of Group employees

All entities	2018	2019	2020	2021	2022
Chairman and Chief Executive Officer	55	64	31	-	-
Deputy Chief Executive Officer	36	44	9	-	-
Chairman	-	-	16	22	14
Chief Executive Officer	-	-	12	19	27

Getlink SE	2018	2019	2020	2021	2022
Chairman and Chief Executive Officer	9	19	8	-	-
Deputy Chief Executive Officer	6	13	3	-	-
Chairman	-	-	4	6	5
Chief Executive Officer	-	-	3	5	10

In 2022, with the sharp decline in partial activity, the average remuneration of Group employees (all entities) increased by 13.5% compared to 2021 and the median remuneration of Group employees (all entities) increased by 10%, which explains the decrease in the Chairman's remuneration ratio. The Chief Executive Officer's remuneration ratio does not reflect the same change since the increase in employee remuneration is neutralised by the increase in the IFRS value of the performance share grant from €8.50 in 2021 to €13.39 in 2022, an increase of more than 57% which results in an increase in the Chief Executive Officer's 2022 remuneration ratio.

History of past LTI plans: performance levels

Available plans	Type	Level of performance
2010	Options	100%
2011	Options	50%
2012	Options	75%
2014	B preference shares	89%
2015	C preference shares: Level of allocation of preference shares: 66%	34%
2016	Performance shares	64%
2017	Performance shares	65%
2018	D preference shares:	
	Chief executive officers	49.5%
	Employees who are not executive officers	64.5%
2019	E preference shares	40.0%

Plans not available	Type	Level of performance
2020	Performance shares	n/a
2021	Performance shares	n/a
2022	Performance shares	n/a

History of past plans: increasing the number of female beneficiaries

The Board of Directors is committed to increasing the number of women receiving long-term equity remuneration.

Plan (year)	Number of beneficiaries	Number of women	Percentage of women
2018	53	5	9.4%
2019	55	10	18.2%
2020	26	5	19.2%
2021	35	7	20.0%
2022	36	9	25.0%

BRIEF SUMMARY

SUMMARY

Thanks to the recovery of Eurotunnel's activity following the lifting of international traffic restrictions and the start-up of ElecLink during the first half of 2022, the Group's consolidated revenue for the 2022 financial year amounted to €1,606 million, an increase of €832 million (107%) compared to 2021, of which €420 million was generated by ElecLink between 25 May and 31 December 2022 in the context of an exceptionally volatile energy market. Excluding the contribution of ElecLink, revenue for 2022 exceeded that of 2019 by €90 million. Operating costs of €720 million were up by €239 million (50%) compared to 2021 reflecting the start of ElecLink's commercial operation as well as the upturn in Eurotunnel's activity, higher energy costs and inflation. At €886 million for 2022, EBITDA improved by €589 million compared to 2021, of which €323 million related to Eurotunnel and €265 million to ElecLink.

Group EBITDA in 2022 was €317 million above 2019, or on a like-for-like basis for Eurotunnel and Europorte, €53 million above 2019. At €659 million, the trading profit in 2022 was up by €551 million compared to 2021. After taking into account net financial expenses (including other financial income and charges) which were €106 million higher mainly due to the impact of the significantly increased inflation rates on the index-linked portion of the debt, the Group's pre-tax result from continuing operations for 2022 was a profit of €267 million compared to a loss of €237 million in 2021, an improvement of €504 million.

After taking into account a net tax charge of €15 million, the Group's net consolidated result for the 2022 financial year was a profit of €252 million, compared to the loss of €229 million in 2021, an improvement of €481 million.

€ million	2022	2021 Restated*	Change		2021 published
			€M	%	
Improvement/(deterioration) of result					
Exchange rate €/£	1.168	1.168			1.167
Eurotunnel	1,049	644	405	+63%	644
Europorte	137	130	7	+5%	130
ElecLink	420	–	420	–	–
REVENUE	1,606	774	832	+107%	774
Other income	–	4	(4)	-100%	4
TOTAL TURNOVER	1,606	778	828	+106%	778
Eurotunnel	(456)	(378)	(78)	-21%	(378)
Europorte	(108)	(102)	(6)	-6%	(102)
ElecLink	(156)	(1)	(155)		(1)
OPERATING COSTS	(720)	(481)	(239)	-50%	(481)
OPERATING MARGIN (EBITDA)	886	297	589	+198%	297
Depreciation	(227)	(189)	(38)	-20%	(189)
TRADING PROFIT	659	108	551	+510%	108
Other operating income/(charges) (net)	12	(47)	59		(47)
OPERATING PROFIT (EBIT)	671	61	610		61
Net finance costs	(445)	(308)	(137)	-44%	(308)
Other net financial income	41	10	31		10
PRE-TAX PROFIT/(LOSS) FROM CONTINUING OPERATIONS	267	(237)	504		(237)
Income tax (cost)/income	(15)	8	(23)		8
NET PROFIT/(LOSS) FROM CONTINUING OPERATIONS	252	(229)	481		(229)
Net result from discontinued operations	–	–	–		–
NET CONSOLIDATED PROFIT/(LOSS) FOR THE YEAR	252	(229)	481		(229)
EBITDA (excluding other income)/revenue	55.2%	37.9%	17 pt		37.9%

* Restated at the rate of exchange used for the 2022 income statement (£1=€1.168).

Summary of the Group's consolidated balance sheet at 31 December 2022 and 31 December 2021

€ million	31 December 2022	31 December 2021
Exchange rate €/£	1.127	1.190
Fixed assets	6,716	6,718
Other non-current assets	616	592
TOTAL NON-CURRENT ASSETS	7,332	7,310
Trade and other receivables	113	76
Other current assets	76	47
Cash and cash equivalents	1,196	718
TOTAL CURRENT ASSETS	1,385	841
TOTAL ASSETS	8,717	8,151
Total equity	2,432	1,319
Financial liabilities	5,338	5,334
Interest rate derivatives	331	1,101
Other liabilities	616	397
TOTAL EQUITY AND LIABILITIES	8,717	8,151

Important events: activity in 2022

Eurotunnel

Significant recovery in Eurotunnel's activity despite impact of the Ukrainian crisis and Brexit

Eurotunnel's activity in 2022 was marked by a strong recovery following the gradual lifting of the Covid-19 pandemic containment and movement restriction measures, but also by the adverse impact of the economic and geopolitical context on its traffic and operating costs.

While Passenger Shuttle and Eurostar traffic in 2022 was well above 2020 and 2021 levels, it was still below 2019's pre-pandemic levels and was also impacted by the adverse economic and geopolitical context. However, the effective application of Eurotunnel's marketing and yield management strategy enabled the Passenger Shuttle business to achieve higher revenues than in 2019.

During 2022, the cross-Channel market and Truck Shuttle traffic continued to be affected by the consequences of Brexit. Since 1 January 2022, the new arrangements for border controls on entry to the United Kingdom have been partially in place, and on 28 April 2022, the UK Government announced that the introduction of the remaining controls on the import of goods from the European Union, planned for mid-2022, would be delayed until the end of 2023.

To date, beyond the impact on its traffic, the most significant direct impact of the deteriorating economic and geopolitical situation has been to increase certain costs, notably traction energy costs, and to increase the financial charges on the tranches of the Term Loan that are indexed to inflation.

Despite the unfavourable environment of the last two years, the recovery in traffic during 2022 and the continued effect of the various measures taken since the beginning of the pandemic allow Eurotunnel to comply with the financial covenants relating to its Term Loan at 31 December 2022 and to strengthen its liquidity position.

Refinancing of tranche C2A of the Term Loan

On 12 May 2022, the Group completed the refinancing of the €425 million C2A tranche of Eurotunnel's Term Loan. The operation permitted the Group to avoid a 4% contractual margin step-up from June 2022, thereby saving an estimated €17 million in annual financing costs over the next nine years. In addition, the partial termination of the hedging contracts results in a cash saving of some €15 million per annum over the same period, partially offset by the cost of this partial termination of €118 million.

The operation comprised the refinancing of the C2A tranche of the Term Loan by the issue of one new tranche of debt, the C2E tranche, at a fixed rate of interest of 3.531% for the initial nine-year period and thereafter switching back to variable rate with a margin step-up, as well as the partial termination of the corresponding hedging contracts.

The operation and its treatment in the consolidated financial statements are presented in detail in note G.1.2. of the financial statements in chapter 2 of the Universal Registration Document.

ElecLink

Following validation of its safety dossier by the Intergovernmental Commission in February 2022, ElecLink completed all the remaining works and commissioning procedures on its electricity interconnector prior to the launch of commercial operation on 25 May 2022, slightly ahead of schedule.

The Group recorded total fixed assets in the consolidated balance sheet for the ElecLink segment as at 31 December 2022 of €942 million, including €770 million of tangible fixed assets, €151 million of intangible assets and €20 million of goodwill.

Commercially, the new interconnector has generated revenues of €420 million for the period 25 May to 31 December 2022 and its technical performance has been in line with expectations.

The exemption granted to ElecLink in 2014 by the European Commission and the national regulators includes a profit-sharing condition according to which, above a certain level of return on investment, the profits of the interconnector must be shared between ElecLink and the national grids, National Grid and RTE. The final rules for the application of this profit-sharing condition need to be clarified. Nevertheless, on the basis of this regulatory commitment, it is highly likely that the financial profit realised by ElecLink in 2022 as well as those estimated over the duration of the exemption will lead ElecLink to reach the contractual level of return on investment in absolute terms. In this context, the Group has recognised in its consolidated accounts at 31 December 2022 a provision of €142 million in its operating expenses in respect of the sharing of the profits of the interconnector for the year 2022 in accordance with IAS 37. The amount of this provision has been established with the help of external experts and based on in-depth analyses and by performing sensitivity tests of the main key assumptions. However, this amount is subject to many assumptions and factors, including a highly volatile macroeconomic environment and uncertainties related to the components and the calculation method. These elements will be the subject of discussions with national regulators during 2023.

OUTLOOK, OBJECTIVES, RECENT AND POST BALANCE SHEET EVENTS

Outlook

As indicated in the analysis of the consolidated results in section 2.1 and in note A.1 of the consolidated financial statements in section 2.2.1 of the Universal Registration Document, the Group's results in 2022 are significantly better than in 2021, driven by the recovery of the Eurotunnel business following the full lifting of the Covid-19 border crossing and quarantine restrictions in the first half of 2022 and by the start-up of the ElecLink interconnector at the end of May. The Group's revenue and EBITDA are at record levels and are higher than pre-Covid levels in 2019 even excluding the contribution of ElecLink.

The deterioration in the geopolitical environment and its impact on the economic situation in Europe and the United Kingdom had an adverse effect on the Group's activities, and in particular those of Eurotunnel, in the second half of 2022 and this continues to be the case in the first weeks of 2023. However, the initiatives taken by the Group in terms of cost management and operational productivity along with its customer-orientated strategy, on quality of service and on reinforcing its position as a green leader for European transport have enabled it to mitigate the impact of the economic downturn and lay the foundations for transforming the business over the coming years.

In 2022, Eurotunnel's car Shuttle activity continued its post-Covid recovery with traffic gradually recovering towards pre-pandemic levels, whilst maintaining a significant element of the gains in both market share and yield achieved during the pandemic. Demand remains high, particularly at peak periods and bookings for the coming weeks are in line with expectations.

The cross-Channel truck market continues to be impacted by the long-term effects of Brexit, in the context of the current economic slowdown. In spite of these factors and the intensification of the competitive environment on the Short Straits, the Truck Shuttle activity reinforced its position as market leader in 2022, with the piloting during the year of its priority First service, along with the further expansion of on-site services for its customers and the continued development of its new service for unaccompanied freight vehicles.

The Group will maintain in 2023 a strong focus on quality of service supported by an innovative and customer-orientated marketing strategy that sustains its premium positioning.

The cross-Channel passenger rail market also continued its recovery in 2022, although Eurostar passenger volumes remain below those of 2019, penalised in particular by the need to adapt to post-Brexit frontier control requirements at its principal terminals. However, the successful launch of the fourth daily return service to Amsterdam in September 2020 and the recent acceleration of the Greenspeed project involving the merger of Eurostar and Thalys confirm the strong potential for further growth in the market for international rail travel between the United Kingdom and continental Europe.

In view of the uncertainty surrounding the implementation date of the new European Entry Exit System (EES), originally planned for May 2023 but now delayed, the Group is continuing with its work to prepare for this major change in the management of border controls. The Group's experience in developing smart, innovative and digitalised solutions for its customers in response to the challenges of cross-border controls in the context of Brexit (Eurotunnel Border Pass) and Covid (Passenger Wallet) means that it is confident that it will be able to respond to the challenge of managing its traffic and maintaining fluidity on its terminals following the introduction of EES.

The pressure on the Group's costs resulting from the unprecedented rise in inflation and in energy prices during 2022 has been managed by continuing its strict cost discipline measures implemented during the Covid crisis. The Group has been able to mitigate a large part of the impact of inflation through measures such as efficient management of the pricing policy and the introduction of the Energy Price Adjustment (EVA) for Truck customers in April 2022. The Group faces with a potentially significant increase in its business rates as indicated in the paragraph "Objectives" below.

Having adapted the levels of its capital expenditure during the Covid crisis, the Group has relaunched its ambitious investment programme for the Fixed Link. This programme, focused on improving capacity and availability, on innovation and on environmental sustainability is a key element of the Group's strategy focused on the customer, on reinforcing the quality of its services and on adapting its offer to the evolving needs of its customers in order to drive development and profitability.

Europorte has continued its successful strategy of profitable growth despite the inflationary pressure on energy costs, with the continuing expansion of the Flex Express service and the further development of cross border activities with Belgium and Germany. Europorte's active contribution to the decarbonisation of rail will continue in 2023 with the acceleration in the deployment of the Oleo 100 biofuel across its fleet of locomotives.

Following its operational launch in May 2022, ElecLink achieved significant revenues in 2022 in a context of unprecedented volatility in the electricity markets. The operational performance of the interconnector since its launch has been satisfactory with an availability rate in 2022 of over 90% which compares favourably with that of other interconnectors during their start-up phase. This performance level has been surpassed in 2023 with 100% availability since the start of the year. As at 31 December 2022, ElecLink had already secured forward capacity sales for 58% of its 2023 capacity generating revenues of some €486 million, subject to the effective delivery of the service. The reduction in market spreads since December 2022 will have an impact on the remaining capacity sales, but the markets remain volatile in the current economic and geopolitical environment and ElecLink is well placed to benefit from this. Discussions with the national regulators on the application of profit-sharing mechanism set out in ElecLink's exemption are due to start in the second quarter of 2023.

The Group's financial charges in 2022 increased significantly due to the impact of the rise in inflation on the indexed linked tranches of its debt, although this does not have an immediate cash impact. After the successful refinancing of Tranche C2A of Eurotunnel's Term Loan in May 2022, the Group continues to consider opportunities to optimise the structure of its financing in order to minimise the cost of its debt as market conditions permit.

Objectives

In 2023, Getlink will continue to strengthen its performance and operational discipline, as well as its ability to innovate to sustain its value creation trajectory, despite contrasting market developments. The Group will also continue to invest to enhance its environmental leadership. The Group has set a target of consolidated EBITDA for 2023 of over €910 million, based on the current scope of consolidation and an exchange rate of £1=€1.15, assuming a constant regulatory and fiscal environment, *i.e.* an increase of €24 million compared to 2022.

The main assumptions on which this target has been set are as follows:

- the continued gradual return of car and Eurostar traffic to pre-crisis levels;
- contrasting market developments, with increased competitive pressure on truck traffic;
- the impact of a potential recession in the UK;
- the forward pricing for electricity as observed on 2 February 2023, and a similar method to that used for 2022 in respect of the ElecLink profit-sharing mechanism;
- a cautious approach to the level of Eurotunnel's business rates, which the Valuation Office Agency has stated without clear justification that it wants to multiply by almost 2.5 times, *i.e.* a potential additional charge of around €25 million per year⁽¹⁾;
- uncertainty about the date of implementation of EES.

(1) If confirmed, this figure would be contested by the Group.

In order to strengthen Eurotunnel's operational performance and in a constant effort to improve safety, and to enhance its environmental leadership and strengthen its growth levers, the Group has set a capital expenditure target of around €160 million for 2023 for Eurotunnel, including:

- modernisation of rolling stock;
- a campaign to renew the tracks in the Tunnel;
- the further development of smart border services.

Based on its excellent 2022 results and its confidence in its ability to adapt and succeed in a volatile environment, the Group intends to propose to the Annual General Meeting of 27 April 2023 the payment of a dividend of €0.50 per share, significantly higher than its pre-pandemic level and in line with the Group's commitment to share value creation with its shareholders.

Recent events

Between 1 January and 28 February 2023, Le Shuttle Freight transported 204,307 trucks, a decrease of 13% compared to the same period in 2022.

Between 1 January and 28 February 2023, Le Shuttle transported 251,175 passenger vehicles, an increase of 46%, reinforcing the trend of returning passengers observed over the past year.

As at 28 February 2023, ElecLink has already secured capacity sales for 71% of its 2023 capacity generating revenues of approximately €520 million, subject to the effective delivery of the service.

Jean Pasternak has joined Getlink as Group chief business development officer. As a member of the Executive Committee, reporting to Yann Leriche, he is responsible for developing Group business opportunities.

With regard to Eurotunnel's business rates, at the date of the Universal Registration Document the Valuation Office Agency is maintaining its position. The Valuation Office Agency shall publish its assessment for the cycle beginning in 2023. In the event that the Valuation Office Agency were to decide in due course to confirm its current position, Getlink would assert its rights in the relevant jurisdictions.

TABLE OF GETLINK SE PARENT COMPANY RESULTS FOR THE LAST FIVE FINANCIAL YEARS⁽¹⁾

	2022	2021	2020	2019	2018
CAPITAL AT END OF FINANCIAL YEAR					
Share capital (<i>in euros</i>)	220,000,000.00	220,000,011.42	220,000,022.69	220,000,011.27	220,000,007.20
Number of existing ordinary shares	550,000,000	550,000,000	550,000,000	550,000,000	550,000,000
Number of existing preference shares	–	1,142	2,269	1,127	720
Maximum number of future ordinary shares to be created on exercise of rights of holders of securities giving access to Getlink SE equity*	719,963	1,332,388	2,914,696	5,405,234	4,821,855
TRANSACTIONS AND RESULTS FOR THE YEAR (<i>in thousands of euros</i>)					
Revenue excluding tax	27,156	25,622	23,106	22,690	23,268
Payroll costs	3,917	4,681	5,771	5,241	5,330
Amount of benefits	1,927	2,364	2,237	5,006	2,394
Number of employees	15	21	24	20	21
Result before tax, employee participation and depreciation and provisions	(1,109)	(7,208)	14,773	150,610	204,625
Tax on profits	671	2,015	2,385	9,263	3,759
Result after tax, employee participation and depreciation and provisions	(17,297)	133	(36,398)	164,897	200,332
Distributed result**	275,000	54,057	26,953	–	193,014
EARNINGS PER SHARE (<i>in euros</i>)					
Result after tax, employee participation and before depreciation and provisions	0.00	(0.01)	0.03	0.29	0.38
Result after tax, employee participation and depreciation and provisions	(0.03)	–	(0.07)	0.30	0.36
Dividend per ordinary share**	0.50	0.10	0.05	–	0.36

* For details, see note H.2.1 of the consolidated accounts in section 2.2.1 of the Universal Registration Document.

** Subject to approval by the General Meeting on 27 April 2023 of the appropriation of the 2022 result.

(1) These company results are presented in accordance with French rules and regulations. These results relate only to Getlink SE as parent company and should be distinguished from the Getlink Group's consolidated results as presented in sections 2.1 and 2.2.1 of the Universal Registration Document.

HOW TO TAKE PART IN THE GENERAL MEETING

Shareholders can take part in this Combined General Meeting regardless of the number of shares or warrants that they own.

A. FORMALITIES REQUIRED IN ORDER TO VOTE

1. Voting eligibility

All shareholders irrespective of the number of shares that they hold have the right to cast their vote at the Meeting.

Regardless of the way you choose to take part in the Meeting, you will have to prove that you are a Getlink SE shareholder.



A question?

See the General Meeting 2023 page on the website www.getlinkgroup.com.

2. How to prove that you are a shareholder

Shareholders wishing to take part in the Meeting whether by attending in person appointing a proxy, voting by internet or by post will need to prove ownership of their shares no later than the second working day before the General Meeting *i.e.* by 00:00 a.m. (CET) on 25 April 2023 under the conditions set out in Article R. 22-10-28 of the French Commercial Code:

- for registered shareholders, by the registration of their shares in the Company's share register;
- for bearer shareholders, by sending to the central agent of this General Meeting, Société Générale – Service Assemblées, 32, rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 03, France, a certificate of ownership of their shares issued by the authorised intermediary holding their accounts.

B. HOW TO VOTE

If you are a Getlink shareholder, you can vote:

- by attending in person;
- by voting by post or by Internet;
- by being represented by any individual or legal entity of your choice; or
- by being represented by the Chairman of the General Meeting.

If you wish to attend the Meeting in person, here is how to request an admission card

Registered shareholders

By post using the prepaid envelope enclosed with the notice of meeting, by using the single postal or proxy voting form. Registered shareholders who have been registered for at least one month on the date of the notice of meeting will receive the notice of meeting brochure together with a single form by post, unless they have requested to be invited electronically.

By internet by connecting to the website www.sharinbox.societegenerale.com with the usual login and password to access the voting site (the admission card will then be made available to the shareholder in printable electronic format or by post as the shareholder wishes), or on the day of the Meeting by going directly to the dedicated counter in possession of an identity document.

Bearer shareholders

By internet: sign in with the usual login and password to the Internet portal of their securities account holder to access the Votaccess website and then follow the procedure indicated on the screen to print their admission card.

By post: ask the authorised intermediary who manages their securities account to send them an admission card. In the latter case, if the shareholder has not received their admission card by 25 April 2023, they must ask their securities account holder to issue them with a certificate of participation, which will enable them to prove their status as a shareholder on the second business day preceding the General Meeting, *i.e.* on 25 April 2023 at 00:00 a.m. (CET), in order to be admitted to the Meeting.

Only certificates of participation drawn up in accordance with the rules defined by the French Commercial Code, *i.e.* issued on the second business day preceding the General Meeting, *i.e.* by 00:00 a.m. (CET) on 25 April 2023 will be accepted on the day of the General Meeting. The certificate of participation is an exceptional way for shareholders to take part in a Meeting and is reserved for cases of loss or non-receipt of the admission card.

Bearer and registered shareholders must be able to prove their identity to attend the General Meeting. In order to facilitate the smooth running of the General Meeting, shareholders are recommended to arrive earlier than the time set for the start of the General Meeting. After this time, it cannot be guaranteed that they will be granted entry to the Meeting room with the possibility of voting. In order to ensure that the vote is held properly, time constraints on participation in the vote during the Meeting will be applied. Thus, registration may be closed one hour before the vote on the resolutions.

Persons who have not provided proof of their status as shareholders or proxies and shareholders who have already cast their votes will not be admitted to the Meeting. Accompanying persons shall not be admitted. A shareholder may not attend the Meeting in person and vote for a part of his shares while at the same time appointing a proxy to vote for the remainder of his shares; a shareholder who attends the Meeting in person may not use any other voting method than voting himself for all of his shares.

If you wish to vote by post or be represented by a proxy at the General Meeting



POSTAL VOTE

Registered shareholder

By post

Return the single postal/proxy voting form, which you will receive along with the notice of meeting, using the prepaid envelope also enclosed with the notice of meeting.

Online

Vote electronically by logging on to the website www.sharinbox.societegenerale.com no later than 3 p.m. (CET) on 26 April 2023.

Bearer shareholder

By post

Request a form by writing to the intermediary with whom their shares are registered, no earlier than the date that the Meeting is called. This letter must reach the Meetings Department of Société Générale no later than six (6) days before the date of the Meeting *i.e.* 21 April 2023. The single postal/proxy voting form must be returned to the financial intermediary who will send it to Société Générale – Service Assemblées, 32, rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 03, France.

Online

Vote electronically, by logging on to the internet portal of their Securities Account Holder to access the Votaccess website (see below), no later than 3 p.m. (CET) on 26 April 2023.

Postal votes will be taken into account provided that they are received at least two (2) days before the date of the Meeting, *i.e.* no later than 25 April 2023, at Société Générale – Service Assemblées, 32, rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 03, France. No forms received by the Company after this date will be taken into account.



PROXY

Shareholders wishing to be represented must send instructions to the central agent Société Générale, using the single form, indicating his or her precise and full contact details as well as those of his or her agent (name, first name and address).

For any proxies given by a shareholder without indication of the proxyholder, the Chairman of the General Meeting will issue a vote according to the recommendations of the Board of Directors.

Revocation of the proxy

The shareholder may revoke his proxy under the conditions set out in the table below.

All proxies must be registered in advance in order to be admissible, at least two (2) days before the date of the Meeting, *i.e.* by 25 April 2023 at the latest.



ONLINE VOTING

Registered shareholder

Log on to the website www.sharinbox.societegenerale.com using your access code, which is required to activate your Sharinbox By SG Markets account. On the Sharinbox homepage you will find all the information to help you with this process. If you have already activated your account with your email address set as your login, your access code is not required and you can use this email address to log in.

The password to log on to the website will have been sent to you by post when you became a client of Société Générale Securities Services or in recent days by post. If that did not happen, you must activate your account to benefit from the new authentication method. If you lose or forget your password, please follow the procedure on the authentication page online.

You must then follow the instructions in your personal space by clicking on the "Reply" button in the "General Meetings" box on the home page and then on "Participate" to access the voting site.

Bearer shareholder

Log on using your usual login and password to the Internet portal of your securities account holder to access the Votaccess website and then follow the procedure shown on the screen.

Internet voting will be open from 5 April 2023 at 9:00 a.m. to 26 April 2023 at 3 p.m. (CET). **In order to avoid any possible risk of the site being overloaded, shareholders are urged not to wait until the last day to log on.**

If you wish to change your proxy, the way in which you take part or sell your shares



RÉVOCATION OF PROXY

By post

The shareholder may revoke his proxy, it being specified that the revocation must be made in writing and according to the procedures specified above.

To appoint a new proxy after revocation, the shareholder must ask Société Générale (if he/she is a registered shareholder) or his/her authorised intermediary (if he/she is a bearer shareholder) to send him/her a new proxy voting form, which he/she must return, marked "Change of proxy", to Société Générale – Service Assemblées, 32, rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 03, France, at least two calendar days before the General Meeting, *i.e.* on 25 April 2023.

By internet

- **For pure or administered registered shareholders:** by logging on to the website www.sharinbox.societegenerale.com with the usual login and password indicated on the portfolio statement and going to the page "My Operations – Getlink SE General Meeting" and then clicking on the button "Appoint or revoke a proxy" on the Votaccess voting site. If a shareholder is no longer in possession of his/her login and/or password, he/she can follow the instructions on the screen to obtain them.
- **For bearer shareholders:** either by logging on to the internet portal of their securities account holder to access the Votaccess site if the intermediary is connected to it, or by sending an email to their financial intermediary. This email must contain the following information: name of the Company, surname, first name, address, bank references of the principal, as well as the surname, first name and, if possible, address of the proxy. Shareholders must ask their authorised intermediary to send written confirmation to Société Générale – Service Assemblées, 32, rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 03, France.

In order for the conclusions or revocations of mandates notified by electronic means to be validly taken into account, the confirmations must be received no later than 3 p.m. (CET) on the eve of the Meeting *i.e.* 26 April 2023.



CHANGE IN THE METHOD OF TAKING PART

In accordance with the provisions of Article R. 22-10-28 of the French Commercial Code, once a shareholder has already cast a postal vote, sent a proxy form or requested an admission card or a certificate of participation to attend the Meeting, he or she may no longer choose another method of taking part in the Meeting.



SALE OF SHARES

A shareholder who has already cast a vote remotely or sent a proxy may dispose of all or part of his shares at any time. However, if the transfer of ownership takes place before 00:00 a.m. (CET) on the second business day preceding the Meeting, the Company shall invalidate or modify accordingly, as the case may be, the remote vote or the proxy. For this purpose, the authorised intermediary holding the account shall notify the Company or its agent of the transfer and provide it with the necessary information. No transfer of ownership made after 00:00 a.m. (CET) on the second business day preceding the Meeting, regardless of the means used, shall be notified by the authorised intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

C. WRITTEN QUESTIONS AND CONSULTATION OF DOCUMENTS MADE AVAILABLE TO SHAREHOLDERS

In accordance with Article R. 225-84 of the French Commercial Code, any shareholder may submit written questions to the Chairman of the Board of Directors as of the date of this publication. These questions must be sent to the Company's registered office, by registered letter with acknowledgement of receipt or by electronic communication to the following address: PresidentGET@getlinkgroup.com so as to arrive no later than the end of the fourth business day preceding the date of the General Meeting, *i.e.* 21 April 2023 in order to be taken into account. They must be accompanied by a certificate of account registration.

In accordance with the applicable legal and regulatory provisions, all documents that must be made available to shareholders in connection with General Meetings will be available at the Company's registered office at 37-39, rue de la Bienfaisance, 75008 Paris, France, within the legal time limits and taking account applicable at the time in question, and, in the case of the documents provided for in Article R. 22-10-23 of the French Commercial Code, on the Company's website at the following address: www.getlinkgroup.com from the twenty-first day prior to the Meeting.

INFORMATION ON SHAREHOLDER RIGHTS

The documents and information referred to in Article R. 225-10-23 of the French Commercial Code are published on the website www.getlinkgroup.com.

THE FOLLOWING DOCUMENTS RELATING TO GETLINK'S ORDINARY AND EXTRAORDINARY GENERAL MEETING ARE AVAILABLE ON REQUEST:

- A.** Agenda.
- B.** 2022 Universal Registration Document.
- C.** Table of results for the last five financial years.
- D.** Reports of the Board of Directors to the General Meeting.
- E.** Report on Corporate Governance.
- F.** Brief summary of the last financial year.
- G.** Reports of the Statutory Auditors to the General Meeting.
- H.** The text of the proposed resolutions presented by the Board of Directors to the shareholders of Getlink SE.
- I.** A list of directors and executive officers as well as the offices they hold.
- J.** Proxy/postal voting form.
- K.** Document and information request form in accordance with Article R. 225-83 of the French Commercial Code.
- L.** A summary table of delegations of authority granted to the Board of Directors by the General Meeting regarding share capital increases.

The documents referred to in A, C, F, H, K and L are included in this document or, with regard to the documents D, E, I, are partially referred to in this document and the document referred to at J is enclosed with it for registered shareholders.



APPLICATION FORM

OPT FOR E-NOTICE OF MEETING

We would like to send you the notice of meeting for General Meetings in future years by email.

If you wish to participate in this process, please return the document below, duly completed and signed, to Société Générale Securities Services, Service Assemblées, 32, rue du Champ-de-Tir, CS 30812 – 44308 Nantes Cedex 03 – France.

I would like to receive the notice of Getlink's General Meetings by internet to my e-mail address indicated below. I would like to give you my contact details:

Name:

First name:

Date of birth:

Municipality of birth:

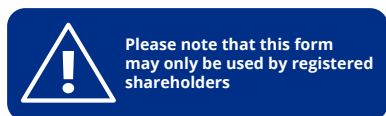
Country of birth:

I give my e-mail address (please complete in capital letters):

..... @

Done at:, the

Signature :



Please note that this form
may only be used by registered
shareholders



DOCUMENT REQUEST FORM

To be returned to:

**Société Générale Securities Services
Service Assemblées**
32, rue du Champ-de-Tir
CS 30812
44308 Nantes Cedex 03
France

I, the undersigned

☐ Mr

☐ Mrs

Name (or company name)⁽¹⁾ :

First name:

Shareholder reference number:

Holder of..... registered shares and/or bearer shares, wish to receive the documents or information set out in Articles R. 225-81 and R. 225-83 of the French Commercial Code in respect of the Combined General Meeting of 27 April 2023, except for the documents enclosed with this notice of meeting⁽²⁾ in the following manner:

By post to the following address:

No: Street:

Postcode: City: Country:

By email at the following address: @

If I provide my address, I authorise Getlink SE or its agent, if any, to use my e-mail address for sending all corporate communications related to the Company.

In the case of refusal, tick here: ☐

Done at:....., the

Signature:

In accordance with Article R. 225-88 of the French Commercial Code, shareholders holding registered shares may obtain from the Company, by means of a single request, the above-mentioned documents and information for subsequent meetings.

N.B.: if the information contained in this document is used for a computerised personal file, it will be subject to the provisions of Law No. 78-17 of 6 January 1978, particularly with regard to the right of access and rectification that may be exercised by the person concerned.

(1) For legal persons, indicate the exact name of the company.

(2) Delete as appropriate.





GETLINK SE

European Company
with a capital of €220,000,000
483 385 142 R.C.S. Paris
LEI: 9695007ZEQ7MOOE74G82

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75008 Paris – France
www.getlinkgroup.com