2024

NOTICE OF MEETING

30 YEARS

GETLINK

WELCOME TO THE COMBINED GENERAL MEETING

Tuesday 7 May 2024 – 10 a.m. (CET),
At Chateauform' Le 28 George V,
28, avenue George-V – 75008 Paris.

We encourage you to vote online by Internet
The General Meeting will be live streamed and subsequently available on the website

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www.getlinkgroup.com

Shareholders are invited to regularly consult the section dedicated to the 2024 General Meeting on the Getlink website.

Key dates

6 May 2024 at 12.00 noon (CET) at the latest
Deadline for receipt of the voting forms by Société Générale Securities Services

6 May 2024 at 3 p.m. (CET)
Deadline for voting by Internet

7 May 2024 at 10 a.m. (CET)
Getlink SE General Meeting
(registration starts at 9 a.m.)

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 2023;

1. Review and approval of the statutory accounts for the year ended 31 December 2023;
2. Appropriation of the financial result for the year ended 31 December 2023; setting the amount of the dividend and its payment date;
3. Review and approval of the consolidated accounts for the year ended 31 December 2023;
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. Renewal of the term of office of Sharon Flood as a director;
7. Renewal of the term of office of Jean-Marc Janaillac as a director;
8. Ratification of the cooption of Jean Mouton as a director;
9. Appointment of MAZARS SA as statutory auditor in charge of the certification of sustainability information;
10. Appointment of KPMG SA as statutory auditor in charge of the certification of sustainability information;
11. 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 2023 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;
12. Approval of the elements of remuneration paid during or awarded in respect of the financial year ended 31 December 2023 to Yann Leriche, Chief Executive Officer;
13. Approval of the remuneration elements paid during or awarded in respect of the financial year ended 31 December 2023 to Jacques Gounon, Chairman of the Board of Directors;
14. Approval of the remuneration policy applicable to members of the Board of Directors for the 2024 financial year, pursuant to Article L. 22-10-8-II of the French Commercial Code;
15. 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 2024 financial year;
16. 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 2024 financial year.

Resolutions for decision by the Extraordinary General Meeting

- Report of the Board of Directors to the Extraordinary General Meeting;
- Statutory Auditors' reports;

17. 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;
18. 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;
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. Amendment to the Articles 4, 6, 9, 10, 11, 20, 21, 22, 24, 27, 28 of the Articles of Association;
22. Amendment to Article 19 of the Articles of Association concerning the age limit for the Chairman of the Board of Directors;
23. Powers for the formalities.

HOW TO TAKE PART
IN THE GENERAL MEETING?

*Shareholders can take part in this Combined General Meeting regardless of the number of shares that they own. This right is subject to the shares being registered in the shareholder's name as at the second business day before the General Meeting on **3 May 2024 at 00:00 a.m.** (CET). This General Meeting will be live streamed on the **getlinkgroup.com** website.*

A. Your attendance at the General Meeting

Terms and conditions of participation

You have several options to exercise your rights as a Getlink shareholder:

- attend the General Meeting in person with your admission card;
- vote by post on the resolutions;
- be represented by the Chairman of the General Meeting;
- be represented by a proxy of your choice.

To exercise this right, shareholders have to prove ownership of their shares no later than the second business day preceding the Meeting namely on 3 May 2024 at 00:00 a.m. (CET) 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 authorized intermediary holding their accounts.

To participate and vote, please consult the instructions below and use the internet as much as possible, a practical, fast, secure and eco-responsible solution.

Shareholders may obtain, on request, confirmation that their vote has been recorded and taken into account by the Company, unless this information is already available to them. Any request from a shareholder to this effect must be made within three months following the General Meeting (accompanied by supporting documents of the identity of the shareholder).

Change in the method of taking part

It is specified that any shareholder who has already cast a postal vote, sent a proxy form or a certificate of participation under legal conditions can no longer choose another method of participation.

Sale of shares

It is specified that any shareholder having already cast a vote dispose of all or part of his shares at any time. However, if the transfer is completed before 3 May 2024 at 00:00 a.m. (CET) midnight (Paris time), the Company invalidates or modifies accordingly, as the case may be, the vote expressed remotely, the power of attorney, or the certificate of participation.

! Shareholders wishing to attend the Meeting are invited to make their request as soon as possible to receive the admission card in good time and to arrive in advance on the day of the General Meeting. Beyond that, their access to the room with the possibility of voting cannot be guaranteed.

B. How to take part and vote?

➜ **Internet voting will be open from 17 April 2024 at 9:00 a.m. to 6 May at 3 p.m. (CET)**

BY INTERNET

Registered shareholder

Log in to the website https://sharinbox.societegenerale.com **open from 17 April 2024 at 9:00 a.m. until 6 May 2024 at 3 p.m. (CET),** using the access code, required to activate the SharinboxBySGMarkets account. If you have not done so, you will need to activate your account to benefit from the new authentication version.

If you have already activated your account with your email address set as your login, the access code is not required the email address you will use to log in.

Your password has been sent to you by post at the opening of your registered account with Société Générale. If you lose or forget your password, a new one can be obtained via the authentication page on the website.

On the home page, in your personal area, to access the voting site, click on the "Reply" button in the "General Meetings" box and then "Participate".

Bearer shareholder

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

Whatever your type of holding, you can choose to:

- vote on resolutions remotely by Internet;
- give your proxy to the Chairman or to a proxy of your choice;
- for shareholder wishing to attend the General Meeting in person, download your e-admission card or ask to receive your admission card by post to attend the General Meeting.

Some advice:

- To avoid overloading the dedicated secure website, don't wait until the day before the Meeting to vote.
- If you vote by Internet, do not return the postal voting form.

BY POST WITH THE REGISTRATION FORM

YOU WILL BE ATTENDING THE GENERAL MEETING IN PERSON

If you are a registered shareholder

- Black out the box on the participation form attached to the following notice of meeting. Date and sign in the "Date and signature" box. Return it using the enclosed "T" envelope. You will receive your admission card by post.(1)

If you are a bearer shareholder

- Contact your bank or broker, indicating that you wish to attend the General Meeting and requesting a certificate to prove your status as a shareholder;
- The securities account holder will follow it to SGSS;
- You will receive your admission card by post.(1)

Shareholders wishing to attend the Meeting must comply with the admission requirements (see section A above).

YOU WILL NOT BE ATTENDING THE GENERAL MEETING IN PERSON

Whatever your type of holding, you can choose one of the following three options by ticking one of the boxes on the form:

- vote by post: tick the "I vote by post" 1 and vote by following the instructions;
- give proxy to the Chairman of the Meeting: tick the box "I give proxy to the Chairman of the General Meeting" 2. In this case, your vote will be the same as the Chairman's vote on the draft resolutions presented;
- give proxy to any other person: tick the box "I give proxy to" 3 and designate the person who will attend the Meeting.

Some advice to attend the General Meeting in person:

- Any request for an admission card by mail must be received by SGSS no later than 2 May at 12 noon (CET).
- Shareholders are invited the day of the Meeting 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. Time constraints for participation in voting during the session will be applied. Thus, registration may be closed one hour before the vote on the resolutions.
- 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 his shares.

For this form to be valid, it must:

- be completed, dated and signed in the "date and signature" box;
- be received by **Société Générale Securities Services** before 6 May 2024 at 12 noon (CET) (Do not return the form to Getlink).

TO PARTICIPATE IN THIS GENERAL MEETING:
Please choose one of the three options

YOU WISH TO ATTEND THE MEETING:
shade in this box

1

YOU WISH TO VOTE BY POST

a) *Shade in this box*

b) *and if you wish to vote "No" or "Abstain" for one or more resolutions, shade in the corresponding box (No or Abstain) for the resolution(s) concerned.*

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

OR

2

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

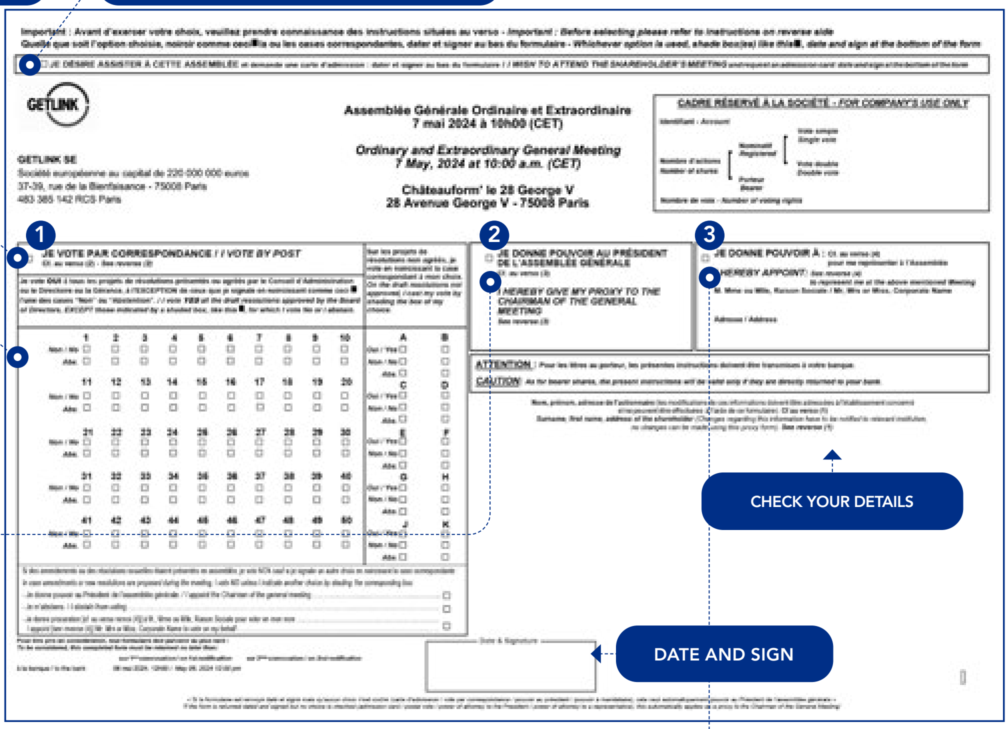
Shade in this box.

OR

3

YOU WISH TO APPOINT A PROXY

Shade in this box and insert details of your proxy.



(1) *If you have not received your admission card on 3 May 2024 at 00:00 a.m. (CET), you will need to request a certificate of participation from the intermediary holding your account. Registered shareholders may attend the General Meeting with proof of identity.*

☑ | APPOINTMENT AND REVOCATION OF MANDATE FOR THE MEETING

In accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, the notification of the appointment or revocation of a proxy may first be made by post in the same manner as required for appointment and must be sent to Société Générale's General Meetings. Appointments or revocations of proxies made by post or electronically must be recorded in advance in order to be admissible, at least two (2) days before the date of the Meeting. As the end of the deadline is a Sunday, the receipt of instructions relating to the appointment and/or revocation of a proxy will be accepted until Monday 6 May at 12 noon (CET) at the latest.

BY INTERNET

For pure or administered registered shareholders:

Log in to the Website: **https://sharinbox.societegenerale.com** with the usual login and password. On the home page, in your personal area, to access the voting site, click on the "Reply" buttom in the "General Meetings" box and then "Participate". Finally, click on "Appoint or revoke a mandate" on the Votaccess voting site. If you lose or forget your username and/or password, please follow the instructions on the screen.

For bearer shareholders:

The proxy holder of a bearer shareholder must obtain information from the intermediary who manages their securities account, which will inform them of the voting procedures to be followed. The instructions must contain the following information: name of the Company, surname, first name, address, bank references of the principal, as well as the surname, the first name and, if possible, address of the proxy. The shareholder must ask the authorised intermediary to send written confirmation to Société Générale – Service Assemblées, 32, rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 03.

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 that 3 p.m. (CET) on the eve of the Meeting *i.e.* 6 May 2024.

BY POST

The mandatory must send to Société Générale's General Meetings a mail indicating the name of the Company Getlink SE and the date of the meeting, the name, the first name, address and registered account (or bank references if the shareholder is a bearer shareholder) of the mandator, if applicable, as well as the name, first name and, if possible, the address of the proxy.

If the shareholder is a bearer shareholder, he must also ask his financial intermediary who manages his account to send written confirmation to the General Meetings Department of Société Générale's General Meetings – Assemblées Générales – 32, rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 03.

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 to Société Générale (if he is a registered shareholder) or his/her authorized intermediary (if he/she is a bearer shareholder) to send him/her a new proxy voting from, 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.

Nominations or revocations of mandates by post must be received no later than 12 noon (CET) on 6 May 2024 at the latest.

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 ti arrive no later than the end of the fourth business day preceding the date of the General Meeting i.e 30 April 2024 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-fist day prior to the Meeting.

PRESENTATION OF THE PROPOSED RESOLUTIONS

Resolutions for decision by the Ordinary General Meeting

PURPOSE

The **first resolution** is to approve the statutory accounts of Getlink SE for the 2023 financial year, which show a profit of €123,879,019.10.

Resolution 1

Review and approval of the Company's statutory accounts for the financial year ended 31 December 2023

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 2023 as presented which show a profit of €123,879,019.10 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 (€18,961.62).

PURPOSE

The **second resolution** is to approve the Board of Directors' proposal to appropriate the Company's profit and to distribute a dividend of €302,500,000 *i.e.* a dividend of €0.55 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:

- Distributable profit: €128,371,035.10;
- Other reserves "NRS redemption*" account: €598,797,032.00.

Resolution 2

Appropriation of the result for the financial year ended on 31 December 2023, 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 2023, as approved in the first resolution of this General Meeting, show **a profit of €123,879,019.10**, and
  - that the legal reserve is fully funded,
  - after having noted, after taking into account the accumulated carried forward balance from previous years (€4,492,016.00), that the distributable profit, after allocation of the loss for the 2023 financial year, amounts to €128,371,035.10;
- resolves, on the proposal of the Board of Directors, to distribute a dividend of €302,500,000 *i.e.* a dividend of €0.55 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 €302,500,000 in priority from the distributable profit (*i.e.* €128,371,035.10) and the balance from the accounting item Other reserve "ORA Reimbursement" for an amount of €174,128,964.90.

As a result, the "Balance carried forward" account would amount to €0 and the Other reserve "NRS Redemption" account would be reduced from €598,797,032.00 to €424,668,067.10.

The aggregate distribution of €302,500,000 was determined on the basis of a number of shares of 550,000,000 making up the share capital on 28 February 2024; 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 2023 as follows:

(in euros)	
Profit brought forward at 31 December 2023	4,492,016.00
Profit for the 2023 year	123,879,019.10
Distributable profit	**128,371,035.10**
Dividend for the 2023 year(1)	**302,500,000.00**
Balance carried forward	0
Legal reserve	22, 422,885.16
Other reserves NRS redemption carried forward	424,668,067.10

(1) Based on the number of shares contributing the share capital as at 28 February 2024, I.e. 550,000,000 ordinary shares.

The dividend will be detached from the share on the Euronext Paris market on 30 May 2024 and will be payable in cash on 5 June 2024 on positions closed on the evening of 31 May 2024.

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%.

* *As part of the 2007 financial restructuring, part of the debt was converted into notes redeemable in shares (NRS) issued by an English company in the Group (EGP) and redeemable in shares of the French parent company (Getlink SE). The nominal value of the notes was higher than the nominal value of GET shares. The amounts corresponding to the difference between the total nominal amount of the NRS redeemed and the total nominal value of the Getlink ordinary shares issued in this connection were recorded in the "NRS redemption reserve". The NRS have been redeemed in full; EGP was absorbed by Getlink. The reserve is freely distributable.*

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:

Financial year	Amount distributed *(in euros)*[(a)]	Number of shares with a right to dividend[(b)]	Dividend per share *(in euros)*
2020			
Dividend	27,500,000	550,000,000	0.05
2021			
Dividend	55, 000, 000	550,000,000	0.10
2022			
Dividend	275, 000, 000	550, 000, 000	0.50

(a) *The critical values.*
(b) *Actual number of shares in historical data: the adjustment result from the existence of treasury shares:*
– 2020 Financial year: €26,953,409.75 for 539,068,195 shares;
– 2021 Financial year: €54,057,255.80 for 540,572,558 shares;
– 2022 Financial year: €270,507,984 for 54,015,968 shares.

PURPOSE

The **third resolution** is to approve the Group's consolidated accounts for the 2023 financial year, which show a profit of €326,035,777.92.

Resolution 3

Review and approval of the consolidated accounts for the year ended 31 December 2023

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 2023, as presented, which show a profit of €326,035,777.92, as well as the transactions reflected in such financial statements and summarised in these reports.

PURPOSE

With the expiry on 26 October 2024 of the authority granted by the General Meeting of 27 April 2023, 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 2023.

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 28 February 2024, 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:
   - 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,
   - 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,
   - 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 2023 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.

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 purpose of the **sixth, seventh and eighth resolutions:**

- the renewal of the terms of office of Sharon Flood and Jean-Marc Janaillac as Directors, which expire at the close of this General Meeting;
- the ratification of the cooption of Jean Mouton co-opted by the Board of Directors at its meeting on 19 July 2023 to replace Carlo Bertazzo who has resigned.

Jean-Marc Janaillac and Sharon Flood, independent directors, chair the meetings of the Audit Committee and the Safety and Security Committee respectively. Jean Mouton, Chairman of the Nexans Board of Directors, sits on the Nomination and Remuneration Committee.

For more details, please refer to pages 26, 27 et 28 of this brochure, where you will find their individual biographies describing their respective skills and expertise.

Resolution 6

Renewal of Sharon Flood as a director

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 renew the term of office of Sharon Flood 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 2027.

Resolution 7

Renewal of Jean-Marc Janaillac as a director

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 renew the term of office of Jean-Marc Janaillac 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 2027.

Resolution 8

Ratification of the cooption of Jean Mouton as a director

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 ratify the appointment by co-option of Jean Mouton as a Director to replace Carlo Bertazzo, who has resigned, for the remainder of the latter's term of office, *i.e.* until the close of the Ordinary General Meeting called to approve the financial statements for the year ending 31 December 2025.

PURPOSE

The purpose of the **ninth and tenth resolutions** is to appoint MAZARS SA and KPMG SA as statutory auditors in charge of certifying sustainability information. As part of the changes in European and French regulations relating to the publication and certification of sustainability information*, the non-financial performance statement, which is an integral part of the management report, will be replaced as from 1 January 2025 by the sustainability report, the content of which will be verified by a statutory auditor whose appointment is proposed in accordance with Article L. 821-40 of the French Commercial Code.

The first sustainability report is to be submitted to the 2025 Annual General Meeting called to approve the 2024 financial year. At its meeting on 28 February 2024, the Board of Directors, acting on a proposal from the Audit Committee, decided, in accordance with the legal and regulatory framework in force, to propose that this new assignment be entrusted to one of the Statutory Auditors who already holds an audit engagement for the remainder of their term of office, *i.e.* until the end of the General Meeting called to approve the financial statements for the year ending 31 December 2024. As MAZARS SA and KPMG SA have already acted as independent third-party bodies in the context of the verification of previous non-financial performance declarations, their appointment would ensure the smooth integration of this new requirement. MAZARS SA and KPMG SA have indicated that they accept these positions and that they are not affected by any incompatibility or prohibition likely to prevent their appointment.

* *European directive (EU) 2022/2464 "Corporate Sustainability Reporting" of 14 December 2022 transposed by Order No. 2023-1142 of 6 December 2023 relating to the publication and certification of sustainability information.*

Resolution 9

Appointment of MAZARS SA as sustainability statutory auditor

The General Meeting, under the conditions required by ordinary general meetings as to quorum and majority, in accordance with Article L. 232-66-3 of the French Commercial Code, resolves to appoint MAZARS SA as statutory auditors in charge of the task of certifying consolidated sustainability information, for a period of one year, *i.e.* the remainder of the term of office *i.e.* until the end of the General Meeting to be held in 2025 to approve the financial statements for the year ending 31 December 2024, it being specified that MAZARS SA will be represented by a natural person who meets the necessary conditions to carry out the task of certifying sustainability information in accordance with the conditions set out in article L. 821-18 of the French Commercial Code.

Resolution 10

Appointment of KPMG SA as sustainability statutory auditor

The General Meeting, under the conditions required by ordinary general meetings as to quorum and majority, in accordance with Article L. 232-66-3 of the French Commercial Code, resolves to appoint KPMG SA as statutory auditors in charge of the task of certifying consolidated sustainability information, for a period of one year, *i.e.* the remainder of the term of office *i.e.* until the end of the General Meeting to be held in 2025 to approve the financial statements for the year ending 31 December 2024, it being specified that KPMG SA will be represented by a natural person who meets the necessary conditions to carry out the task of certifying sustainability information in accordance with the conditions set out in article L. 821-18 of the French Commercial Code.

PURPOSE

Remuneration of the CEO, Chairman and Board members

Ex-post vote

(Detailed information page 29 *et seq.* of this brochure.)

The **eleventh 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 2023 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 2023 Universal Registration Document.

The **twelfth and thirteenth 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 2023 financial year (twelfth resolution) and to the Chairman of the Board for the 2023 financial year (thirteenth resolution), as set out in the corporate governance report in the Getlink SE 2023 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 36 *et seq.* of this brochure.)

Approval of the remuneration policy for the CEO, Chairman and Board members for the 2024 financial year. The **fourteenth 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-II of the French Commercial Code, as presented in the report on corporate governance prepared by the Board of Directors, included in the 2023 Universal Registration Document.

The **fifteenth resolution** is to enable the General Meeting to decide on the remuneration policy for the Chief Executive Officer for 2024. The **sixteenth resolution** is to enable the General Meeting to decide on the remuneration policy for the Chairman of the Board of Directors for 2024.

Resolution 11

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 2023 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 2023 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 2023 Universal Registration Document and referred to in the notice of meeting brochure.

Resolution 12

Approval of the remuneration elements paid during or awarded in respect of the financial year ended 31 December 2023 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 2023 or awarded in respect of the same year to Yann Leriche, Chief Executive Officer, as presented in the report in the Getlink SE 2023 Universal Registration Document and referred to in the notice of meeting brochure.

Resolution 13

Approval of the remuneration elements paid during or awarded in respect of the financial year ended 31 December 2023 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 2023 or awarded in respect of the same year to Jacques Gounon, Chairman, as presented in the report in the Getlink SE 2023 Universal Registration Document and referred to in the notice of meeting brochure.

Resolution 14

Approval of the 2024 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 2023 Universal Registration Document and referred to in the notice of meeting brochure.

Resolution 15

Approval of the elements of the 2024 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 2023 Universal Registration Document and referred to in the notice of meeting brochure.

Resolution 16

Approval of the elements of the 2024 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 2023 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 **seventeenth and eighteenth 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 purpose of the **seventeenth resolution** is to authorise the Board of Directors to set up a democratic plan for the allocation of free shares to Group employees (excluding Chief Executive Officer and senior executive officers). The purpose of this resolution is to authorise the Board, for a period of 12 months, to make free allocations to employees of existing shares held as part of the share buyback programme. This collective plan, the terms and conditions of which would be defined by the Board, would be granted to employees of the Company and its French and UK subsidiaries, **(excluding Chief Executive Officer and senior executive officers)**. This authorisation is calibrated to enable a free allocation of **130 ordinary shares** per employee, without any performance conditions, *i.e.* an allocation representing, on the basis of a theoretical workforce of 3,600, **468,000 ordinary shares** representing 0.085% of the share capital.

Resolution 17

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 468,000 ordinary shares with a nominal value of €0.40 each, *i.e.* 0,085% of the share capital as at 28 February 2024 (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 eighteenth 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.

PURPOSE

2024 LTI Plan

It is proposed to the General Meeting, under the terms of the **eighteenth resolution,** to authorise a long-term incentive plan for the allotment of 450,000 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 **450,000** shares in 2024, *i.e.* **0.081%** of the capital. This plan concerns the Chief Executive Officer for a share limited to a maximum amount of 15% of the total allocation 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 previous plans, with a strengthening of the share performance criterion, with relative performance being doubled by an absolute performance criterion, and by continuing the adopted of strengthening the Company's commitment to limiting its greenhouse gas emissions over a three-year period.

The external performance condition (the "market weighting") will be based on the dual performance of the Getlink ordinary shares *i.e.* in terms of both relative and absolute performance:

- firstly, of the relative performance of the Getlink share *i.e.* the average performance – including dividends – (TSR) of the Getlink SE ordinary share over a period of three years compared to the Group's sectoral GPR Getlink Index set out in the first part of the presentation of the remuneration policy in chapter 5 of the Universal Registration Document and page 36 of this brochure. This element determines **30%** 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, bearing 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, and
  - should the TSR of the Getlink SE ordinary share be equal to the performance of the GPR Getlink Index over the aforementioned period of three years, 20% of the number that can be granted will be granted, with the whole being capped at **30%** of the number that can be granted;
- secondly, the absolute value performance of the Getlink share over a three-year period assessed in relation to the increase in the average share price over three years ("Final Price" = average share price for the third calendar year of the plan) compared with the initial share price ("Initial Price" = average share price for the grant calendar year):

  This external performance condition determines **15%** 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, bearing in mind that:
  - if the Final Price is lower than the Initial Price: the number of ordinary shares obtained is equal to 0,
  - if the Final Price is equal to the Initial Price: the number of ordinary shares obtained is equal to 7% of the attributable volume,
  - if the Final Price is higher than the Initial Price: the beneficiary receives a number of ordinary shares that increases up to a maximum of 15% of the attributable volume.

The first internal 30% performance condition (the "EBITDA weighting"), will be based on the organisation's economic performance, assessed by reference to the Group's average consolidated EBITDA level of achievement over a three-year period covering the 2024, 2025 and 2026 financial years, at comparable exchange rates and scope. It will account for 30% of the cumulative weighting. The definitive allocation of shares linked to this condition would vary according to the level at which the objective is achieved, bearing in mind that:

- should the average rate of achievement of EBITDA for 2024, 2025 and 2026 be strictly less than 100% of the EBITDA targets communicated to the market by Getlink SE for 2024, 2025 and 2026 there will be no grant; and
- should the average rate of achievement of EBITDA for 2024, 2025 and 2026 be equal to or greater than 100% EBITDA targets communicated to the market by Getlink SE for 2024, 2025 and 2026, 20% of the volume that could be allocated will be effectively allocated; the total being capped at 30%.

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

The second internal performance condition (the "Climate weighting") will be based on the intermediate 2026 objective of reducing the Group's direct emissions (Scopes 1 and 2) by 30% (in tonnes of CO_2 equivalent) on a like-for-like basis compared to 2019 emissions as set out in section 6.4.2 of the Universal Registration Document. It will determine **15%** of the cumulative weighting.

The third internal performance condition (the "CSR weighting") would be based on the achievement of four objectives specified on page 40 of the brochure: safety, equality men/women, social climate, quality of service, etc.

This element determines **10%** of the cumulative weighting. Should the rate of achievement of the objective be strictly lower than 100%, there will be no allocation and should the rate of achievement of the objective be equal to or greater than 100%, the rate of allocation will depend on the outperformance in relation to the target with the total being capped at 10%.

Resolution 18

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 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:
   - 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 450,000 ordinary shares (representing, as at 28 February 2024, 0.081% 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 seventeenth 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 67,500 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 with 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, specified by the Board of Directors on the basis of the following criteria:
   - the dual stock market performance of the Getlink share *i.e.* in terms of both relative (compared to the Group's sectoral GPR Getlink Index) and absolute performance: (45%),
   - the organisation's economic performance, assessed by reference to the Group's average consolidated EBITDA growth rate over a three-year period covering the 2024, 2025 and 2026 financial years, at comparable exchange rates and scope (30%),
   - the 2026 climate performance assessed against the objective to reduce the Group's direct greenhouse gases emissions (Scopes 1 and 2) by 30% (in tonnes of CO_2 equivalent), 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,
   - 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

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 2023 in its nineteenth resolution.

PURPOSE

It will 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 provisions.

Resolution 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

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 2023 in its twentieth resolution. It is valid for a period of twenty-six months as from this Meeting.

PURPOSE

In the **twenty-first and twenty-second resolutions,** it is proposed to amend several articles of the Articles of Association: Firstly, this involves making editorial adjustments that have no impact on the substance of the provisions of the Articles of Association in order to bring them up to date with legal or regulatory changes introduced in particular by the Law of 22 May 2019 on the growth and transformation of businesses (known as the "PACTE Law") and Decree No. 2019-1118 of 31 October 2019 on the dematerialisation of company registers, minutes and decisions.

These amendments to the Articles of Association concern:

- updating Article 4 ("Registered office") with the new wording of Article L. 225-36 of the French Commercial Code, which extends the Board of Directors' power to decide on the transfer of the registered office to the whole of France (and no longer just to neighbouring *departments*) subject to ratification of this decision by the Ordinary General Meeting of shareholders;
- the updating of Articles 20 ("Deliberations of the Board") and 21 ("Minutes"), to enable the attendance register to be kept and the special register of Board deliberations to be kept in electronic format, in accordance with the new wording of Articles R. 225-20 and R. 225-22 of the French Commercial Code;
- the amendment of Article 22 ("Powers of the Board"), to specify the Board's consideration of "social and environmental issues" in its determination of the direction of the Company's business and in monitoring their implementation;
- the updating of Article 24 ("Remuneration of Directors, the Chairman, Chief Executive Officers, Deputy Chief Executive Officers and Officers of the Board of Directors") in application of the PACTE Law, which abrogated Article L. 225-42-1 of the French Commercial Code;
- the updating of Article 27 ("General Rules"), with the deletion of two references to a repealed regulatory text and the replacement of the reference to "Works Council" by "Social and Economic Committee" (new body resulting from the merger of staff representative bodies by one of the orders issued in application of the Labour Law);
- the addition of the possibility of drawing up minutes of general meetings in electronic format, in accordance with the new wording of article R. 225-106, which refers to article R. 225-22 of the French Commercial Code;
- the updating of Article 28 ("Ordinary General Meetings") by replacing the reference to the term "attendance fees" (abolished by the PACTE Law) with that of "remuneration of members".

Secondly, it is proposed that all references to classes of shares and A Shares be deleted from the Articles of Association, as all Getlink shares are now ordinary shares, following the cancellation of the E preference shares by your General Meeting on 27 April 2022. Consequently, it is proposed that Articles 6 ("Share capital – Shares – Preference shares"), 9 ("Form of shares"), 10 ("Transfer of A Shares") and 11 ("Shareholders' rights") be amended.

Lastly, in the interests of clarity vis-à-vis shareholders as well as the market, the Board is proposing to amend, under the terms of the **twenty-second resolution,** Article 19 of the Articles of Association which, until now, has enabled it to decide on the continuation in office and renewal of the term of office of its Chairman who has reached the statutory age limit of 70 for further annual periods, up to a limit of five. The Board confirmed its wish to maintain the Chairman in office until the end of his term as director, *i.e.* until the 2026 Annual General Meeting, and proposed that the Articles of Association be clarified accordingly.

Resolution 21

Amendments to the articles 4, 6, 9, 10, 11, 20, 21, 22, 24, 27, 28 of the Articles of Associations

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, resolves to amend the Articles of Association of the Company, in particular in order to (i) comply with legislative and regulatory changes, (ii) remove all references in the Articles of Association to classes of shares and A Shares; therefore the Articles 4, 6, 9, 10, 11, 20, 21, 22, 24, 27 and 28 of the Articles of Association would be amended as follows:

- Amendment to the third paragraph of Article 4 of the Articles of Association:

Former wording	New wording
Article 4 – Registered office	Article 4 – Registered office
1° – The registered office is at: 37-39, rue de la Bienfaisance – 75008 Paris.	1° – The registered office is at: 37-39, rue de la Bienfaisance – 75008 Paris.
2° – It may be transferred to another Member State of the European Union, at any time, without dissolution or creation of a new legal entity, by decision of the Extraordinary General Meeting, ruling on the draft drawn up for this purpose by the Board of Directors and published under the conditions provided for by the regulations in force;	2° – It may be transferred to another Member State of the European Union, at any time, without dissolution or creation of a new legal entity, by decision of the Extraordinary General Meeting, ruling on the draft drawn up for this purpose by the Board of Directors and published under the conditions provided for by the regulations in force;
3° – It may be transferred to any other location in the same département or an adjacent département by simple decision of the Board of Directors, subject to ratification of this decision by the next Ordinary General Meeting, and anywhere else by virtue of a resolution of the Extraordinary General Meeting, subject to the legal provisions in force. (...)	3° – It may be transferred to any other location **on French territory** by simple decision of the Board of Directors, subject to ratification of this decision by the next Ordinary General Meeting, and anywhere else by virtue of a resolution of the Extraordinary General Meeting, subject to the legal provisions in force. (…)

- Amendment of Article 6 of the Articles of Association (deletion of all references to Class A Shares):

Former wording	New wording
Article 6 – Share capital	Article 6 – Share capital
The share capital of the Company is set at two hundred and twenty million Euro (€220,000,000).It is divided into 550,000,000 ordinary shares with a nominal value of €0.40 each, all fully paid-up, hereafter referred to as the A Shares.	The share capital of the Company is set at two hundred and twenty million Euro (€220,000,000).It is divided into 550,000,000 ordinary shares with a nominal value of €0.40 each, all fully paid-up.
For the purposes of these articles of association, any reference to the expression "shares" shall mean, by default, the A Shares and the expression "shareholder" shall only refer to holders of the A shares.	*[Deletion of the second paragraph]*

- Amendment of Article 9 of the Articles of Association (deletion of all references to Class A Shares):

Former wording	New wording
Article 9 – Form of the shares	Article 9 – Form of the shares
9.1 – A Shares are registered shares or bearer shares, at the choice of the shareholder, subject to the provisions of laws and regulations.	9.1 – Shares are registered shares or bearer shares, at the choice of the shareholder, subject to the provisions of laws and regulations.
9.2 – [Not applicable]	
9.3 – [Not applicable]	
9.4 – [Not applicable]	

- Amendment of Article 10 of the Articles of Association(deletion of all references to Class A Shares and of paragraph 4°, which is now obsolete):

Former wording	New wording
Article 10 – Transfer of A Shares	Article 10 – Transfer of shares
1° – Ownership of shares result from an individual account entry made in the name of the holder or holders under and in accordance with the conditions and procedures prescribed by applicable laws and regulations.	1° – Ownership of shares result from an individual account entry made in the name of the holder or holders under and in accordance with the conditions and procedures prescribed by applicable laws and regulations.
2° – Transfers of shares, like all other transferable securities issued by the Company are made by inter-account transfer under the conditions prescribed by applicable laws and regulations.	2° – Transfers of shares, like all other transferable securities issued by the Company are made by inter-account transfer under the conditions prescribed by applicable laws and regulations.
3° – A Shares are freely negotiable.	3° – Shares are freely negotiable.
4° – Heirs, representatives, successors or creditors of shareholders may not, for whatever reason, demand the affixing of seals on the Company's assets or documents, or demand that they be shared or sold by auction, nor involve themselves in any way in the Company's management; in order to exercise their rights, they must refer to the Company's inventories and decisions of the shareholders in general meeting.	*[Deletion of paragraph 4°]*

- Amendment of Article 11 of the Articles of Association (deletion of all references to Class A Shares):

Former wording	New wording
Article 11 – Rights of shareholders	Article 11 – Transfer of shares
1° – Rights of the holders of A Shares	1° – Rights of the holders of shares
Each A Share gives the right, in terms of company asset ownership, to profit sharing and liquidation dividends in proportion to the fraction of the share capital that it represents. Each A Share also gives the right to vote and be represented at general meetings and the right to be informed about the performance of the Company and to obtain certain corporate documents at such times and under the conditions provided by law and the Articles of association.	Each share gives the right, in terms of company asset ownership, to profit sharing and liquidation dividends in proportion to the fraction of the share capital that it represents. Each share also gives the right to vote and be represented at general meetings and the right to be informed about the performance of the Company and to obtain certain corporate documents at such times and under the conditions provided by law and the Articles of association.
A double voting right compared to the right conferred on other A Shares, by reference to the fraction of share capital they represent, will be applied under the conditions provided by applicable law and regulations, to all fully paid-up A Shares which can be shown to have been held by the same shareholder in registered form for two years (such two year-period running from the date of admission of the Company's shares to trading on a regulated market).	A double voting right will be applied under the conditions provided by applicable law and regulations, to all fully paid-up shares which can be shown to have been held by the same shareholder in registered form for two years (such two year-period running from the date of admission of the Company's shares to trading on a regulated market).
In the event of a share capital increase by incorporation of reserves, profits or share premiums, such double voting right is conferred, as from their date of issue, on A Shares in registered form issued to a shareholder for free by virtue of the existing A Shares from which he derived this right.	In the event of a share capital increase by incorporation of reserves, profits or share premiums, such double voting right is conferred, as from their date of issue, on shares in registered form issued to a shareholder for free by virtue of the existing shares from which he derived this right.
A merger or demerger of the Company shall have no effect on the double voting right that may be exercised at shareholders meetings of the surviving companies, if the by-laws of such companies provide in that way.	A merger or demerger of the Company shall have no effect on the double voting right that may be exercised at shareholders meetings of the surviving companies, if the by-laws of such companies provide in that way.
Any A Share converted into bearer form or which is transferred shall lose the double voting right conferred on it as described in the preceding paragraphs. However the double voting right is not lost and the time proceeds are not affected by a transfer by inheritance, liquidation of assets held jointly by spouses or *inter vivos* gifts in favour of a spouse or relative entitled to inherit.	Any share converted into bearer form or which is transferred shall lose the double voting right conferred on it as described in the preceding paragraphs. However the double voting right is not lost and the time proceeds are not affected by a transfer by inheritance, liquidation of assets held jointly by spouses or *inter vivos* gifts in favour of a spouse or relative entitled to inherit.
Shareholders are only liable for the Company's debts up to the amount of their contribution to the share capital. Rights and obligations attached to shares remain with them whoever is holding the share.	Shareholders are only liable for the Company's debts up to the amount of their contribution to the share capital. Rights and obligations attached to shares remain with them whoever is holding the share.
Ownership of a share automatically implies acceptance of the terms of the articles of association of the Company and of the decisions of shareholders in general meeting and of the Board of Directors.	Ownership of a share automatically implies acceptance of the terms of the articles of association of the Company and of the decisions of shareholders in general meeting and of the Board of Directors.

Former wording	New wording
Unless otherwise provided by law, whenever it is necessary to own more than one old share to exercise a right, or in the event of an exchange or allocation of shares resulting from an operation such as: a share capital reduction, increase in share capital by incorporation of reserves, consolidation or splitting of shares, merger, etc. giving rights to a new share against the delivery of several old shares, all the single shares or numbers of shares less than the required number shall not give their holders any rights against the Company, and such shareholders shall be responsible for consolidating and, if applicable, purchasing or selling the required number of shares.	Unless otherwise provided by law, whenever it is necessary to own more than one old share to exercise a right, or in the event of an exchange or allocation of shares resulting from an operation such as: a share capital reduction, increase in share capital by incorporation of reserves, consolidation or splitting of shares, merger, etc. giving rights to a new share against the delivery of several old shares, all the single shares or numbers of shares less than the required number shall not give their holders any rights against the Company, and such shareholders shall be responsible for consolidating and, if applicable, purchasing or selling the required number of shares.
2° – [Not applicable]	
3° – [Not applicable]	
4° – [Not applicable]	

- Amendment to the second paragraph of Article 20 of the Articles of Association (registers dematerialisation), with the rest of the article remaining unchanged:

Former wording	New wording
Article 20 – Deliberations of the Board	Article 20 – Deliberations of the Board
1° – The Board of Directors meets as often as the Company's interests require, and at least every three months, at the request of the Chairman or the director appointed to deputise for the Chairman, either at the registered office or at any other place designated by the person calling the meeting. However, directors representing at least one third of the members of the Board may ask the Chairman to convene a Board meeting on a specific agenda if the Board has not met for more than two months. The Chief Executive Officer may also ask the Chairman to convene a meeting of the Board of Directors on a specific agenda. If the Chairman fails to do so, the directors constituting at least one third of the members of the Board, or the Chief Executive Officer, as the case may be, shall be competent to convene the Board and set the agenda for the meeting.	1° – The Board of Directors meets as often as the Company's interests require, and at least every three months, at the request of the Chairman or the director appointed to deputise for the Chairman, either at the registered office or at any other place designated by the person calling the meeting. However, directors representing at least one third of the members of the Board may ask the Chairman to convene a Board meeting on a specific agenda if the Board has not met for more than two months. The Chief Executive Officer may also ask the Chairman to convene a meeting of the Board of Directors on a specific agenda. If the Chairman fails to do so, the directors constituting at least one third of the members of the Board, or the Chief Executive Officer, as the case may be, shall be competent to convene the Board and set the agenda for the meeting.
2° – An attendance register is kept, which is signed by the directors attending the Board meeting both in their own name and as proxies, and which lists the names of directors deemed to be present within the meaning of Article L. 225-37 of the Commercial Code.	2° – An attendance register is kept, which is signed by the directors attending the Board meeting both in their own name and as proxies, and which lists the names of the directors deemed to be present within the meaning of Article L. 225-37 of the Commercial Code. **This register may be kept in electronic form in accordance with the laws and regulations in force.**

- Amendment to the first paragraph of Article 21 of the Articles of Association (registers dematerialisation):

Former wording	New wording
Article 21 – Minutes	Article 21 – Minutes
1° – The deliberations of the Board are recorded in minutes containing the information required in accordance with the legal provisions in force and drawn up in a special register kept at the registered office, listed and initialled either by a judge of the Commercial Court, or by a judge of the District Court, or by the mayor of the municipality or a deputy mayor, in the ordinary form and without charge.	1° – The deliberations of the Board are recorded in minutes **entered** in a special register **drawn up in accordance with the laws and regulations in force, in particular in electronic form**.
However, the minutes may be drawn up on continuously numbered loose-leaf pages, initialled in accordance with the conditions set out in the previous paragraph and bearing the seal of the initialling authority. As soon as a sheet has been completed, even partially, it must be attached to those previously used. No sheets may be added, deleted, substituted or interchanged.	*[Deletion of the second paragraph of paragraph 1]* The rest of the article remain unchanged

- Amendment to the second paragraph of Article 22 of the Articles of Association, with the rest of the article remaining unchanged:

Former wording	New wording
Article 22 – Powers of the Board	Article 22 – Powers of the Board
1° – The Board of Directors exercises the powers defined by the laws and regulations applicable in France, or as delegated or authorised by the General Meeting of shareholders in accordance with the said laws and regulations and the said Articles of Association.	1° – The Board of Directors exercises the powers defined by the laws and regulations applicable in France, or as delegated or authorised by the General Meeting of shareholders in accordance with the said laws and regulations and the said Articles of Association.
2° – The Board of Directors determines the direction of the Company's business and oversees its implementation. Subject to the powers expressly attributed to Shareholders' Meetings and within the limits of the Company's objects, the Board deals with all matters relating to the proper operation of the Company and settles the matters that concern it through its deliberations.	2° – The Board of Directors determines the direction of the Company's business and oversees its implementation**, in accordance with its corporate interests, taking into account social and environmental issues**. Subject to the powers expressly attributed to Shareholders' Meetings and within the limits of the Company's objects, the Board deals with all matters relating to the proper operation of the Company and settles the matters that concern it through its deliberations.
(…)	(…)

- Amendment of the third paragraph(s) of Article 24 of the Articles of Association, with the rest of the article remaining unchanged:

Former wording	New wording
(...)	(...)
3° – The Board may entrust agents, whether directors or not, with permanent or temporary assignments that it determines, delegate powers to them and set the remuneration that it deems appropriate.	3° – The Board may entrust agents, whether directors or not, with permanent or temporary assignments that it determines, delegate powers to them and set the remuneration that it deems appropriate.
Directors may not receive any remuneration, permanent or otherwise, from the Company other than that provided for in the preceding paragraphs, unless they are bound to the Company by an employment contract under the conditions authorised by law.	Directors may not receive any remuneration, permanent or otherwise, from the Company other than that provided for in the preceding paragraphs, unless they are bound to the Company by an employment contract under the conditions authorised by law.
In accordance with Article L. 225-42-1 of the French Commercial Code, the procedure set out in Article 25 below will also apply to commitments made in favour of their Chairmen, Managing Directors or Deputy Managing Directors, by the Company itself or by any company controlled by it or which controls it within the meaning of II and III of Article L. 233-16 of the French Commercial Code, and corresponding to remuneration, compensation or benefits due or likely to be due as a result of the termination or change of these duties or subsequent thereto.	*[Deletion of the third sub-paragraph of paragraph 3]*

- Amendment of the second, third, fourth and ninth paragraphs of Article 27 of the Articles of Association:

Former wording	New wording
Article 27 – General rules	Article 27 – General rules
(...)	(...)
2° – General Meetings are convened by the Board of Directors. Failing this, they may also be convened by the statutory auditor(s), or by a court-appointed agent at the request of any interested party in an emergency, or by one or more shareholders representing at least 10% of the share capital, or by the liquidators. If, following such a request, the meeting is not held in due time, and in any event within two months, the court may either order that it be convened, or authorise the shareholders who have made the request or their proxy to convene the meeting.	2° – General Meetings are convened by the Board of Directors. Failing this, they may also be convened by the statutory auditor(s), or by a court-appointed agent at the request of any interested party in an emergency, or by one or more shareholders representing at least 10% of the share capital, or by the liquidators. If, following such a request, the meeting is not held in due time, and in any event within two months, the court may either order that it be convened, or authorise the shareholders who have made the request or their proxy to convene the meeting.
General Meetings are held at the Company's registered office or at any other place specified in the notice convening the meeting.	General Meetings are held at the Company's registered office or at any other place specified in the notice convening the meeting.
Unless otherwise stipulated by law and regulations, General Meetings shall be convened in the manner and within the time limits stipulated by the law and regulations in force at the time, by means of a notice published in a legal gazette in the place where the registered office is located and, in addition, in the *Bulletin des annonces légales obligatoires*. Shareholders holding registered shares will be convened by ordinary letter, or, at their request and expense, by registered letter, or, where applicable, by electronic means of telecommunication under the conditions set out in Article 120-1 of the Decree of 23 March 1967.	Unless otherwise stipulated by law and regulations, General Meetings will be convened in the manner and within the time limits stipulated by the law and regulations in force at the time, by means of a notice published in a legal gazette in the place where the registered office is located and, in addition, in the *Bulletin des annonces légales obligatoires*. Shareholders holding registered shares will be convened by ordinary letter, or, at their request and expense, by registered letter, or, where applicable, by electronic means of **communication in accordance with the laws and regulations in force**.
With the exceptions provided for by the laws and regulations, if the General Meeting is unable to deliberate due to a lack of the required quorum, the second meeting, and any extended second meeting, are convened according to the procedures and within the time periods provided for by the law and regulations in force at the time in the same form as the first meeting. If the meeting is adjourned by court order, the court may set a different time limit.	With the exceptions provided for by the laws and regulations, if the General Meeting is unable to deliberate due to a lack of the required quorum, the second meeting, and any extended second meeting, are convened according to the procedures and within the time periods provided for by the law and regulations in force at the time in the same form as the first meeting. If the meeting is adjourned by court order, the court may set a different time limit.

Former wording	New wording
3° – The notice of meeting must include the various information required by law and regulations, in particular the agenda for the meeting.	3° – The notice of meeting must include the various information required by law and regulations, in particular the agenda for the meeting.
The agenda for General Meetings is drawn up by the person issuing the notice of meeting.	The agenda for General Meetings is drawn up by the person issuing the notice of meeting.
One or more shareholders and, where applicable, the works council, may request that draft resolutions be included on the agenda of General Meetings in accordance with legal and regulatory conditions.	One or more shareholders and, where applicable, the **social and economic committee**, may request that draft resolutions be included on the agenda of General Meetings in accordance with legal and regulatory conditions.
The General Meeting may not deliberate on any matter not included on its agenda. However, it may, in any circumstances, remove one or more directors from office and replace them.	The General Meeting may not deliberate on any matter not included on its agenda. However, it may, in any circumstances, remove one or more directors from office and replace them.
4° – Any shareholder may take part in General Meetings, in person or by proxy, irrespective of the number of shares held, on presentation of proof of identity and of ownership of the shares, by registration of the shares in the name of the shareholder or of the intermediary registered on the shareholder's behalf pursuant to the seventh paragraph of Article L. 228-1 of the Commercial Code, within the time limits set by the law and regulations in force at the time, either in the registered share accounts held by the Company, or in the bearer share accounts held by the authorised intermediary in accordance with the provisions of Article 136 of the Decree of 23 March 1967.	4° – Any shareholder may take part in General Meetings, in person or by proxy, irrespective of the number of shares held, on presentation of proof of identity and of ownership of the shares, by registration of the shares in the name of the shareholder or of the intermediary registered on the shareholder's behalf pursuant to the seventh paragraph of Article L. 228-1 of the Commercial Code, within the time limits set by the law and regulations in force at the time, either in the registered share accounts held by the Company, or in the bearer share accounts held by the authorised intermediary in accordance with the **laws and regulations in force**.
(...)	(...)
9° – The deliberations of General Meetings are recorded in minutes containing the required information and signed by the members of the Executive Committee.	9° – The deliberations of General Meetings are recorded in minutes containing the required information**, which may be drawn up in electronic form in accordance with the laws and regulations in force**.
Copies or extracts of these minutes are validly certified either by the Chairman of the Board of Directors, or by a director exercising the functions of Chief Executive Officer, or by the secretary of the meeting. In the event of liquidation, they are validly certified by the liquidator.	Copies or extracts of these minutes are validly certified either by the Chairman of the Board of Directors, or by a director exercising the functions of Chief Executive Officer, or by the secretary of the meeting. In the event of liquidation, they are validly certified by the liquidator.
10° – All shareholders have the right to obtain the documents necessary to enable them to make fully informed decisions on the management and operation of the Company.	10° – All shareholders have the right to obtain the documents necessary to enable them to make fully informed decisions on the management and operation of the Company.

- Amendment to the first paragraph of Article 28 of the Articles of Association, with the rest of the article remaining unchanged:

Former wording	New wording
Article 28 – Ordinary General Meetings	Article 28 – Ordinary General Meetings
1° – The Ordinary General Meeting hears reports from the Board of Directors, the Chairman and the Statutory Auditor(s); it deliberates and decides on all matters relating to the annual and consolidated financial statements for the past financial year. It appoints, replaces and re-elects the members of the Board of Directors and the Statutory Auditor(s), ratifies the appointment of members of the Board of Directors appointed on a temporary basis by the Board, sets the amount of directors' fees payable to the Board of Directors and, more generally, deliberates and rules on all matters relating to the Company's interests which do not fall within the remit of an Extraordinary General Meeting.	1° – The Ordinary General Meeting hears reports from the Board of Directors, the Chairman and the Statutory Auditor(s); it deliberates and decides on all matters relating to the annual and consolidated **accounts** for the past financial year. It appoints, replaces and re-elects the members of the Board of Directors and the Statutory Auditor(s), ratifies the appointment of members of the Board of Directors appointed on a temporary basis by the Board, sets the **remuneration of members of** the Board of Directors and, more generally, deliberates and decides in a sovereign capacity on all the interests of the Company which do not fall within the remit of an Extraordinary General Meeting.

Resolution 22

Amendments to Article 19 of the Articles of Associations concerning the age limit for the Chairman of the Board of Directors

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, resolves to amend Article 19 of the Articles of Association of the Company in order to clarify the provisions and to allow the Chairman of the Board of Directors, who has reached the age of 70, to hold office until the end of his term of office as Director; consequently, Article 19 would be amended as follows:

- Amendment to the first paragraph of Article 19 of the Articles of Association, with the rest of the article remaining unchanged:

Former wording	New wording
Article 19 – Organisation of the Board	Article 19 – Organisation of the Board
1° – The Board of Directors appoints a Chairman from among its members, who holds office for the duration of his directorship, unless the Board sets a shorter term. The Chairman must be a natural person.	1° – The Board of Directors appoints a Chairman from among its members, who holds office for the duration of his directorship, unless the Board sets a shorter term. The Chairman must be a natural person.
The Chairman represents the Board of Directors. He directs and organises the work of the Board, on which he reports to the General Meeting. He ensures that the Company's governing bodies function properly and, in particular, that the directors are able to fulfil their duties.	The Chairman represents the Board of Directors. He directs and organises the work of the Board, on which he reports to the General Meeting. He ensures that the Company's governing bodies function properly and, in particular, that the directors are able to fulfil their duties.
The age limit for appointment as Chairman of the Board of Directors is 70 years. The duties of Chairman will cease on the date of the Ordinary General Meeting called to approve the accounts for the financial year in which the age limit is reached. However, the Board of Directors may keep the Chairman in office or renew his term of office for further annual periods, up to a maximum of five.	The age limit for the performance of the duties of Chairman of the Board of Directors is **set at** 70 years. The duties of Chairman will cease on the date of the Ordinary General Meeting called to approve the accounts for the financial year in which the age limit is reached. However, **in the case of a current term of office, the Chairman's duties may continue, by decision of the Board of Directors, until the end of his term of office as director during which the age limit set by the Articles of Association was reached**.

PURPOSE

In the **twenty-third resolution,** shareholders are asked to grant all necessary powers to carry out all formalities.

Resolution 23

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.

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

Yann Leriche
CHIEF EXECUTIVE OFFICER

Jacques Gounon
CHAIRMAN

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 has reaffirmed the value it attaches to the separation of the role of Chairman of the Board of Directors and that of Chief Executive Officer and also to the performance of Jacques Gounon and Yann Leriche in the exercise of their respective duties. On the one hand, the Board has confirmed its wish to keep the Chairman in office until the end of his term as director, i.e. until the 2026 Annual General Meeting and on the other hand, the Board of Directors decided to renew the term of office of Yann Leriche as Chief Executive Officer for a new period of four years.

AND LOOKING **TO THE FUTURE**

Since 1 July 2020, Jacques Gounon has served as Chairman of the Board of Directors, an appointment which the Board of Directors renewed at its meeting of 27 April 2022. The Board thus confirmed the value it places on the one hand to splitting the roles of Chairman of the Board of Directors and Chief Executive Officer and on the other hand to Jacques Gounon's performance in the exercise of the Chairman's duties that have been entrusted to him.

At the end of a successful transition phase, on 1 July 2023 the Board of Directors, noting that the separation of the roles of Chairman and of Chief Executive Officer is the most appropriate governance model for Getlink, ended the enhanced duties previously entrusted to the Chairman of the Board of Directors in the initial phase of the separation of functions.

Article 19 of Getlink's Articles of Association in force at the date of Universal Registration Document sets the maximum age limit for the performance of the duties of Chairman of the Board of Directors at 70 years and specifies that the duties of Chairman cease on the date of the General Meeting called to approve the accounts for the financial year in which the age limit is reached, but that the Board of Directors may keep the Chairman in office and renew his term of office for further annual periods up to a maximum of five renewals. At the latest, the Board of Directors will be called upon at the end of the 2024 General Meeting called to approve the accounts for the 2023 financial year, during which the age limit will be reached, to consider the appropriateness of maintaining Jacques Gounon's term of office as Chairman of the Board of Directors; the Board of Directors may, in accordance with Article 19 of the Articles of Association, have decided to renew his term of office for further annual periods up to a maximum of five renewals. Nevertheless, in the interests of clarity for shareholders and the market as well as to avoid any questions being raised in the run-up to the Board of Directors' annual decision, the Board of Directors has decided to deal with this point by proposing to the next General Meeting on 7 May 2024, that the provisions of Article 19 of the Articles of Association be amended to allow the Chairman of the Board of Directors, who has reached the age of 70, to serve as Chairman until the end of his term of office as director, i.e. until the close of the General Meeting called to approve the financial statements for the year ending 31 December 2025.

This measure should enable the Chairman to complete his current term of office in full and should provide the Board of Directors with the stability and flexibility it needs to prepare the Chairman's succession.

By way of reminder, the roles of Chairman and Chief Executive Officer were carried by Jacques Gounon between 2007 and 2020. This mode of governance was considered the most appropriate in a period of major restructuring and refinancing. The Group governance structure was adjusted to the specific needs of the organisation at that time and was part of a continual bid to support the overall development vision of the business. It served to ensure the viability of the business and then to prioritise more effective and responsive management in the second phase of, in order to promote the organisation's development strategy.

Responsible governance

(as at 28 February 2024)

42% WOMEN ON THE BOARD

50% INDEPENDENT BOARD MEMBERS

1 SENIOR INDEPENDENT DIRECTOR

1 ENVIRONMENT & CLIMATE LEAD DIRECTOR

BOARD OF DIRECTORS

Jacques Gounon
Chairman

Mark Cornwall
Staff representative Director

Jean-Marc Janaillac
Independent Director

Jean Mouton
Non independent Director

Benoît de Ruffray
Non independent Director

Corinne Bach
Independent director

Elisabetta De Bernardi di Valsera
Non independent Director

Marie Lemarié
Non independent Director

Brune Poirson
Independent Director

Stéphane Sauvage
Staff representative Director

Bertrand Badré
Independent director

Sharon Flood
Independent Director

Yann Leriche
Non independent Director

Peter Ricketts
Independent Director

Philippe Vanderbec
Staff representative Director

7 BOARD MEETINGS IN 2023

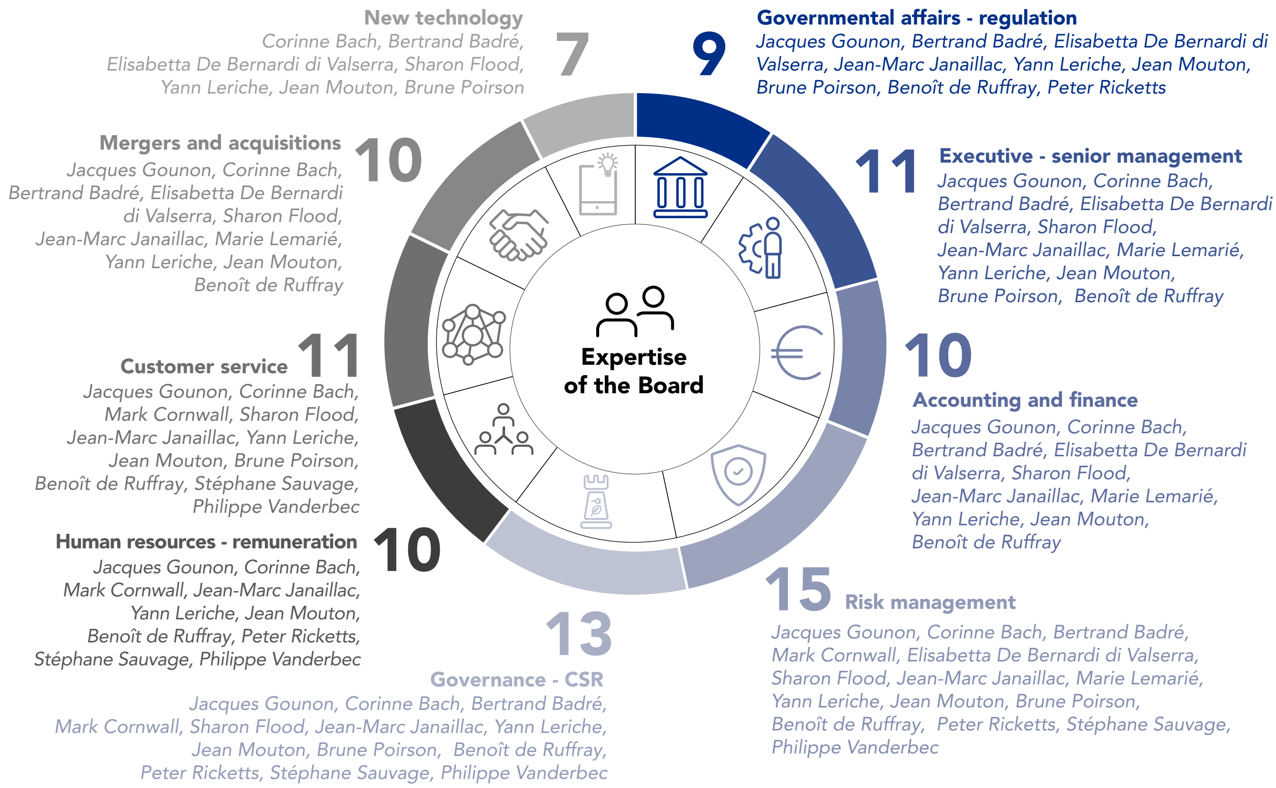
97.5% BOARD ATTENDANCE RATE IN 2023

The Board of Directors is organised, as of 28 February 2024, into 4 committees with complementary expertise:

	Committee chair	Attendance rate
Audit Committee	Jean-Marc Janaillac	100%
RENCO	Peter Ricketts	100%
Ethics and CSR Committee	Corinne Bach	100%
Safety and security Committee	Sharon Flood	97%

19 COMMITTEE MEETINGS IN TOTAL

A Board of Directors with complementary expertise



Harmonious renewal of the terms of office of the Board of Directors

Changes in the Board of Directors in 2023

The Board of Directors is subject to regular rotation, which means that shareholders vote on a part of the Board each year. In order to continue the work begun in 2018 and the rotations of office since 2020 aimed at creating a harmonious renewal of the terms of office of its members, the General Meeting of 27 April 2023 approved the following staggering of the directors' terms of office *i.e.*:

- the appointment at the General Meeting of Benoît de Ruffray and Marie Lemarié as directors to replace Colette Lewiner and Perrette Rey whose terms had come to an end; they were appointed by the General Meeting for a statutory term of four years until the end of the annual General Meeting called in 2027;
- the co-option of Jean Mouton at the meeting of the Board of Directors on 19 July 2023 to replace Carlo Bertazzo, who resigned; Jean Mouton was co-opted for the remainder of his predecessor's term of office and his appointment will be subject to ratification at the General Meeting of 7 May 2024.

Proposed changes to the composition of the Board of Directors subject to approval at the annual General Meeting on 7 May 2024

The terms of office of Sharon Flood and Jean-Marc Janaillac, independent directors and Chairs of the Safety and Security Committee and the Audit Committee respectively, expire at the end of the annual General Meeting of 7 May 2024. At its meeting on 28 February 2024, the Board of Directors decided on the recommendation of the Nomination and Remuneration Committee to propose that the terms of office of Sharon Flood and Jean-Marc Janaillac for a further term of four years in order to benefit from their vast experience and their unanimously recognised contributions to the work of the Board of Directors and its Committees.

The Board of Directors has reviewed the renewal of its members, taking into account the expertise of the directors and the need to keep independence and international and female representation on the Board. 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 (cf. the competency map above).

The table below sets out the anticipated changes to the composition of the Board of Directors for the 2024 financial year:

	Departure	Appointment	Reappointment
Board of Directors	None	None	Sharon Flood
			Jean-Marc Janaillac

At the end of the General Meeting of 7 May 2024, 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	71	M	French	Non-independent	2007	2026
Yann Leriche	50	M	French	Non-independent	2021	2025
Elisabetta De Bernardi di Valserra	47	F	Italian	Non-independent	2018	2026
Jean Mouton	67	M	French	Non-independent	2023	2026
Benoît de Ruffray	57	M	French	Non-independent	2023	2027
Marie Lemarié	52	F	French	Non-independent	2023	2027
Mark Cornwall	56	M	British	Employee	2021	2025
Stéphane Sauvage	57	M	French	Employee	2018	2026
Philippe Vanderbec	56	M	French	Employee	2018	2026
Corinne Bach	50	F	French	Independent	2016	2026
Bertrand Badré	55	M	French	Independent	2017	2026
Sharon Flood	58	F	British	Independent	2020	2028
Jean-Marc Janaillac	71	M	French	Independent	2020	2028
Brune Poirson	41	F	French & American	Independent	2022	2026
Peter Ricketts	71	M	British	Independent	2022	2026

Characteristics of the Board of Directors as at 28 February 2024 and, subject to the approval by shareholders, following the General Meeting on 7 May 2024

	Composition on 28 February 2024	Composition following the General Meeting of 7 May 2024
Female representation	41.66%	41.66%
Average age of Directors	57	57
Independence	50%	50%
Average length of term	3.73	3.93
International representation	33.33%	33.33%

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 average term of office and the international representation of the Board of Directors in order to ensure the consistency of the information presented.

Members of the Board of Directors whose reappointment will be proposed at the General Meeting

British – 58 years old

First appointment:
30 April 2020

Length of service:
3 years

End of current term:
2024

3,289 Getlink SE ordinary shares
held at 28 February 2024

SHARON FLOOD

Independent director of Getlink SE

Skills:

Member of 2 Committees: Safety and Security Committee (Chairwoman) and Audit Committee

Board meeting attendance rate: 88%
Safety and Security Committee attendance rate: 100%
Audit Committee attendance rate: 100%

Biography, expertise and experience:

A Mathematics graduate from the University of Bath, Sharon Flood is also a fellow of the Chartered Institute of Management Accountants and holds an MBA from INSEAD. Sharon Flood has extensive experience in finance and strategy across a number of companies including Castorama/Kingfisher and John Lewis Department Stores where she served as finance director. She has also served as a group chief financial officer for Sun European Partners. Her varied career includes more than five years as a director of Network Rail, the owner of the UK's rail infrastructure, where she chaired the Audit and Risk, Treasury and Environmental Sustainability Committees and four years as *Président du conseil de surveillance* for ST Dupont SA. Until 2023, she was Chair of Seraphine Group PLC, an international digitally-led maternity and nursing wear brand, and Chair of the Remuneration Committee at Pets at Home Plc, the leading UK pet care company. She is a trustee of the University of Cambridge. Sharon was appointed as an independent Director of Getlink SE by the General Meeting held on 30 April 2020.

Sharon Flood brings to the Board of Directors her acknowledged expertise in railways, in accounting and financial matters, as well as her skills and experience as an independent director of international companies.

Number of current offices in French or foreign listed companies, outside the Group on 28 February 2024: 1

Office	Company/Place of listing	Date
Non executive director	Scottish Mortgage Investment Trust PLC	2023 to date

Other French or foreign positions held outside the Group:

Other positions	Company	Date
Non-executive director/Chair of Audit Committee	Connect Infrastructure Topco Limited	2020 to date
External Member of Council/Trustee	University of Cambridge	2019 to date

Offices and positions expiring within the last five years:

Expired offices	Company	Date
Trustee and Chair of Finance	The Science Museum Group	2015 to 2023
Non-executive director	Seraphine Group PLC/London (LSE)	2021 to 2023
Non-executive director/Chair of Remuneration Committee	Pets at Home Plc/London (LSE)	2021 to 2023
Non-executive director/Chair of Audit Committee	Crest Nicholson Plc/London (LSE)	2015 to 2021
Non-executive director/Chair of Audit, Risk, Treasury and Environmental Sustainability Committees	Network Rail	2014 to 2020

French – 70 years old

First appointment:
30 April 2020

Length of service:
3 years

End of current term:
2024

3,000 Getlink SE ordinary shares
held at 28 February 2024

JEAN-MARC JANAILLAC

Independent director of Getlink SE

Skills:

Member of 3 Committees: Safety and Security Committee, Nomination and Remuneration Committee and Audit Committee (Chairman)

Board meeting attendance rate: 100%
Safety and Security Committee attendance rate: 100%
Nomination and Remuneration Committee attendance rate: 100%
Audit Committee attendance rate: 100%

Biography, expertise and experience:

Jean-Marc Janaillac, a graduate of the *École des Hautes Études Commerciales de Paris* (HEC) and former student of the *École Nationale d'Administration* (ENA), started his career in the French civil service (1980-1997) after which he was successively deputy chief operating officer of AOM (1997-2000) and then Chairman and Chief Executive Officer of Groupe Maeva (2000-2002). He joined RATP in 2004 as director general of development and became Chairman and Chief Executive Officer (2004-2010) and then Chairman of the Management Board (2010-2012) of RATP Développement. In 2012, he became Chairman and Chief Executive Officer of Transdev (2012-2016), an international group specialising in land transport. Jean-Marc Janaillac was also a director of Air France from 1989 to 1994 and Chairman and Chief Executive Officer of the Air France-KLM group and Chairman of Air France (2016-2018). Since 2018, he has been Chairman of FNEGE *(Fondation Nationale pour l'Enseignement de la Gestion des Entreprises)*. He is also Chairman of the Strategy Committee of CDC's Supervisory Board. He was appointed as a member of the Board of Getlink SE at the General Meeting held on 30 April 2020.

Jean-Marc Janaillac brings to the Board of Directors, thanks to his acknowledged stature as a Chairman and CEO, wide experience in governance, particularly in the regulated infrastructure sector, strong experience in finance, mergers and acquisitions and also an in-depth knowledge of international transport and transport business models.

Number of current offices in French or foreign listed companies, outside the Group on 28 February 2024: 1

Office	Company/Place of listing	Date
Director and Chair of the CSR Committee	FNAC Darty/Euronext Paris	2019 to date

Other French or foreign positions held outside the Group:

Other positions	Company	Date
Supervising commissioner	Caisse des Dépôts et Consignations	2020 to date

Offices and positions expiring within the last five years:

Expired offices	Company	Date
Member of the Supervisory Board	Navya/Euronext	2021 to 2022

Member of the Board of Directors whose cooption is subject to ratification by the General Meeting

French – 67 years old

First appointment:
19 July 2023

Length of service:
5 months

End of current term:
2026*

4,000 Getlink SE ordinary shares
held at 28 February 2024

JEAN MOUTON

Non-independent director of Getlink SE

Skills:

Member of 1 Committee: Nomination and Remuneration Committee

Board meeting attendance rate: 100%
Nomination and Remuneration Committee attendance rate: 100%

Biography, expertise and experience:

Jean Mouton is a graduate of the *École Supérieure des Travaux Publics* and holds an MBA from the University of Chicago. After starting his career at Vinci, he held the positions of Senior partner and managing director for the Boston Consulting Senior Advisor until 2020. Chairman of the Nexans Board of Directors since 2019, he is also a member of the group's Supervisory Board. He is also a member of the Supervisory Board of Aéroports de la Côte d'Azur group. He is also member of the Investment Committee of Praesidium's Agri-FoodTech fund.

Jean Mouton brings to the Board of Directors his experience of international markets and of sectors such as energy, industrial goods and infrastructure. He also has expertise in assisting multinational companies in redefining their strategies and organisations (mergers and acquisitions) but also in terms of human resources (communication, education) and CSR (sustainable development, compliance).

Number of current offices in French or foreign listed companies, outside the Group on 28 February 2024: 1

Office	Company/Place of listing	Date
Chairman and independent director	Nexans SA/Euronext Paris	2019 to date

Other French or foreign positions held outside the Group:

Other positions	Company	Date
Member of the supervisory body	Aéroports de la Côte d'Azur	2020 to date
Director	Egis SA	2022 to date
Chairman	Stelmax SASU	2015 to date
Member of the supervisory body	Fondation Hermione Academy	2019 to date

Offices and positions expiring within the last five years:

Office	Company/Place of listing	Date
Director	Mundys**	2022-2023
Member of the Audit Committee	Fondation ARC	2013-2021
Associate director	Boston Consulting Group	2019-2020
Censor	Nexans	2019

* *Jean Mouton was co-opted on 19 July 2023 as a non-independent director, succeeding Carlo Bertazzo who resigned. Jean Mouton's provisional appointment is subject to ratification by the General Meeting of 7 May 2024.*

** *Formerly Atlantia S.p.A.*

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 2023 or granted to them for in respect of the same financial year. These items are set out in details in chapter 5 of Getlink's 2023 Universal Registration Document.

Remuneration paid or awarded during or in respect of the 2023 financial year (*ex-post* vote)

In accordance with article L. 22-10-34 of the French Commercial Code, the General Meeting of 7 May 2024 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 and chief executive officers for 2023 was approved at the General Meeting on 27 April 2023, with a majority of 97.63% of the votes cast in respect of the Chief Executive Officer and 99.93% 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 2023 financial year and approved by the General Meeting of 27 April 2023. The remuneration amounts shown in chapter 5 of the Universal Registration Document cover all the remuneration due or granted to the Chairman and chief executive officers, for all their offices or functions within the Group.

Remuneration owed to the Chief Executive Officer for 2023

The remuneration due to Yann Leriche, in his role as Chief Executive Officer, for 2023 is made up of:

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

Annual fixed remuneration for 2023

The fixed part of the Chief Executive Officer's gross annual remuneration for 2023 was €475,000, following a decision by the Board of Directors on 22 February 2023 to end the transition period and the Chairman's enhanced duties with effect from 1 July 2023 and to increase the Chief Executive Officer's fixed remuneration accordingly from a gross annual amount of €400,000 to €550,000 with effect from the same date. The amount of the Chief Executive Officer's gross remuneration paid in respect of 2023 was €475,000 gross.

Annual variable remuneration for 2023

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 €475,000, representing 100% of the annual fixed remuneration due for the 2023 financial year.

For 2023, it included 45% financial criteria, 100% quantifiable in relation to EBITDA and cash flow and aimed at remunerating economic performance and 55% strategic and sustainable development criteria.

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 2023 operations process (25%): profitability of operations assessed against the level of achievement of the consolidated EBITDA/consolidated revenue ratio target determined by reference to the budget, at constant exchange rates and scope.
- Consolidated 2023 operating cash flow (20%) compared to that forecast in the budget, at a constant exchange rate and scope (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 project set out in section 1.1.3 of the Universal Registration Document assessed in relation to the 2023 Passenger NPS and Truck Shuttle crossing time objectives; and
  - freight marketing strategy (5%).
- Continued optimisation of investments (10%):
  - performance assessed on adherence to the investment costs budget and the Passenger Shuttle Mid-Life Programme 2023 deadlines described in section 1.5 of the Universal Registration Document.

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 CO_2 equivalent) by 2023 on a like-for-like basis compared to 2019 emissions.

At its meeting on 15 February 2024, 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 stated that the performance compared to the budgetary assumptions reflected the achievement of the ambitious level of forecasts that the Group had set itself. This performance results in a payment rate limited to 60%.
- With regard to the 2023 consolidated operating cash flow criterion by comparison with the budgeted operating cash flow, the Committee stated that, the 2023 consolidated operating cash flow was in line with the Group's budgetary assumptions; therefore the achievement rate and payment rate are 100% of the objective.

- With regard to the operational excellence strategy, the Committee noted the outperformance in respect of the objectives relating to the quality of service indicators (NPS), and that there was a lower performance for Truck Shuttle crossing times, resulting in an average payment rate of 54% taking into account the weighting of the respective indicators.
- With regard to the ElecLink criterion, the Committee stated that the objectives had been partially achieved, resulting in a payment rate of 75%.
- With regard to the freight marketing strategy, the Committee considered that, despite the excellent analyses carried out and the action plans implemented, this strategy had not yet produced its full effect, *i.e.* an intermediate completion level resulting in a payment rate of 45%.
- With regard to the continued optimisation of key investments, the Committee assessed the performance of the Passenger Shuttle Mid-Life Programme in terms of adherence to budget and planned deadlines. The Mid-Life 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. The Committee noted the partial achievement of the 2023 objective, resulting in a payment rate under this criterion of 62%.
- Regarding the sustainability objective, the Committee stated that the Group had exceeded the interim target of 15% reduction announced, as indicated in section 6.4.1 of the Universal Registration Document, with outperformance on this criterion resulting in a payment rate of 120%.

At its meeting on 28 February 2024, 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 2023 at €371,410.

Breakdown of the annual variable remuneration due for 2023

Criteria	Weighting	Payment rate	Amount owed *(in euros)*
EBITDA ratio	25%	60%	71,250
Operating cash flow	20%	100%	95,000
ElecLink	15%	75%	53,745
Eurotunnel: operational excellence strategy	10%	54%	25,625
Eurotunnel: freight marketing strategy	5%	45%	10,687
Investment optimisation	10%	62%	29,603
Sustainability target	15%	120%	85,500
TOTAL	**100%**	**78%**	**371,410**

2023 long-term variable remuneration

Free 2023 performance shares

On 27 April 2023, in accordance with the remuneration policy approved by a vote at the General Meeting held that day, the Board of Directors granted Yann Leriche 50,000 shares subject to performance conditions out of a total of 375,000 performance shares under the 2023 plan, the fair value of which, established at €11.53 on the date of allocation of the rights, 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 will be based on the achievement of the cumulative performance criteria below.

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 Group's sectoral GPR Getlink Index as set out in page 36 of the 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 2025, *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 2025 Working Ratio by 50 basis points compared with 2022 (excluding electricity rebilling, including the Electricity Value Adjustment added by Eurotunnel to the crossing price to reflect variations in the cost of electricity, at like-for-like exchange rates and scope, with comparable economic, regulatory and fiscal data):

- should the average achievement ratio of in the Working Ratio improvement objective be strictly lower than 100%, no shares will be granted;
- should the average achievement ratio of in the working Ratio improvement objective be equal to or more than 100%, 15% of the number that can be granted will effectively be granted;
- the rate of allocation beyond 15% will depend on outperformance against the target, with the total capped at 30%.

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 2023 performance share plan in the CSR strategy cycle for the third consecutive year. 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") is based on the objective of reducing the Group's direct emissions (Scopes 1 and 2) by 30% within three years (in tonnes of CO_2 equivalent) like-for-like compared to 2019 emissions. It determines **15%** of the cumulative weighting.

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

- safety: objective to achieve the action plan set out in section 6.5.1 of the Universal Registration Document;
- gender equality between men and women: objective as set out in section 6.5.2 of the Universal Registration Document;
- social climate: objective to increase the engagement rate as set out in section 6.5.2 of the Universal Registration Document; and
- quality of service measured by the performance of the Net Promoter Score (NPS) as set out in section 6.5.4 of the Universal Registration Document.

It will determine **10%** of the cumulative weighting.

LTI plan available in 2023

2020 Plan: 50% vesting rate.

In 2023, the Board of Directors noted the partial satisfaction of the performance conditions attached to the performance shares granted on 25 May 2020, bringing the vesting rate of the performance shares to 50%.

On 25 May 2020, the Board of Directors, with the authorisation of the extraordinary General Meeting of 30 April 2020, made free allocations of ordinary shares in the Company to employees and/or chief executive officers of the Group up to the overall limit of 265,000 Getlink ordinary shares, subject to the performance conditions set out below, as detailed in the Plan Regulations and assessed over a three-year vesting period:

- the external performance condition (the "TSR weighting") 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 GPR Getlink Index (40%);
- the first internal performance condition (the "EBITDA weighting") based on the economic performance of the organisation, assessed by reference to the average EBITDA achievement rate, over a three-year period covering the 2020, 2021 and 2022 financial years (50%);
- the second internal performance condition (the "CSR weighting") is based on the CSR composite index (10%).

At the end of the three-year vesting period, the Board of Directors noted (i) that the performance of the Getlink SE share was strictly greater than 120% of the performance of the GPR Getlink SE Index and that, therefore, the relative performance condition of the share was met (TSR weighting: 40%), (ii) that due to the exceptional situation encountered in connection with the Covid-19 pandemic, no EBITDA target had been communicated to the market for the three financial years 2020, 2021 and 2022 and that, as a result, the EBITDA performance condition was not met (EBITDA weighting: 0%) and (iii) that due to the outperformance in greenhouse gas reduction, the CSR performance at the end of 2022 was strictly above 130% of the target and that, as a result, the condition relating to CSR performance was met (CSR weighting: 10%).

The Board of Directors set the overall vesting rate at 50%. On 26 May 2023, Yann Leriche received 7,500 ordinary shares out of the 15,000 performance shares allocated to him in 2020 under this plan.

Benefits in kind for 2023

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 2023

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 €5,752 per year (non commutable annuity), assuming retirement at the age of 65.

In 2023, employer contributions paid under this supplementary defined contribution pension scheme amounted to €14,077 (2022: €13,164) out of a total of €60,222 (2022: €66,111) for all those concerned.

The Chief Executive Officer benefits from a basic and a complementary pension scheme. In 2023, contributions paid under this complementary pension scheme amounted to €30,841 (2022: €28,839) for the employee portion and €49,704 (2022: €46,477) for the employer portion.

The Chief Executive Officer is covered by the death and disability 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 35 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.

Summary of the remuneration due or awarded in relation to the 2023 financial year to Yann Leriche, Chief Executive Officer

<table>
<tr><th>Elements of remuneration</th><th>Amount due (in euros)</th><th>Amount paid (in euros)</th><th>Comments</th></tr>
<tr><td>Fixed remuneration</td><td>475,000</td><td>475,000</td><td>Gross annual fixed remuneration increased from €400,000 gross p.a. to €550,000 gross p.a. by the Board on 22 February 2023 with effect from 1 July 2023.
For the 2023 year, Yann Leriche received fixed remuneration of €475,000 (gross, before tax).</td></tr>
<tr><td>Annual variable remuneration</td><td>371,410 (amount due for 2023 and payable in 2024)</td><td>414,000</td><td>Target: 100% of the gross annual fixed remuneration; maximum of 120% of the gross annual fixed remuneration.
Annual variable remuneration awarded for 2023 and payable in 2024
During its meeting on 28 February 2024, 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 2023 financial year and decided to set the variable remuneration at €371,410.
Criteria:
• EBITDA ratio (25%): 60% payment rate: €71,250;
• Operating cash flow (20%): 100% performance aligned with budgetary assumptions: 100% payment rate: €95,000;
• ElecLink (15%): partial achievement; 75% payment rate: €53,745;
• Eurotunnel: operational excellence strategy (10%): average payment rate of 54%: €25,625;
• Eurotunnel: freight marketing strategy (5%): 45% payment rate: €10,687;
• Optimisation of investments (10%): 62% payment rate: €29,603;
• Sustainability objective: (15%): outperformance: 120% payment rate: €85,500.
Payment of this remuneration is subject to the approval of the General Meeting ex-post on the whole.</td></tr>
<tr><td>Multi-annual variable remuneration</td><td>n/a</td><td>n/a</td><td>Yann Leriche did not receive any multi-annual variable remuneration.</td></tr>
<tr><td>Deferred variable remuneration</td><td>n/a</td><td>n/a</td><td>Yann Leriche did not receive any deferred variable remuneration.</td></tr>
<tr><td>Director's remuneration</td><td>43,250</td><td>29,120</td><td>Remuneration in respect of the director's term of office granted for the 2023 year
The General Meeting of 27 April 2023 approved (resolution 11) the remuneration for the office of Board member in respect of the 2023 financial year.
Distribution criteria 576,500:
<table>
<tr><th>Remuneration (in euros)</th><th>Fixed part (annual)</th><th>Variable part (meeting attendance)</th></tr>
<tr><td>Board of Directors</td><td>20,400</td><td>–</td></tr>
<tr><td>Board meeting</td><td>–</td><td>3,000</td></tr>
<tr><td>Committee meeting</td><td>–</td><td>1,000</td></tr>
<tr><td>Committee meeting (Chair)</td><td>–</td><td>2,500</td></tr>
<tr><td>Seminar</td><td>–</td><td>4,500</td></tr>
</table></td></tr>
<tr><td>Exceptional remuneration</td><td>n/a</td><td>n/a</td><td>Yann Leriche did not receive any exceptional remuneration.</td></tr>
<tr><td>Allocation of share options and/ or performance shares</td><td>576,500 (accounting valuation of the instruments granted in respect of 2023)</td><td>n/a</td><td>50,000 free shares subject to performance conditions:
100% subject to performance conditions over three years:
• 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%):
– working ratio (30%): improvement of the 2025 working ratio compared to 2022,
– 2025 greenhouse gas emission reduction target (15%),
– CSR performance (10%).
Maximum potential percentage of share capital: 0.009%.
The fair value (€11.53) 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 2023 (resolution 15) and granted by decision of the Board on 27 April 2023 when it agreed the general conditions of the plan.</td></tr>
<tr><td>Benefits in kind</td><td>1,984</td><td>1,984</td><td>Yann Leriche has a company car which represents a benefit in kind worth €1,984 in 2023.</td></tr>
<tr><td>Payment linked to taking up or leaving a position</td><td>n/a</td><td>n/a</td><td>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.</td></tr>
<tr><td>Non-competition payment</td><td>n/a</td><td>n/a</td><td>Yann Leriche does not benefit from any non-competition agreement payment in relation to his office.</td></tr>
<tr><td>Supplementary pension plan</td><td>No amount is owed in respect of 2023</td><td>No amounts paid in 2023</td><td>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 2023, the employer contributions for this supplementary pension scheme amounted to €14,077 for the year.</td></tr>
<tr><td>Death, disability and health insurance schemes</td><td></td><td></td><td>Yann Leriche benefits from the Company's death, disability and health insurance scheme.</td></tr>
</table>

Remuneration summary: Yann Leriche

	2023		2022		2021	
Gross amounts *(in euros)*	due[1]	paid[2]	due[1]	paid[2]	due[1]	paid[2]
Fixed remuneration	475,000	475,000	400,000	400,000	400,000	390,769[3]
Annual variable remuneration	371,410	414,000	414,000	256,051	256,051	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	43,250	29,120[4]	45,700	33,180[4]	31,250	17,500[4]
Benefits in kind	1,984	1,984	2,740	2,740	2,740	2,740
TOTAL	**891,644**	**920,104**	**862,440**	**691,971**	**690,041**	**550,977**

(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 2023 relates to payment of variable remuneration owed for the 2022 financial year.
(3) Amount paid during the year, after applying a voluntary reduction of remuneration linked to the Covid-19 crisis.
(4) Amount paid during the year after deductions at source and social charges.

Multi-annual variable remuneration: Yann Leriche

	2023	2022	2021
Multi-annual variable remuneration	n/a	n/a	n/a

Summary of remuneration, options and shares: Yann Leriche

Gross amounts *(in euros)*	2023	2022
Remuneration due for the year	891,644	862,440
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	576,500	535,600
TOTAL	**1,468,144**	**1,398,040**

Remuneration owed to the Chairman for 2023

The remuneration due to the Chairman, Jacques Gounon, for the 2023 financial year consisted of fixed annual remuneration and a continuing benefit package (benefits in kind/director's remuneration/death and disability benefits).

Annual fixed remuneration

On 1 July 2023, the Chairman's fixed annual gross remuneration was reduced from €600,000 to €450,000 gross by the Board of Directors, giving a total amount due and paid of €525,000 gross for the 2023 financial year.

Benefits in kind/Director's remuneration

For the 2023 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 (2022: €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 35 of this brochure. In addition, like all the Group's officers who are individuals, Jacques Gounon is covered by the directors and officers liability insurance policy.

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 having exercised his rights to retirement in a previous accounting period, including his rights under the supplementary pension scheme and the employer contributions for this supplementary pension scheme were €0 for 2023.

The Chairman is covered by death and disability insurance and personal accident policy for Getlink SE's employees.

Remuneration due or awarded in relation to the 2023 financial year to Jacques Gounon, Chairman

<table>
<tr><th>Elements of remuneration</th><th>Amount due (in euros)</th><th>Amount paid (in euros)</th><th>Comments</th></tr>
<tr><td>Fixed remuneration</td><td>525,000</td><td>525,000</td><td>Gross annual fixed remuneration reduced from €600,000 to €450,000 p.a. by the Board on 1 July 2023 i.e. for the 2023 financial year, a total amount due and paid of €525,000.</td></tr>
<tr><td>Annual variable remuneration</td><td>n/a</td><td>n/a</td><td>Jacques Gounon did not receive any annual variable remuneration.</td></tr>
<tr><td>Multi-annual variable remuneration</td><td>n/a</td><td>n/a</td><td>Jacques Gounon did not receive any multi-annual variable remuneration.</td></tr>
<tr><td>Deferred variable remuneration</td><td>n/a</td><td>n/a</td><td>Jacques Gounon did not receive any deferred variable remuneration.</td></tr>
<tr><td>Director's remuneration</td><td>46,900 (amount due for 2023)</td><td>32,165 (amount paid in 2023)</td><td>Remuneration in respect of the director's term of office granted for the 2023 year
The General Meeting of 27 April 2023 approved (resolution 11) the remuneration for the office of director in respect of the 2023 financial year.
Distribution criteria:
<table>
<tr><th>Remuneration (in euros)</th><th>Fixed part (annual)</th><th>Variable part (meeting attendance)</th></tr>
<tr><td>Board of Directors</td><td>20,400</td><td>–</td></tr>
<tr><td>Board meeting</td><td>–</td><td>3,000</td></tr>
<tr><td>Committee meeting</td><td>–</td><td>1,000</td></tr>
<tr><td>Committee meeting (Chair)</td><td></td><td>2,500</td></tr>
<tr><td>Seminar</td><td></td><td>4,500</td></tr>
</table></td></tr>
<tr><td>Exceptional remuneration</td><td>n/a</td><td>n/a</td><td>Jacques Gounon did not receive any exceptional remuneration.</td></tr>
<tr><td>Allocation of share options and/or performance shares</td><td>n/a</td><td>n/a</td><td>No performance shares were awarded to Jacques Gounon in respect of the 2023 plan.</td></tr>
<tr><td>Benefits in kind</td><td>11,400</td><td>11,400</td><td>Jacques Gounon receives an allowance for the use of his personal vehicle in accordance with the policy in force in the organisation.</td></tr>
<tr><td>Payment linked to taking up or leaving a position</td><td>n/a</td><td>n/a</td><td>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 Chairman.</td></tr>
<tr><td>Non-competition payment</td><td>n/a</td><td>n/a</td><td>Jacques Gounon does not have a non-competition agreement.</td></tr>
<tr><td>Supplementary pension plan</td><td>n/a</td><td>n/a</td><td>Jacques Gounon has exercised his retirement rights to his supplementary pension and in 2023 no such employer contributions were paid in respect of him.</td></tr>
<tr><td>Death, disability and health insurance schemes</td><td></td><td></td><td>Jacques Gounon benefits from the Company's death, disability and health insurance scheme.</td></tr>
</table>

Remuneration summary: Jacques Gounon

	2023		2022		2021	
Gross amounts *(in euros)*	due(1)	paid(2)	due(1)	paid(2)	due(1)	paid(2)
Fixed remuneration	525,000	525,000	600,000	600,000	600,000	600,000
Annual variable remuneration	–	–	–	–	–	273,002
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	46,900	32,165(3)	57,500	41,440	60,400	41,685
Benefits in kind	11,400	11,400	11,400	11,400	11,400	11,400
TOTAL	**583,300**	**568,565**	**668,900**	**652,840**	**671,800**	**926,087**

(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

	2023	2022	2021
Multi-annual variable remuneration	n/a	n/a	n/a

Summary of remuneration, options and shares: Jacques Gounon

Gross amounts *(in euros)*	2023	2022
Remuneration due for the year	583,300	668,900
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	**583,300**	**668,900**

Remuneration of Board members in 2023

The Directors of Getlink SE receive remuneration, formerly called attendance fees.

Overall remuneration package

The maximum annual total amount of Directors'remuneration was set by the General Meeting of 30 April 2020 at €950,000 *per annum*.

Distribution rules

In 2023, 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 and the variable portion is as follows:

- attendance at a Board meeting: €3,000 per meeting with an increase of €500 if a meeting is attended in person and it involves crossing a border;
- attendance at a Board Committee meeting: €1,000.

The reduction to €800 of the allowance for attending Board meetings by telephone or video conference, which was suspended during the Covid-19 pandemic and has not been reinstated.

Remuneration *(in euros)*	Fixed part (annual base)	Variable part (meeting attendance)
Board of Directors	20,400	–
Board meeting	–	3,000
Committee meeting	–	1,000
Committee meeting (Chair)	–	2,500
Seminar	–	4,500

Non-executive directors receive no other remuneration from Getlink.

Executive officers and senior management do not receive remuneration for their terms of office in other companies in the Group.

In addition, members of the Board of Getlink SE benefit from directors' and officers' liability insurance, as do all officers who are individuals.

Directors' remuneration for 2023

In accordance with the principles set out above, the total amount of directors' remuneration due by Getlink SE to its Directors for the 2023 financial year is €716,650 or 75.44% of the ceiling authorised by the Combined General Meeting. After taking account of French and foreign deductions at source and social charges, the net amount paid in respect of the 2023 financial year was €531,128 as detailed in the table below:

	2023		2022	
(in euros)	due[(1)]	paid[(2)]	due[(1)]	paid[(2)]
Jacques Gounon	46,900	32,165	57,500	41,440
Corinne Bach	52,250	35,805	52,050	35,945
Bertrand Badré	41,600	30,310	42,750	29,925
Elisabetta De Bernardi di Valserra	47,600	40,374	47,250	40,766
Carlo Bertazzo[(3)]	24,742	25,237	41,400	35,665
Mark Cornwall	46,250	39,763	42,600	35,970
Sharon Flood	48,550	41,507	50,250	44,254
Patricia Hewitt[(3)]	–	–	17,000	20,884
Jean-Marc Janaillac	57,000	36,995	49,100	36,155
Yann Leriche	43,250	29,120	45,700	33,180
Marie Lemarié	28,600	18,661	–	–
Colette Lewiner	20,150	18,375	54,850	38,395
Jean Mouton	21,158	11,170	–	–
Brune Poirson	43,250	29,120	26,100	15,085
Perrette Rey	22,700	20,160	58,750	41,720
Peter Ricketts[(4)]	48,450	41,376	26,250	19,664
Benoît de Ruffray	27,600	15,680	–	–
Stéphane Sauvage	48,800	33,005	49,100	36,155
Jean-Pierre Trotignon	–	–	22,400	21,140
Philippe Vanderbec	47,800	32,305	49,100	36,155
TOTAL	**716,650**	**531,128**	**732,150**	**562,498**

(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 the year N because of the payment in January of the year N of the amount due for December of the year N-1.
(4) The amount of €19,664 includes €4,179 paid in 2023.

2024 remuneration policy (*ex-ante* vote)

The following constitutes the remuneration policy for the Chief Executive Officer, Chairman and Board in accordance with article L. 22-10-8 of the French Commercial Code. This policy sets out the elements that make up the fixed and variable remuneration and explains the decision-making process for the determination, review, and implementation of the policy. It sets out the principles and the criteria applicable to the determination, allocation and distribution of the fixed, variable and exceptional elements that make up the total remuneration and benefits of any kind relating to the Chief Executive Officer, Chairman and Board of Getlink SE by reason of their appointment. Each year the policy is the subject of a vote during the General Meeting.

The 2024 remuneration policy for the Chief Executive Officer, the Chairman and Directors as set out below was agreed by the Board of Directors on 28 February 2024, upon the proposal of the Nomination and Remuneration Committee. The elements of the remuneration policy presented below are the subject of resolutions submitted to the shareholders' General Meeting. If the meeting does not approve these resolutions, the remuneration policy approved by the previous General Meeting will continue to apply.

Principles

Chief executive officers in office

Following the recommendation of the Nomination and Remuneration Committee, the Board wishes the remuneration policy for the chief executive officers to be simple, to offer continuity over time and to be measured and consistent with the Group's overall remuneration policy. The remuneration for the chief executive officers is linked to medium- and long-term growth in the intrinsic value of the Company and share performance.

The Board has decided that the remuneration policy should take into account all the business's key challenges (whether strategic, social, societal and environmental), and not merely financial performance.

Upon the proposal of the Nomination and Remuneration Committee, the Board ensures that remuneration is aligned with the long-term interests of the Company and of its shareholders, and that the different elements of their remuneration (fixed and variable remuneration, share options or shares and additional retirement benefits as the case may be) are commensurate and compliant with the principles set out in the AFEP/MEDEF Code.

In particular, the Board adheres to the following guidelines:

- **Completeness:** all elements that form part of the remuneration of chief executive officers are reviewed each year: the fixed and variable elements and long-term incentive plans, benefits in kind, Directors' remuneration and retirement conditions.
- **Intelligibility of the rules and balance:** the rules are simple, stable, transparent and, as far as is possible, long-lasting. Each element of remuneration is clearly substantiated and is in keeping with the general interests of the business: the variable part intended to reflect the actual contribution of the chief executive officers to the success of the Group changes according to criteria representing the results of the Group as well as the operational targets set for the year.
- **Measurement:** remuneration is determined taking into account the general interests of the business, market practices and the performance of the Chief executive officers. Each year, the Nomination and Remuneration Committee receives two benchmarks from an independent firm specialising in the remuneration of Chairmen and executive officers. The first, historic panel, is compose of comparable organisations both in terms of revenue and headcount: Bic, Biomérieux, CGG, Edenred, Eramet, Eurofins Scientific, Eutelsat Communications, Imerys, Ipsen, JC Decaux, Métropole TV (M6), Rémy Cointreau, Seb, TF1, Ubisoft Entertainment, Vallourec and Vicat. Quadient and Tarkett were replaced by two SBF 120 companies, namely Mersen and Ipsos. The second panel is made up of comparable companies in terms of market capitalisation (Next 20, excluding banks/insurance companies): Accor, Arkema, Biomérieux, Bureau Veritas, Eiffage, Euronext, Forvia (formerly Faurecia), Gecina; Groupe ADP, Klepierre, Rémy Cointreau, Rexel, Sartorius Stedim, Sodexo, Solvay, Ubisoft Entertainment, Valeo and Vivendi. From an incentive perspective, the aim is not to stand out from market practice.

  In addition, since 2018 the relative performance of the Getlink SE share is assessed by reference to the Group's sectoral index, the GPR Getlink Index created in 2018 by an external firm specialising in creating indices, 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. It includes:

  – European transport infrastructure companies reflecting the Group's business (Vinci and ADP etc);

  – British transport companies reflecting Getlink's exposure to the United Kingdom (Firstgroup);

  – a ferry operator for the cross-Channel activity (DFDS); and

  – electricity companies taking into account ElecLink's contribution to results (Engie and National Grid).

  GPR Getlink Index 2023 reference panel: Aena SME SA, Aéroports de Paris, DFDS A/S, Eiffage SA, Engie SA, Ferrovial SA, Firstgroup PLC, Flughafen Zurich AG, Fraport AG, National Grid PLC and Vinci SA. Four companies have been removed from the panel since its inception. Between 2022 and 2023, the companies Atlantia S.p.A., EDF and Stagecoach Group PLC ceased to be listed so they have been removed from the index. For rebalancing purposes in order to replace the four companies removed from the Index panel since its inception and strengthen the panel's comparability with Getlink's new activities (by adding comparables in respect of the ElecLink activities), the Index panel is supplemented by the following eight companies: Enel, Fortum, IAG, Acciona, Neoen, Air France, Iren and Irish Continental Group. These companies were selected for their similarity with Getlink in terms of underlying markets (transport of goods and people, energy/electricity), geographical exposure (Europe/United Kingdom) and/or market capitalisation.
- **Internal and external consistency:** the Nomination and Remuneration Committee ensures that the remuneration policy proposed to the Board of Directors is:

  – adapted to each individual's responsibilities;

  – measured and consistent with the remuneration policy for the employees of the Group;

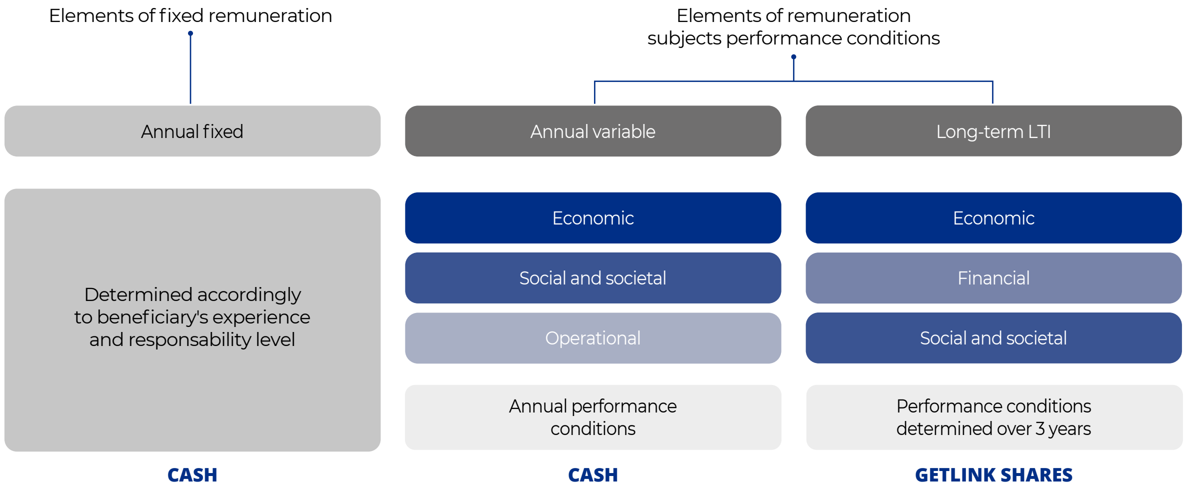
  – in line with comparable groups; in order to consider the consistency of the remuneration of the chief executive officers, the Committee examines the positioning of their remuneration, in line with market practice, in relation to remuneration paid by peer groups; and

  – linked to the performance of the ordinary shares of Getlink SE, in the interests of optimising the performance of committed capital and to align incentives between chief executive officers and shareholders.
- **Other principles:** the guiding principles of the 2024 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.

Chief Executive Officer's 2024 remuneration policy

The remuneration of the Chief Executive Officer for 2024, 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 those 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. 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 2024

The Chief Executive Officer's fixed annual remuneration is determined in accordance with his responsibilities and duties. The Chief Executive Officer's fixed remuneration was set at €550,000 gross *per annum* on 1 July 2023, as a consequence of the end of the transition period and of the increased responsibilities of the Chairman. Yann Leriche's term of office as Chief Executive Officer is due to end on 30 June 2024 and the Board of Directors has decided to renew it for a new term of four years. In that context and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors re-examined the Chief Executive Officer's remuneration at its meeting on 28 February 2024 and decided to increase the fixed annual remuneration of €550,000 to a gross annual amount of €600,000, with effect from the date of the renewal of the Chief Executive Officer's term of office on 1 July 2024.

The increase in annual fixed remuneration:

- is intended to reflect the excellence of Yann Leriche's performance as Chief Executive Officer, marked in particular by record consolidated revenues of more than €1.8 billion in 2023;
- takes into account the positioning of the Chief Executive Officer's annual fixed remuneration, which is below that of his peers in relation to the two samples of comparable companies in terms of size (revenue and headcount) and market capitalisation as set out in section 5.1.3 of the Universal Registration Document while taking into account in a measured sense the impact of the base effect of the increase in annual fixed remuneration on the other components of remuneration. These benchmarks, which were carried out by specialist external firms, show that the Chief Executive Officer's fixed annual remuneration is below the lowest quartile in each of the samples. The increase in the Chief Executive Officer's fixed annual remuneration aims to realign the Chief Executive Officer's remuneration with market conditions; and
- is set for the duration of the Chief Executive Officer's term of office with like-for-like scope and responsibilities.

The impact of this increase on the components of the total remuneration and benefits of any kind that may be granted to the Chief Executive Officer is described in section 5.1.3 of the Universal Registration Document.

Annual variable remuneration for 2024

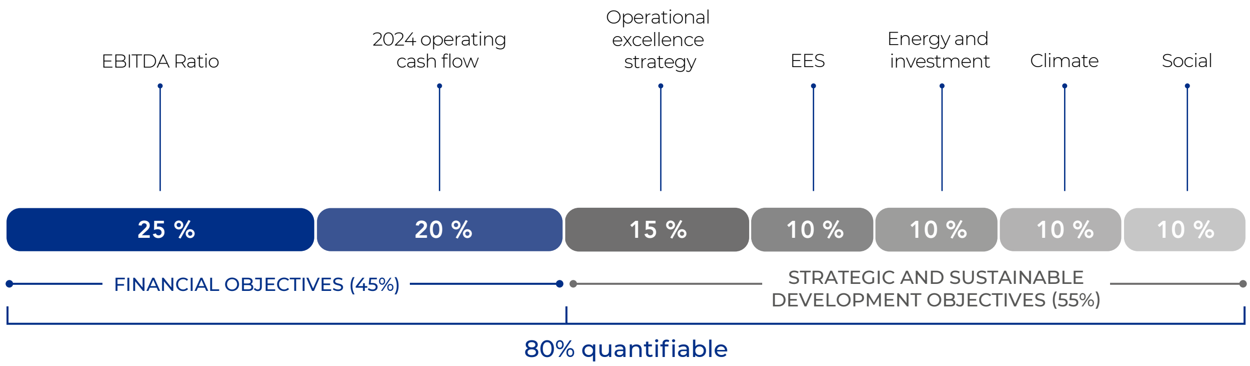
Annual variable remuneration is intended to reflect the personal contribution of the Chief Executive Officer of the Group to an improvement in its results. It is balanced in proportion to the fixed remuneration and determined as a percentage of the fixed remuneration.

The variable part of annual remuneration is determined using an unchanged target remuneration equal to 100% of the Chief Executive Officer's annual fixed remuneration *i.e.* for 2024 a base of €575,000. 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 based on criteria selected to support the strategy of the business.

The amount of variable remuneration in respect of the 2024 financial year will be determined by the Board of Directors in 2025 on the basis of the achievement of quantifiable and qualitative targets that it has set, amounting respectively to 80% and 20% of the variable part of the Chief Executive Officer's remuneration. For 2024, 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, 20% sustainability criteria and 35% strategic criteria, as summarised in the table below.

The strategic parameters are set by the Board of Directors and evolve from one year to the next so that they remain appropriate for the coming year's strategic, business and managerial challenges. They may in particular concern the implementation of the strategic direction agreed by the Board of Directors, major developments and projects and/or organisational and management actions. They are not ongoing tasks, but specific actions on which the Board of Directors expects particular performance following the setting of measurable objectives.

The Board has therefore ensured that objectives are set that can be objectively assessed and are measurable so that 80% of the total variable remuneration for the year is based on quantitative data and the objectives are clearly linked to the implementation of the Group's strategic priorities decided by the Board, which is a prerequisite for the realisation of the long-term strategic plan.



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 2024 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 2024 operating cash flow (20%) compared to that forecast in the budget, at a constant exchange rate and scope: (scope: Eurotunnel, Europorte and ElecLink).

Strategic objectives: operational and developmental (35%)

- Eurotunnel operational excellence strategy (15%): performance of the Delight programme set out in section 1.1.3 of the Universal Registration Document assessed against the 2024 Passenger NPS and trucks (Transporters) NPS targets as set out in section 6.1.4 of the Universal Registration Document as well as the 2024 Truck Shuttle average market share.
- Continued optimisation of investments (5%): performance assessed against the roll out in 2024 of the Passenger Shuttle Mid-Life Programme described in section 1.5 of the Universal Registration Document.
- EES (10%): maintain the fluidity and hourly capacity of the Tunnel terminals after the implementation of EES.
- Development projects (5%): development of Getlink's position in the energy market.

Sustainability objective (20%)

- Greenhouse gas reduction target for 2024 (10%), achievement of the published and detailed objective as set out in section 6.4.2 of the Universal Registration Document to reduce the Group's direct emissions (Scopes 1 and 2) by 25% (in tonnes of CO_2 equivalent) by 2024 on a like-for-like basis compared to 2019 emissions.
- Social (10%): increase in the 2024 engagement rate to 63%, *i.e.* an increase of one point compared with 2023 (cf. page 30 of the brochure). The engagement rate is calculated on the basis of five key indicators identified in the engagement survey. Together with an external partner, the Group has created the survey so as to be able to benefit from reliable and objective benchmarks on the levels of team members' satisfaction, expectations and commitment within the business, and thus have an operational report on the actions to be taken at the end of the survey to drive internal improvement. The survey has made it possible to measure the sources of team members' satisfaction and dissatisfaction; all the Group's managers are encouraged to share the results with their teams and to build action plans aimed at improving the work environment and the commitment of the teams on a regular basis. The survey is repeated at least once a year to measure the progress made.

Details of objectives	Criterion weight	As a % of the reference amount		
		Minimum	Target	Maximum(1) (2)
DETAILS OF QUANTITATIVE OBJECTIVES:				
Profitability of the operations process	25%	0%	25%	30%
Consolidated operating cash flow	20%	0%	20%	24%
Eurotunnel: operational excellence strategy	15%	0%	15%	18%
Sustainability: reduction in greenhouse gases	10%	0%	10%	12%
Sustainability (social): increase in the engagement rate	10%	0%	10%	12%
TOTAL QUANTITATIVE	**80%**	**0%**	**80%**	**96%**
DETAILS OF QUALITATIVE OBJECTIVES:				
EES: fluidity and hourly capacity of the Tunnel terminals after implementation of EES	10%	0%	10%	10%
Continued optimisation of investments	5%	0%	5%	5%
Developing Getlink's position in the energy market	5%	0%	5%	5%
TOTAL QUALITATIVE	**20%**	**0%**	**20%**	**20%**
Total quantitative and qualitative as % of reference amount	*100%*	*0%*	*100%*	*116%(3)*

(1) Each quantitative objective may result in up to 120% of the variable remuneration it represents.
(2) Each qualitative objective may result in to 100% of the variable remuneration it represents.
(3) The amount of variable remuneration for 2024 is capped at 116% of the reference amount.

Methodology

The budgetary targets for 2024 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.

Since the published EBITDA 2024 target is expressed in the form of a range (between €780 million and €830 million cf page 45 of this brochure), the EBITDA target for calculating this ratio will correspond to the mid-point of the guidance, with a progression between the low and high end of the guidance.

The financial data may be retreated for exceptional external factors, if any, in order to neutralise their impact and keep data genuinely comparable (e.g. at a constant exchange rate and scope of consolidation), as referred to in the first part of the presentation of the remuneration policy in section 5.1.1.a of the Universal Registration Document.

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 (financial targets)*

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**	Linear interpolation	120%
Payment rate	80%	90%	**100%**		120%

In accordance with the provisions of article L. 22-10-34-II of the French Commercial Code, payment in year N of the annual variable remuneration for year N-1 is subject to a favourable vote by the shareholders' General Meeting.

Long-term variable remuneration for 2024

Remuneration that creates medium- and long-term value for shareholders

The remuneration of the managers and officers must be linked to the medium- and long-term changes in the intrinsic value of the Company and the performance of its shares. Remuneration in shares is an element that makes Getlink attractive as an employer since it seeks to converge the interests of employees and shareholders and to strengthen employees' commitment to the Group.

Each year, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes to the General Meeting a Long Term Incentive (LTI) plan for the operating officers and senior managers and other categories of Group employees (high potential or key contributors) in a position to promote the development of the business through their actions in the form of performance shares.

The Board's policy in this respect is characterised by control of the dilution of capital and multiple performance conditions spread over a number of years. Ordinary shares granted in respect of LTI plans are purchased by the Company under the buy-back scheme.

For 2024, 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 43 of this brochure.

The performance conditions include internal and external performance conditions, 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 7 May 2024, the General Meeting will be asked to authorise a long-term incentive plan for the allotment of performance shares for a maximum total of 450,000 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, as well as the Chief Executive Officer whose share is limited to a maximum amount of 15% of the total allocation and 170% of the annual based remuneration. Subject to the approval of the plan by the General Meeting of 7 May 2024, 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 previous plans, with a strengthening of the share performance criterion, with relative performance being doubled by an absolute performance criterion, and by continuing the approach adopted of strengthening the Company's commitment to limiting its greenhouse gas emissions over a three-year period.

The external performance condition (the "market weighting") will be based on the dual performance of the Getlink ordinary shares *i.e* in terms of both relative and absolute performance:

- firstly, of the relative performance of the Getlink share *i.e.* the average performance – including dividends – (TSR) of the Getlink SE ordinary share over a period of three years compared to the Group's sectoral GPR Getlink Index set out in the first part of the presentation of the remuneration policy on page 36 of this brochure.

  This element determines **30%** 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, bearing 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, and
  - should the TSR of the Getlink SE ordinary share be equal to the performance of the GPR Getlink Index over the aforementioned period of three years, 20% of the number that can be granted will be granted, with the whole being capped at 30% of the number that can be granted;
- secondly, the absolute value performance of the Getlink share over a three-year period assessed in relation to the increase in the average share price over three years ("Final Price" = average share price for the third calendar year of the plan) compared with the initial share price ("Initial Price" = average share price for the grant calendar year):

  This external performance condition determines **15%** 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, bearing in mind that:

  - if the Final Price is lower than the Initial Price: the number of ordinary shares obtained is equal to 0,
  - if the Final Price is equal to the Initial Price: the number of ordinary shares obtained is equal to 7% of the attributable volume,
  - if the Final Price is higher than the Initial Price: the beneficiary receives a number of ordinary shares that increases up to a maximum of 15% of the attributable volume.

The first internal 30% performance condition (the "EBITDA weighting"), will be based on the organisation's economic performance, assessed by reference to the Group's average consolidated EBITDA level of achievement over a three-year period covering the 2024, 2025 and 2026 financial years, at comparable exchange rates and scope. It will account for 30% of the cumulative weighting. The definitive allocation of shares linked to this condition would vary according to the level at which the objective is achieved, bearing in mind that:

- should the average rate of achievement of EBITDA for 2024, 2025 and 2026 be strictly less than 100% of the EBITDA targets communicated to the market by Getlink SE 2024,2025 and 2026 there will be no grant; and
- should the average rate of achievement of EBITDA for 2024, 2025 and 2026 be equal to or greater than 100% of the EBITDA targets communicated to the market by Getlink SE for 2024, 2025 and 2026, 20% of the volume that could be allocated will be effectively allocated; the total being capped at 30%.

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

The second internal performance condition (the "Climate weighting") will be based on the 2026 intermediate objective of reducing the Group's direct greenhouse gas emissions (Scopes 1 and 2) by 30% (in tonnes of CO_2 equivalent) on a like-for-like basis compared to 2019 emissions as set out in section 6.4.2 of the Universal Registration Document. It will determine **15%** of the cumulative weighting.

The third internal performance condition (the "CSR weighting") would be based on the achievement of the following four objectives:

- safety: objective of 100% completion of the 2024-2026 action plan set out in section 6.5.1 of the Universal Registration Document. Getlink instructed an independent consultancy to carry out a global safety audit on both the cultural maturity and level of system safety in the organisation. The short and medium-term action plan drawn up after the consultancy made recommendations is monitored by the Safety and Security Committee;
- gender equality between men and women: recruitment objective set out in section 6.5.2 of the Universal Registration Document;
- social climate: objective of a three point increase in the Group's employee engagement rate by the end of 2026 as set out in page 38 of this brochure; and
- quality of service measured by the performance of the Net Promoter Score (NPS) presented in section 6.5.4 of the Universal Registration Document.

This element determines **10%** of the cumulative weighting. Should the rate of achievement of the objective be strictly lower than 100%, there will be no allocation and should the rate of achievement of the objective be equal to or greater than 100%, the rate of allocation will depend on the outperformance in relation to the target with the total being capped at 10%.

Restrictive rules of detention and conservation

The allocations to the Chief Executive Officer shall be subject to the rules applicable to executive officers as set forth in section 5.1.1.c of the Universal Registration Document.

Benefits in kind for 2024/Director's remuneration for 2024

The Chief Executive Officer will have a company car in accordance with the Group's Human Resources company car scheme and will receive a fee for being a director in the same way as the other Board members.

Supplementary defined contribution pension plan/ death and disability insurance for 2024

The Chief Executive Officer is treated in the same way as a senior manager for the duration of his term of office and as such continues to benefit from supplementary benefit schemes, in particular the defined contribution pension scheme, the death and disability scheme and the healthcare costs scheme applicable to the Company's employees.

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 policy available to Getlink SE employees.

Payment for leaving office

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

The Chairman's 2024 remuneration policy

The Chairman's remuneration for 2024 will consist of a fixed annual remuneration; and benefits in kind/Director's remuneration.

As is consistent with his non-executive role and in line with market practice, the Chairman of the Board of Directors does not receive any short-term annual variable remuneration in cash nor any multi-year remuneration nor does he benefit from a long-term incentive scheme.

Annual fixed remuneration for 2024

In 2024, the annual fixed remuneration of the Chairman will be unchanged at €450,000 gross per year. On 1 July 2023 at the ending of the extended duties entrusted to him, the Chairman's gross annual fixed remuneration was reduced from €600,000 to €450,000.

Benefits in kind/Director's remuneration for 2024

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.

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 is covered by the death and disabilities scheme and individual accident policy applicable to Getlink's employees.

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.

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 28 February 2024, decided to keep the distribution of the remuneration of the Directors in place since 1 May 2023 unchanged as follows:

- fixed monthly remuneration for Board members: €1,700 per month, with no uplift in the fixed portion for chairs;
- remuneration for attendance at Board meetings; €3,000 per meeting, with a higher payment for the strategy seminar (€4,500) or other ad hoc seminars and an increase of €500 per attendance in person at a Board meeting, if the travel involves crossing a border;
- remuneration for committee attendance: €1,000 per meeting, increased to €2,500 per meeting committee chairs; and
- the Senior Independent Director receives remuneration for this function equivalent to that of a Committee chair.

Remuneration (€)	Fixed part (annual)	Variable part (meeting attendance)
Board of Directors	20,400	–
Board meeting	–	3,000
Committee meeting	–	1,000
Committee meeting (chair)	–	2,500
Seminar	–	4,500

The reduction to €800 of the allowance for attending Board meetings by telephone or video conference, which was suspended during the Covid-19 pandemic and has not been reinstated.

Equity ratios

Equity ratios established between the level of remuneration of executive officers and the average and median remuneration of the Company's employees

In accordance with the provisions of Order 2019-1234 of 27 November 2019 transposing EU Directive 2017/828, all companies whose securities are admitted to trading on a regulated market must set out in the corporate governance report the ratios between:

- the level of remuneration of each of the executive officers; and
- the average and median remuneration on a full-time equivalent basis of the Company's employees.

Scope of calculation of ratios

In the interests of transparency and comparability, the scope used to determine the ratios has been extended on a voluntary basis to cover all Group entities (French and foreign Group companies).

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. The Board decided to supplement the information provided in accordance with the recommendations of the AFEP/MEDEF Code by disclosing the hypothetical calculation of all French entities including the entities of the Europorte segment and, since this is a binational organisation, also to publish the ratio including the employees within the scope of the representative activity in the United Kingdom, *i.e.* Eurotunnel and ElecLink employees on the British side.

Elements of remuneration included

The ratios presented below have been calculated on the basis of the elements of remuneration paid or awarded during the financial year.

Remuneration elements taken into account in the numerator: executive officers

- the fixed remuneration paid during each financial year;
- the variable remuneration paid during each financial year;
- remuneration related to the role of Director paid during each financial year;
- benefits in kind paid during each financial year; and
- long-term share-based remuneration instruments granted during each financial year, taken into account on the grant date and at their IFRS grant value.

Remuneration elements taken into account in the denominator: employees continuously present from 1 January to 31 December of each year

In accordance with the principle adopted for the elements of remuneration of executive officers, the elements of remuneration paid (gross annual remuneration) are considered and any free shares and performance shares are taken into account on the grant date and at their IFRS grant value.

Presentation of the ratios for the five most recent financial years

The ratios are presented by role, taking into account the separation of the roles of Chairman (Jacques Gounon) and Chief Executive Officer (Yann Leriche) as of July 2020 and the end of the term of office of the Deputy Chief Executive Officer.

Accordingly, the equity ratios for each function performed for the 2023 year are presented for the Chairman and the Chief Executive Officer.

Equity ratio: remuneration of Chairman and chief executive officers/average remuneration of Group employees

All entities	2019	2020	2021	2022	2023
Chairman and Chief Executive Officer	57	29	-	-	-
Deputy Chief Executive Officer	40	9	-	-	-
Chairman	-	15	21	13	11
Chief Executive Officer	-	11	18	25	28

Getlink SE	2019	2020	2021	2022	2023
Chairman and Chief Executive Officer	9	7	-	-	-
Deputy Chief Executive Officer	6	2	-	-	-
Chairman	-	4	5	3	2
Chief Executive Officer	-	3	4	6	5

Equity ratio: remuneration of Chairman and chief executive officers/median remuneration of Group employees

All entities	2019	2020	2021	2022	2023
Chairman and Chief Executive Officer	64	31	-	-	-
Deputy Chief Executive Officer	44	9	-	-	-
Chairman	-	16	22	14	12
Chief Executive Officer	-	12	19	27	31

Getlink SE	2019	2020	2021	2022	2023
Chairman and Chief Executive Officer	19	8	-	-	-
Deputy Chief Executive Officer	13	3	-	-	-
Chairman	-	4	6	5	3
Chief Executive Officer	-	3	5	10	7

The above tables show an increase at Group level in the gap between the Chief Executive Officer and the Chairman as a result of changes in their respective remuneration in 2023.

For Getlink SE, the ratios for the Chief Executive Officer and the Chairman show a decrease in 2023 due to the evolution of Getlink SE's workforce.

History of past plans: performance levels

		Type	Level of performance
Available plans	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:	
		Executive officers	49.5%
		Employees who are not executive officers	64.5%
	2019	E preference shares	40.0%
	2020	Performance shares	50.0%
Plans not available	2021	Performance shares	n/a
	2022	Performance shares	n/a
	2023	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
2019	55	10	18.2%
2020	26	5	19.2%
2021	35	7	20.0%
2022	36	9	25.0%
2023	52	18	34.6%

BRIEF **SUMMARY**

Summary

At €1,829 million, the Group's consolidated revenue for the 2023 financial year increased by €230 million (14%) compared to 2022 thanks in large part to ElecLink's contribution over the full 12-month period compared to seven months in 2022 (+€138 million) as well as to the continued recovery in passenger traffic for Shuttle and Eurostar. Operating costs of €850 million were up by €132 million (18%) compared to 2022, of which €34 million was due to the full year activity of ElecLink reflecting notably the provision for the interconnector's profit sharing. At €979 million for 2023, EBITDA improved by €98 million compared to 2022. At €735 million, the trading profit in 2023 was up by €81 million compared to 2022. After taking into account net financial expenses (including other financial income and charges) which were €87 million lower thanks to the impact of the slowdown of inflation on the indexation cost of the A tranches of Eurotunnel's debt, the Group's pre-tax profit improved by €149 million to €414 million for 2023, compared to €265 million in 2022.

After taking into account a net tax charge of €88 million (up by €73 million due to ElecLink), the Group's net consolidated result for the 2023 financial year was a profit of €326 million, compared to the profit of €250 million (restated) in 2022, an improvement of €76 million.

Improvement/(deterioration) of result *In millions of euros*	2023	2022 restated*	Change €M	Change %	2022 published
Exchange rate €/£	*1.153*	*1.153*			*1.168*
Eurotunnel	1,121	1,042	79	+8%	1,049
Europorte	150	137	13	+9%	137
ElecLink	558	420	138	+33%	420
Revenue	**1,829**	**1,599**	**230**	**+14%**	**1,606**
Eurotunnel	(539)	(454)	(85)	-19%	(456)
Europorte	(121)	(108)	(13)	-12%	(108)
ElecLink	(190)	(156)	(34)	-22%	(156)
Operating costs	**(850)**	**(718)**	**(132)**	**-18%**	**(720)**
Current EBITDA**	**979**	**881**	**98**	**+11%**	**886**
Depreciation	(244)	(227)	(17)	-7%	(227)
TRADING PROFIT	735	654	81	+12%	659
Other operating (charges)/income (net)	(7)	12	(19)		12
OPERATING PROFIT (EBIT)	728	666	62	+9%	671
Net finance costs	(320)	(441)	121	+27%	(445)
Other net financial income	6	40	(34)		41
PRE-TAX PROFIT	414	265	149		267
Income tax	(88)	(15)	(73)		(15)
NET CONSOLIDATED PROFIT FOR THE YEAR	**326**	**250**	**76**		**252**

* *Restated at the rate of exchange used for the 2023 income statement (£1=€1.153).*
** *Trading profit before depreciation charges.*

Summary of the Group's consolidated balance sheet at 31 December 2023 and 31 December 2022

In millions of euros	31 December 2023	31 December 2022
Exchange rate €/£	*1.151*	*1.127*
Fixed assets	6,650	6,716
Other non-current assets	578	616
TOTAL NON-CURRENT ASSETS	7,228	7,332
Trade and other receivables	113	113
Other current assets*	124	76
Cash and cash management financial assets*	1,562	1,196
TOTAL CURRENT ASSETS	1,799	1,385
TOTAL ASSETS	**9,027**	**8,717**
Total equity	2,469	2,432
Financial liabilities	5,429	5,338
Interest rate derivatives	367	331
Other liabilities	762	616
TOTAL EQUITY AND LIABILITIES	**9,027**	**8,717**

* *Cash management financial assets, recognised in the balance sheet as current financial assets, are included in this analysis with "Cash and cash equivalents".*

Important events

ElecLink

Following launch of commercial operation on 25 May 2022, 2023 is marked by ElecLink's activity over the entire year, compared with seven months in 2022.

Settlement agreement with the French State

In December 2023, the Group concluded a settlement agreement with the French State relating to making the necessary modifications to the Channel Tunnel terminals to enable the new border controls required following the United Kingdom's exit from the European Union. Under the terms of this agreement, the French State paid the Group €21 million in December 2023. In the Group's consolidated financial statements for the year ended 31 December 2023, this has been recognised as a subsidy under Brexit-related investments.

Outlook, objectives, recent and post-balance sheet events

Post balance sheet events are described in note K to the consolidated financial statements in section 2.2.1 of the Universal Registration Document.

Outlook

As indicated in the analysis of the consolidated results in section 2.1 of the Universal Registration Document, the Group's results for 2023 are significantly better than those for 2022, thanks to the contribution of ElecLink in its first full year of operation (the electricity interconnector came into service on 25 May 2022) and to the recovery of Eurotunnel's passenger business, despite the continuing effect of Brexit and the impact of the deteriorating economic climate in the United Kingdom on the Shuttles business in a highly competitive market.

The Group's balanced business model limits the impact of the deterioration in the geopolitical environment and the economic situation in Europe and the United Kingdom on the Group's activities, and in particular on those of Eurotunnel. In addition, the initiatives taken by the Group in terms of cost management and operational productivity, as well as its strategy focussed on the customer, on quality of service and on strengthening its position as a green leader in European transport, are creating value and laying the foundations for the transformation of the business over the coming years.

In 2023, **Eurotunnel**'s passenger car Shuttles business has continued to recover, whilst retaining a significant proportion of the market share and yield gains made during the pandemic. The teams remain focussed on service quality and optimising value creation.

The cross-Channel truck market continues to be affected by the economic slowdown in the United Kingdom and the long-term effects of Brexit. Despite these factors and the intensification of the competitive environment on the Short Straits, the Truck Shuttle business is maintaining its position as market leader thanks to the development of its First priority service introduced during 2022, as well as the continued expansion of services for its customers with the launch of the "Sherpass" paperless border formalities management offer.

The Short Straits market has recently seen some ferry operators move towards a business model that departs from the social models applicable to British and French domestic shipping. In the United Kingdom and France, new regulations have been adopted to counter this trend (legislation passed in March 2023 in the United Kingdom and on 26 July 2023 in France). The implementing decrees are expected during 2024. These new regulations could rebalance the cost structures of the various players.

In 2023, the Group continued to focus on its competitive advantages – speed, simplicity and respect for the environment – supported by the relaunch of the LeShuttle brand and an innovative, customer-focussed marketing strategy, enabling it to maintain its premium positioning.

The cross-Channel passenger rail market also continued to recover in 2023, with Eurostar passenger volumes almost back to pre-crisis 2019 levels despite the need to adapt to post-Brexit border control requirements at its main departure points. The merger of Eurostar and Thalys and the announcements of new operators wishing to launch new high-speed passenger services between France and continental Europe confirm the strong growth potential of the market for international rail travel between the United Kingdom and continental Europe.

The pressure on the Group's costs resulting from the unprecedented rise in inflation and energy prices during 2023 has been managed by continuing its policy of cost control. The Group has also put in place measures to mitigate inflation via a targeted pricing policy and the introduction from April 2022 of the electricity value adjustment (EVA) for truck customers, which it is continuing into 2024.

After adjusting its capital expenditure levels during the Covid crisis, the Group has relaunched its Fixed Link investment programme. This programme, focussed on improving capacity and availability, on innovation, obsolescence management and environmental sustainability, is a key element of the Group's strategy to focus on the customer, enhance the quality of its services and adapt its offering to the evolving needs of its customers in order to drive growth and profitability. The Group continued its work in 2023 and will continue in 2024 to prepare for the implementation of the new European Entry/Exit System (EES) scheduled for October 2024. The Group's experience in developing intelligent, 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 in its ability to meet the challenge of managing its traffic and maintaining fluidity at its terminals following the introduction of EES.

Europorte pursued its strategy of selective and resilient growth in 2023 with the expansion of the Flex Express service and the development of cross-border activities with Belgium and Germany. Nevertheless, results for the period were affected in particular by inflation in energy costs and the impact of strikes by SNCF-R traffic agents in the first half of the year. Europorte's active contribution to the decarbonisation of rail transport will continue in 2024 with the accelerated deployment of Oleo100 biofuel on its locomotive fleet.

Launched in May 2022, **ElecLink**'s 2023 revenue of €558 million reflects the exceptional conditions in the electricity market. The operational performance of the interconnector in 2023 was excellent with an availability rate of over 98%.

As at 18 February 2024, ElecLink had already secured revenue (subject to effective delivery of the service) for 71% of its capacity for the 2024 year thereby generating revenue of around €292 million. Markets remain volatile in the current economic and geopolitical environment and ElecLink is well positioned to benefit.

Discussions with national regulators on the application of the profit-sharing mechanism provided for in the ElecLink exemption have begun and will continue in 2024.

The Group is pursuing its strategy of prudent cash management and at 31 December 2023 maintained its high level of liquidity, with available cash and cash management financial assets of €1,562 million.

Objectives

In 2024, against a backdrop of very intense competition in cross-Channel transport, Getlink will pursue its strategy of operational excellence and increased agility in order to optimise the attractiveness of its services and its value creation. The Group has set a target of consolidated EBITDA for 2024 of between €780 million and €830 million, based on the current scope of consolidation, an exchange rate of £1=€1.15 and a constant regulatory and fiscal environment, taking into account in particular:

- the revenue already secured for ElecLink (as at 18 February, 71% of the capacity of the cable has been sold for €292 million subject to the actual delivery of the service), recent prices in the electricity market (which show a foreseeable normalisation of Franco-British spreads compared with the unusual levels recorded in 2022 and 2023) and using a similar method to that adopted for 2023 with regard to the provision for profit sharing;

- the implementation of EES formalities from October 2024 on Eurotunnel sites, which has been the subject of intense preparation to make it a competitive advantage.

The Group propose to the Annual General Meeting of 7 May 2024 the payment of a dividend of €0.55 per share, up 10% on the amount paid in 2023 and in line with the Group's desire to share value creation with its shareholders.

Recent events

Between 1 January and 29 February 2024, LeShuttle Freight transported 198,895 trucks, down 3% on the same period in 2023.

Between 1 January and 29 February 2024, LeShuttle carried 235,262 passenger vehicles, down 6% on the same period in 2023.

In a letter to the AMF on 6 March 2024 (Declaration 224C0370), supplemented by a letter received on 7 March, the Abu Dhabi Investment Authority ("ADIA") (211 Corniche, Abu Dhabi, United Arab Emirates) declared on 4 March 2024, directly and indirectly through the companies it controls (Platinum Compass B 2018 RSC Limited), that it had crossed above the threshold of 10% of the voting rights of Getlink SE and that it held 40,070,020 Getlink shares, representing 77,544,101 voting rights, *i.e.* 7.29% of the share capital and 10.96% of the voting rights of Getlink on the basis of a share capital of 550,000,000 shares representing 707,839,026 voting rights (according to the *déclarant*, taking into account the allocation of 37,474,081 voting rights). This threshold crossing results from the allocation of double voting rights.

In a declaration to the AMF on 11 March 2024 (Declaration 224C0377), Eiffage SA (3/7, place de l'Europe, 78140 Vélizy-Villacoublay, France) declared that on 8 March 2024, indirectly through the simplified joint stock company Dervaux Participations 14 which it controls, it had dropped below the threshold of 20% of the voting rights in Getlink SE and that it indirectly held through Dervaux Participations 14, 113,015,416 Getlink SE shares representing 140,950,408 voting rights, *i.e.* 20.55% of the share capital and 19.91% of the voting rights of that company (based on a share capital consisting of 550,000,000 shares representing 707,817,548 voting rights). This threshold crossing results from an increase in the total number of voting rights of Getlink SE.

In a declaration to the AMF on 13 March 2024, supplemented by a letter received on 14 March (Declaration 224C0398), the Luxembourg limited liability company Aero I Global & International (Rue de Bitbourg 9 1273, Luxembourg, Grand Duchy of Luxembourg) declared that on 8 March 2024 it dropped below the threshold of 25% of the voting rights in Getlink SE and that it held 85,170,758 Getlink SE shares representing 170,341,516 voting rights i.e. 15.49% of the share capital and 24.07% of the voting rights on the basis of a share capital of 550,000,000 shares representing 707,817,548 voting rights. This threshold crossing results in an increase in the total number of Getlink SE voting rights.

Table of Getlink SE parent company results for the last five financial years[1]

	2023	2022	2021	2020	2019
CAPITAL AT END OF FINANCIAL YEAR					
Share capital *(in euros)*	220,000,000.00	220,000,000.00	220,000,011.42	220,000,022.69	220,000,011.27
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
Maximum number of future ordinary shares to be created on exercise of rights of holders of securities giving access to Getlink SE equity*	1,099,517	719,963	1,332,388	2,914,696	5,405,234
TRANSACTIONS AND RESULTS FOR THE YEAR *(in thousands of euros)*					
Revenue excluding tax	39,804	27,156	25,622	23,106	22,690
Payroll costs	4,515	3,917	4,681	5,771	5,241
Amount of benefits	2,171	1,927	2,364	2,237	5,006
Number of employees	15	15	21	24	20
Result before tax, employee participation and depreciation and provisions	122,481	(1,109)	(7,208)	14,773	150,610
Tax on profits	(1,197)	671	2,015	2,385	9,263
Result after tax, employee participation and depreciation and provisions	123,879	(17,297)	133	(36,398)	164,897
Distributed result**	302,500	270,508	54,057	26,953	–
EARNINGS PER SHARE *(in euros)*					
Result after tax, employee participation and before depreciation and provisions	0.22	NS	(0.01)	0.03	0.29
Result after tax, employee participation and depreciation and provisions	0.23	(0.03)	–	(0.07)	0.30
Dividend per ordinary share**	0.55	0.50	0.10	0.05	–

* *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 7 May 2024 of the appropriation of the 2023 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.*

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. 2023 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.

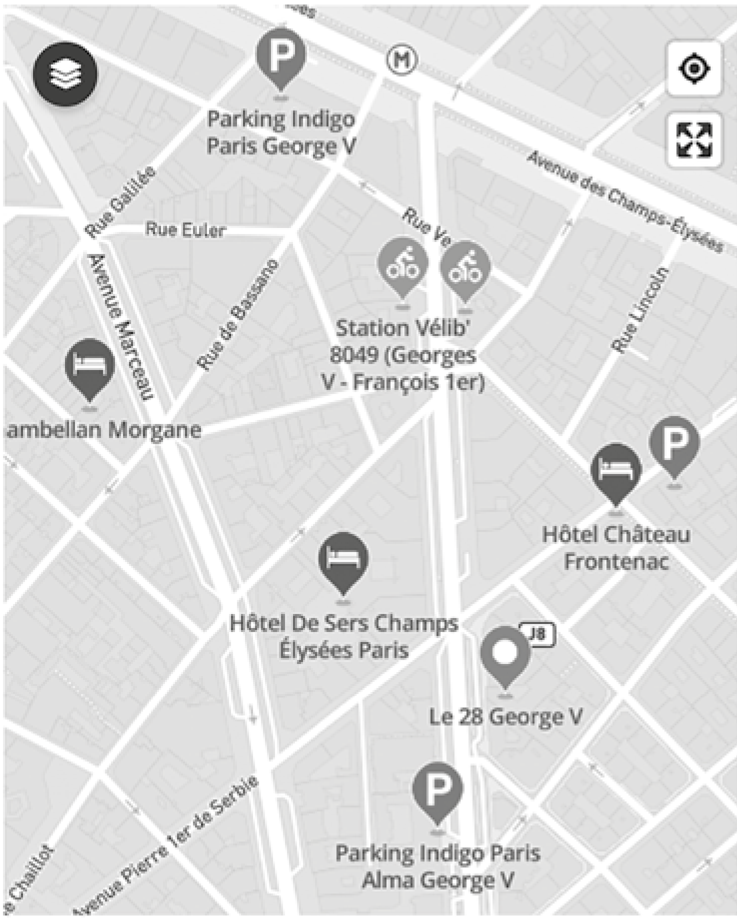
J. Proxy/postal voting form.

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 and K 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.

Chateauform' le 28 George V,
28, avenue George-V – 75008 PARIS



Ⓜ Metro and RER

Line 1 : George V

Ⓣ Bus, Tramway, Vélib'

BUS 73
Vélib' Station 8049 (George V - François 1er)
Vélib' Station 8549 (George V - Christophe Colomb)

Ⓟ Cars

Parking Indigo Paris George V
103 Av. des Champs-Élysées 75008 Paris

Parking Indigo Paris Alma George V
Face au, 19 Av. George V 75008 Paris

Belib' Station de recharge
58 Rue Pierre Charron 75008 Paris

Paris Recharge Charging Station
7 Rue François 1er 75008 Paris

Station de Taxis Place des Ternes
272 Rue du Faubourg Saint-Honoré 75008 Paris

Hotels Nearby

Hôtel De Sers Champs Élysées Paris
41 Av. Pierre 1er de Serbie 75008 Paris

Hôtel Château Frontenac
54 Rue Pierre Charron 75008 Paris

Chambellan Morgane
6 Rue Kepler 75116 Paris

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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):

.... @ ....

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

Done at: ...., the ....

Signature :

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 7 May 2024, 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 : 9695007ZEQ7M0OE74G82

37-39, rue de la Bienfaisance
75008 Paris – France
www.getlinkgroup.com