Notice of meeting 2025

GETLINK

WELCOME TO THE COMBINED GENERAL MEETING

Wednesday 14 May 2025 – 10 a.m. (CET)

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

We encourage you to vote by Internet
The General Meeting will be broadcast live and recorded on the website

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Key dates

12 May 2025 at the latest
Deadline for receipt of the voting forms
by Société Générale Securities Services

13 May 2025 at 3 p.m. (CET)
Deadline for voting by Internet

14 May 2025 at 10 a.m. (CET)
Getlink SE General Meeting
(registration starts at 9 a.m.)

www.getlinkgroup.com

Shareholders are invited to regularly consult the section dedicated to the 2025 General Meeting on the Getlink website.

AGENDA

Resolutions for decision by the Ordinary General Meeting

- Management report of the Board of Directors, including the Board's report on corporate governance and sustainability report;
- Report of the Board of Directors to the General Meeting;
- Statutory Auditors' reports on the financial statements for the year ended 31 December 2024;

1. Review and approval of the parent company financial statements for the year ended 31 December 2024;
2. Appropriation of financial result for the year ended 31 December 2024; setting of dividend and payment date;
3. Review and approval of the consolidated financial statements for the year ended 31 December 2024;
4. Authorisation granted to the Board of Directors for a period of 18 months to allow the Company to buy back and trade in its own shares;
5. Statutory Auditors' special report on regulated agreements;
6. Renewal of the term of office of Yann Leriche as Director;
7. Certification of the financial statements – appointment of Forvis Mazars SA as Statutory Auditors;
8. Certification of the financial statements – appointment of Deloitte & Associés as Statutory Auditors;
9. Certification of sustainability information – appointment of Forvis Mazars SA as Statutory Auditors in charge of certifying sustainability information;
10. Certification of sustainability information – appointment of Deloitte & Associés as Statutory Auditors in charge of certifying 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 2024 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 remuneration paid during or awarded in respect of the financial year ended 31 December 2024 to Yann Leriche, Chief Executive Officer;
13. Approval of the remuneration paid during or awarded in respect of the year ended 31 December 2024 to Jacques Gounon, Chairman of the Board;
14. Approval of the remuneration policy applicable to members of the Board of Directors for the 2025 financial year, pursuant to Article L. 22-10-8-II of the French Commercial Code;
15. Approval of the remuneration policy: principles and criteria for determining, allocating and granting the fixed, variable and exceptional components of the total remuneration and benefits of any kind, attributable to the Chief Executive Officer for the 2025 financial year;
16. Approval of the principles and criteria for determining, allocating and granting the components of the total remuneration and benefits of any kind, attributable to the Chairman of the Board for the 2025 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 granted to the Board of Directors for a period of 12 months, for the purpose of making a collective free allocation of shares to all non-executive employees of the Company and of companies directly or indirectly affiliated to it, within the meaning of Article L. 225-197-2 of the French Commercial Code, entailing the waiver by shareholders of their preferential subscription rights.
18. Authorisation granted to the Board of Directors to allocate free ordinary shares in the Company, whether existing or to be issued, for the benefit of Group's employees and/or executive officers, automatically waiving shareholders' preferential subscription rights;
19. Renewal of the authorisation granted to the Board of Directors for a period of 26 months to issue ordinary shares in the Company or securities giving access ordinary shares in the Company or in companies in the Company' Group, with preferential subscription rights for existing shareholders (up to a maximum of 40% of the share capital);
20. Delegation of authority granted for 26 months to the Board of Directors to issue shares or securities giving access to the share capital, up to a limit of 10% of the share capital, as remuneration for contributions in kind relating to shares or securities giving access to the share capital;
21. Aggregate limit on authorisations to issue shares with or without preferential subscription rights;
22. Authorisation given to the Board of Directors for 18 months to reduce the share capital by cancelling treasury shares;
23. Delegation of authority granted for 26 months to the Board of Directors to carry out capital increases without shareholders' preferential subscription rights by issuing ordinary shares or securities giving access to the Company's capital reserved for employees belonging to a Company savings plan;
24. Amendment to Article 19 of the Articles of Association relating to the age limit for the Chairman of the Board of Directors;
25. Amendment of the Articles of Association into line with legal and regulatory provisions;
26. 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 12 May 2025 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 12 May 2025 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 may dispose of all or part of his shares at any time. However, if the transfer is completed before 12 May 2025 at 00:00 a.m. (CET) (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. Failing 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 23 April 2025 at 9:00 a.m. to 13 May at 3 p.m. (CET)**

BY INTERNET

Registered shareholder	Bearer shareholder
Log in to the website https://sharinbox.societegenerale.com **open from 23 April 2025 at 9:00 a.m. until 13 May 2025 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".	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 prepaid 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 12 May 2025 (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:

YOU WISH TO ATTEND THE MEETING:

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

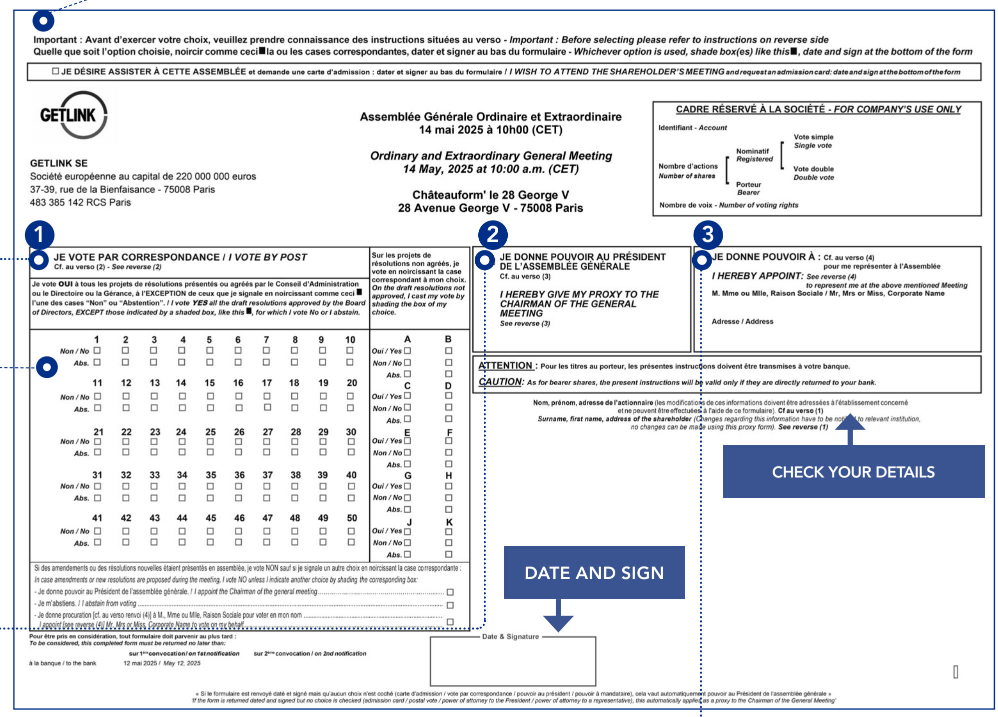
Shade in this box.

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 12 May 2025 at 00:00 am (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 PROXY 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 *i.e* on 12 May 2025 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 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 France.

In order for the conclusions or revocations of mandates notified by electronic means to be validly taken into account, the confirmations must be received no later that 3 p.m. (CET) on the eve of the Meeting *i.e.* 13 May 2025 at 3:00 pm.

By Post

The shareholder 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 France.

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 France.

Nominations or revocations of mandates by post must be received no later than 12 May 2025 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. 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 no later than the end of the fourth business day preceding the date of the General Meeting *i.e.* 7 May 2025 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

The purpose of the first resolution is to approve the statutory financial statements of Getlink SE for the year ended 31 December 2024, showing a profit of €201,725,414.30.

In section 2.2.2 of the 2024 Universal Registration Document, you will find the parent company financial statements for the year ended 31 December 2024 and the Statutory Auditors' reports thereon.

Resolution 1

Review and approval of the parent company statutory financial statements for the year ended 31 December 2024

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 Company's annual financial statements for the year ended 31 December 2024, as presented, which show a profit of €201,725,414.30, as well as the transactions reflected in these financial statements and summarised in these reports, including the non-deductible expenses (Article 39-4 of the General Tax Code) mentioned in the management report (€15,945.79).

The purpose of the **second resolution** is to approve the Board of Directors' proposal to appropriate the company's profit and to distribute a dividend of €319,000,000, *i.e.* for each of the 550,000,000 ordinary shares making up the share capital and entitled to dividends (excluding treasury shares), a dividend of €0.58. The total amount of the distribution would be deducted from the following items:

- Distributable profit: €201,725,437;
- Other reserves "NRS Redemption[(1)]": €429,435,285.

Lastly, we would like to point out that the table required by Article R. 225-102 of the French Commercial Code on the company's financial results over the last five financial years is included in section 2.4.1 of the 2024 Universal Registration Document and page 41 of this brochure.

Resolution 2

Appropriation of result for the year ended 31 December 2024, determination of the dividend and its payment date.

The General Meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings,

- after having note:
  - that the Company's statutory accounts for the financial statements for the year ended 31 December 2024, as approved in the first resolution of this General Meeting, show **a profit of €201,725,414.30,**
  - the legal reserve is fully funded;
- and having noted that, taking into account the balance of retained earnings from previous years (€23), distributable profit amounts to €201,725,437;
- resolves, on the proposal of the Board, to distribute a dividend of €319,000,000, *i.e.* a dividend of €0.58 for each of the 550,000,000 ordinary shares making up the share capital (excluding treasury shares) entitled to dividends;
- resolves to deduct the proposed €319,000,000 as a priority from distributable profit (*i.e.* €201,725,437) and the balance of €117,274,563 from Other reserves "NRS Redemption".

As a result, the "Profit carried forward" account would be reduced to €0 and the "Other reserves – NRS redemption reserve" account would be reduced from €429,435,285.00 to €312,160,722.

The aggregate distribution of €319,000,000 has been determined on the basis of the 550,000,000 shares making up the share capital at 5 March 2025; it will be reduced by the treasury shares held by the Company on the dividend payment date.

The General Meeting therefore resolves, on the recommendation of the Board, to appropriate the profit for the year ended 31 December 2024 as follows:

(in euros)	
Profit brought forward at 31 December 2024	23.01
Profit for the 2024 financial year	201,725,414.30
Distributable profit	**201,725,437.31**
Dividend for the 2024 financial year[(1)]	**319,000,000.00**
Profit carried forward	-/-
Legal reserve	22,422,885.00
Other reserves "NRS redemption" carried forward	312,160,722.31

(1) Based on the number of shares making up the share capital at 5 March 2025, i.e. 550,000,000 ordinary shares.

The dividend will be detached from the share on the Euronext Paris market on 2 June 2025 and will be payable in cash on 6 June 2025 on the basis of positions closed on the evening of 3 June 2025.

(1) As part of the financial restructuring in 2007, part of the debt was converted into bonds 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 bonds 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 has been absorbed by Getlink. The reserve is freely distributable.

Dividends received by an individual domiciled in France for tax purposes are taxed under a single flat-rate withholding tax (PFU), comprising income tax at a single flat rate of 12.8% and social security contributions of 17.2%, giving an overall tax rate of 30%. This flat-rate taxation applies automatically, except where there is an express, comprehensive and irrevocable option for all income, net gains and receivables falling within the scope of the PFU to be subject to income tax on a progressive scale. If this option is chosen, the dividend is eligible for the 40% allowance provided for in Article 158-3-2° of the French General Tax Code; the dividend is also subject to social security deductions at the overall rate of 17.2%.

The following table shows the amount of dividends distributed in respect of the previous three financial years, the amount of revenue distributed in respect of the same financial years that is eligible for the 40% allowance, and the revenue that is not eligible for this allowance:

Exercise	Amount appropriated for distribution *(in euros)*[a]	Number of shares concerned[b]	Dividend per share *(in euros)*
2021			
Dividend	55,000,000	550,000,000	0.10
2022			
Dividend	275,000,000	550,000,000	0.50
2023			
Dividend	302,500,000	550,000,000	0.55

(a) Theoretical values.

(b) Number of shares based on historical data: the adjustment results from the existence of treasury shares.
- 2021 Financial year: €54,057,255.80 for 540,572,558 shares.
- 2022 Financial year: €270,507,984 for 541,015,968 shares.
- 2023 Financial year: €297,732,782 for 541,332,782 shares.

The purpose of the **third resolution** is to approve the Group's consolidated financial statements for the year ended 2024, showing a profit of €316,911,087.85.

Section 2.2.1 of the 2024 Universal Registration Document contains the consolidated financial statements for the year ended 31 December 2024 and the Statutory Auditors' report thereon.

Resolution 3

Review and approval of the consolidated financial statements for the year ended 31 December 2024

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 financial statements for the year ended 31 December 2024, as presented, which show a profit of €316,911,087.85, together with the transactions reflected in these financial statements and summarised in these reports.

The purpose of the **fourth resolution** is to renew the annual authorisation granted to the Board of Directors by the General Meeting to trade in Getlink SE shares.

The main features of the authorisation requested are as follows:

- maximum number of shares that may be acquired: 5% of the total number of shares comprising the Company's share capital at the date of this General Meeting;
- maximum purchase price per share: €24, subject to adjustment in the event of a transaction affecting the Company's share capital or shareholders' equity.

The objectives of the share buyback programme are detailed in the text of the resolution and in the programme description available on the website.

The implementation of the share buyback programme during the 2024 financial year is described in section 7.3 of the 2024 Universal Registration Document. These transactions may be carried out at any time, except during a public offer for the Company's shares, in accordance with the rules issued by the *Autorité des marchés financiers*. Shares may be bought back for the duration of this new authorisation, *i.e.* for a period of 18 months from the date of this General Meeting, ending on 14 November 2026. This authorisation will replace that granted by the fourth resolution of the Combined General Meeting of 7 May 2024 and will cancel the unused portion of that authorisation.

Resolution 4

Authorisation granted to the Board 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 conditions applicable to ordinary general meetings and having considered the report of the Board of Directors, authorises the Board of Directors, with powers to subdelegate, in accordance with the provisions of Articles L. 22-10-62 *et seq.* of the French Commercial Code, European Regulation (EU) No. 596/2014 of 16 April 2014 on market abuse and the General Regulation of the *Autorité des marchés financiers* (AMF), to buy or sell shares in the Company under the conditions and within the limits provided for by law, and to this end:

1. authorises the Company's Board of Directors, for a period of eighteen months from the date of this General Meeting, to purchase or arrange for the purchase of the Company's ordinary shares on the following terms:

– the number of shares purchased under this resolution may not represent more than 5% of the Company's share capital as at the date of this General Meeting (it being specified that when shares are purchased to improve liquidity under a liquidity contract in accordance with the conditions set out below, the number of shares taken into account for the calculation of this 5% limit corresponds to the number of shares purchased less the number of shares resold during the term of this resolution),

– the maximum unit purchase price may not exceed €24, it being specified that the Board may adjust the above purchase price in the event of a transaction giving rise either to an increase in the par value of the ordinary shares or to the creation and free allocation of shares, or in the event of a split in the par value of the ordinary shares or a reverse split of ordinary shares, or any other transaction affecting shareholders' equity, to take account of the impact of the transaction concerned on the value of the ordinary shares,

- 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 at 5 March 2025, exceed €660,000,000 (corresponding to a total of 27,500,000 ordinary shares at the maximum price of €24 per share referred to above),
- purchases of ordinary shares made by the Company under this authorisation may under no circumstances result in the Company holding, directly or indirectly, more than 5% of the shares comprising the share capital,
- these ordinary shares may be acquired or sold at any time, excluding periods of public offers for the Company's shares, under the conditions and within the limits, in particular as regards volumes and prices, laid down by the laws in force on the date of the transactions in question, by any means, including on the market or over-the-counter, including by means of block trades, by using derivative financial instruments traded on a regulated or over-the-counter market, under the conditions laid down by the market authorities and at the times the Board of Directors or the person acting on the Board's delegation shall decide,
- the ordinary shares bought back and kept by the Company will be deprived of voting rights and will not give right to the payment of the dividend;

2. resolves that these purchases of ordinary shares may be made for any purpose permitted by law or which may in the future be permitted by law, and in particular in order to:
   - the delivery of Company shares to eligible employees and/or executive officers of Getlink Group companies, under savings plans or any other share ownership plan governed by French or foreign law, including (i) stock option plan or (ii) a free share allocation plan, or (iii) employee share ownership plans reserved for members of a company savings plan, carried out under the terms of Articles L. 3331-1 *et seq.* of the French Labour Code through the sale of shares previously acquired by the Company under this resolution, or providing for the free allocation of such shares as part of a matching contribution in Company shares, in particular for the purposes of a "Share Incentive Plan" in the United Kingdom, or (iv) the allocation of shares to employees and/or corporate officers of the Company and its affiliates, in accordance with applicable laws and regulations, or any other form of allocation, assignment or transfer to current or former employees and corporate officers of the Company and its Group,
   - delivery or exchange transactions upon exercise of rights attached to securities giving entitlement by redemption, conversion, exchange, presentation of a warrant or in any other way to the allocation of ordinary shares in the Company,
   - ensuring market liquidity within the framework of a liquidity contract that complies with a code of ethics recognised by the *Autorité des marchés financiers*,
   - retention and subsequent remittance, either as payment in connection with external growth transactions, or in exchange in connection with mergers, demergers or asset-for-share exchanges, up to a limit of 5% of the share capital,
   - cancelling all or some of the Company shares bought back in this way, under the conditions set out in Article L. 22-10-62 of the French Commercial Code and pursuant to the twenty-second resolution (subject to its adoption) or any other similar authorisation,
   - to implement any market practice that may be permitted by the *Autorité des marchés financiers* and, more generally, to carry out any other transaction that complies with the regulations in force;
3. grants full powers to the Board, with powers to subdelegate within the law, to implement this share buyback programme, to determine the terms and conditions, to make any adjustments required as a result of transactions affecting the Company's share capital or shareholders' equity, to place any stock market orders and to enter into any agreements, in particular for the keeping of registers of purchases and sales of shares, to draw up and amend all documents, in particular information documents, to carry out all formalities, including allocating or reallocating the ordinary shares acquired for the various purposes, 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 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 may sub-delegate the powers required to carry out the transactions provided for in this resolution, in accordance with the applicable laws and regulations;
6. formally notes that this resolution cancels and replaces the authorisation granted by the fourth resolution of the Ordinary General Meeting of 7 May 2024. It is granted for a period of eighteen months from the date of this General Meeting.

The purpose of the **fifth resolution** is the Statutory Auditors' special report on agreements governed by Articles L. 225-38 *et seq.* of the French Commercial Code entered into during the previous financial year. No new regulated agreement was concluded during the 2024 financial year.

Resolution 5

Statutory Auditors' special report on regulated agreements

The General Meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings and having considered the statutory Auditors 'special report on the agreement referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, approves the said report.

The purpose of the **sixth resolution** is to reappoint Yann Leriche as a Director whose term of office expires at the close of this General Meeting. This appointment would be renewed for a further term of four years, until the end of the 2029 General Meeting called to approve the financial statements for the year ended 31 December 2028.

Yann Leriche, Getlink's Chief Executive Officer since 1 July 2020, was reappointed by the Board on 1 February 2024 for a further term of four years from 1 July 2024 to 1 July 2028.

For more details, please refer to page 22 of this brochure, where you will find a fact sheet describing the skills and expertise of each individual.

Resolution 6

Renewal of the term of office of Yann Leriche as Director

The General Meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings and having considered the report of the Board of Directors, and having noted that Yann Leriche's term of office expires at the close of this General Meeting, resolves to renew Yann Leriche's term of office for a further four years, to expire at the close of the General Meeting called to approve the financial statements for the year ending 31 December 2028.

The purpose of the **seventh and eighth resolutions** is to propose Statutory Auditors responsible for certifying the accounts, whose terms of office will begin at the close of this General Meeting.

The Statutory Auditors are vested by law with the general task of controlling and supervising the Company. In particular, they are required to certify independently that the parent company and consolidated financial statements for the past financial year, which are put to the vote of the shareholders, are true and accurate. As a European company publishing consolidated financial statements, the Company is required to have at least two Statutory Auditors, each of whom is independent of the other.

To date, the Statutory Auditors are Forvis Mazars and KPMG SA respectively, who were appointed as Statutory Auditors of Getlink SE (formerly Groupe Eurotunnel SE) by the General Meeting of 9 March 2007.

The Board of Directors noted that Forvis Mazars and KPMS SA would reach the maximum legal term of office for Statutory Auditors within the Company (*i.e.* 24 years), at the end of the Ordinary General Meeting called to approve the financial statements for the year ending 31 December 2030.

In anticipation of this, the Board of Directors, on the recommendation of Getlink SE's Audit Committee, has decided to select a new set of Statutory Auditors to ensure a smooth transition and maintain the high quality of the Group's auditing. The selection of a new Statutory Auditor, whose appointment is subject to approval at the next General Meeting, was made in accordance with the provisions of European Regulation (EU) No 537/2014 of 16 April 2014 on specific requirements for statutory audits of public interest entities. In this respect, it should be noted that the selection procedure was steered by the Audit Committee, with the support of the Group's Finance Department, notably through the validation of the tender process and specifications detailing the criteria to ensure a fair decision.

The selection process carried out under the supervision of the Audit Committee led the latter to recommend to the Board of Directors the reappointment of Forvis Mazars and the appointment of Deloitte & Associés, whose teams demonstrated, in the context of the call for tenders, their ability to audit the accounts of Getlink SE and its subsidiaries in accordance with best practice.

On the recommendation of the Audit Committee, the Board of Directors proposes that:

- to renew the appointment of Forvis Mazars for a further term of six financial years, it being specified that, in accordance with current audit regulations, this will be Forvis Mazars' last appointment. The Audit Committee recommended that Forvis Mazars be reappointed for a final term, on competitive terms and taking into account best market practice, particularly in view of its in-depth knowledge of the Group. Information on the fees received by Forvis Mazars and the members of its network for services provided to the Group during the 2024 financial year is provided in the Universal Registration Document in section 2.2.1. A new Statutory Auditor will be appointed at the end of this last term of office, which will expire at the General Meeting called in 2031 to approve the financial statements for the 2030 financial year.

  In the seventh resolution, it is proposed that you reappoint Forvis Mazars as Statutory Auditors for a term of six (6) financial years, *i.e.* until the General Meeting called to approve the financial statements for the year ending 31 December 2030.

  Forvis Mazars has already indicated to Getlink SE that it will accept this assignment in the event of a favourable vote;
- to appoint Deloitte & Associés to replace KPMG SA. After examining the applications, the Audit Committee presented a shortlist to the Board of Directors and expressed its preference for Deloitte & Associés. It should be noted that the applications from the two shortlisted firms fully met the specifications defined by Getlink SE, in terms of audit approach, knowledge of business sectors and geographical coverage.

  In the eighth resolution, it is proposed that you appoint Deloitte & Associés as Statutory Auditors to replace KPMG SA, for a term of six (6) financial years, *i.e.* until the General Meeting called to approve the financial statements for the year ending 31 December 2030.

  Deloitte & Associés has already indicated to Getlink SE that it will accept this assignment in the event of a favourable vote.

  It should be noted, for all practical purposes, that in accordance with the provisions of Article L. 823-1. paragraph 2 of the French Commercial Code, given that Forvis Mazars and Deloitte & Associés, whose renewal and appointment are proposed, are multi-person companies, the appointment of a deputy Statutory Auditor is not legally required.

Resolution 7

Statutory audit engagement – appointment of Forvis Mazars SA as Statutory Auditors

The General Meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings and having considered the report of the Board of Directors, resolves to renew the appointment as Statutory Auditors of Forvis Mazars, whose registered office is at 61, rue Henri Regnault – Tour Exaltis – 92400 Courbevoie, France, registered in the Nanterre Trade and Companies Register under number 784 824 153, whose term of office expires at the close of this General Meeting. This six (6) year term of office will expire at the end of the General Meeting to be held in 2031 to approve the financial statements for the year ending 31 December 2030.

The Statutory Auditors have informed the Company in advance that they will accept this mandate.

Resolution 8

Statutory audit engagement – appointment of Deloitte & Associés as Statutory Auditors

The General Meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings and having considered the report of the Board of Directors, resolves to appoint Deloitte & Associés, whose registered office is at 6, place de la Pyramide, 92908 Paris La Défense Cedex, registered in the Nanterre Trade and Companies Register under number 572 028 041, as Statutory Auditors to replace KPMG SA, whose term of office expires at the close of this General Meeting. This appointment, for a term of six (6) financial years, will expire at the end of the General Meeting to be held in 2031 to approve the financial statements for the year ending 31 December 2030.

The Statutory Auditors have informed the Company in advance that they will accept this mandate.

The **ninth** and **tenth resolutions** relate to the proposal concerning the Statutory Auditors responsible for certifying sustainability information. It should be noted that in the context of changes in European and French regulations relating to the publication and certification of sustainability information, the first sustainability report, which forms an integral part of the management report and replaces the Non-Financial Performance Statement, must be submitted to this 2025 Annual General Meeting. Its content must be verified by one or more Statutory Auditors, whose appointment must be proposed in accordance with Article L. 821-40 of the French Commercial Code.

The General Meeting of 7 May 2024, acting on a proposal from the Board of Directors, approved, in accordance with the legal and regulatory framework in force, that this new mission be entrusted to its two Statutory Auditors (who had already held a mission to certify the accounts) for the remainder of their term of office, *i.e.* until the end of the General Meeting called to approve the accounts for the financial year ending 31 December 2024. As Forvis Mazars SA and KPMG SA had already acted as independent third-party bodies for the verification of previous Non-Financial Performance Statements, their appointment ensured the smooth integration of this new requirement.

In line with this approach and further to the seventh and eighth resolutions, it is proposed to this General Meeting that Forvis Mazars and Deloitte & Associés be entrusted with this mission for a further six (6) financial years.

Forvis Mazars and Deloitte & Associés have indicated that they accept these functions and that they are not affected by any incompatibility or prohibition that would prevent their appointment.

The first sustainability report is included in the Universal Registration Document on pages 238 and following, and the verification report drawn up by Forvis Mazars and KPMG SA is included on pages 377 and following.

Resolution 9

Sustainability reporting – renewal of Forvis Mazars as Statutory Auditors in charge of certifying sustainability information

The General Meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings, in accordance with Article L. 232-66-3 of the French Commercial Code, resolves to reappoint Forvis Mazars SA, whose registered office is at 61, rue Henri Regnault – Tour Exaltis – 92400 Courbevoie, France, registered with the Nanterre Trade and Companies Registry under number 784 824 153, as Statutory Auditors responsible for certifying the consolidated sustainability information.

This mandate, for a term of six (6) financial years, will expire at the end of the General Meeting to be held in 2031 to approve the financial statements for the year ending 31 December 2030. Forvis Mazars has informed the Company in advance that it will accept this mandate and has confirmed that, at the time of signing its report, it will have natural persons, employees and/or partners, duly registered on the list referred to in II of Article L. 821-13 of the French Commercial Code, maintained by the High Audit Authority, which lists the Statutory Auditors who meet the conditions referred to in Article L. 821-18 of the French Commercial Code for carrying out the task of providing assurance on sustainability.

Resolution 10

Sustainability reporting – appointment of Deloitte & Associés as Statutory Auditors in charge of sustainability reporting

The General Meeting, acting in accordance with the quorum and majority conditions applicable to ordinary general meetings, in accordance with Article L. 232-66-3 of the French Commercial Code, resolves to appoint Deloitte & Associés, whose registered office is at 6, place de la Pyramide – 92908 Paris La Défense Cedex, registered with the Nanterre Trade and Companies Registry under number 572 028 041, as Statutory Auditors responsible for certifying the consolidated sustainability information.

This mandate, for a period of six (6) financial years, will expire at the end of the General Meeting to be held in 2031 to approve the financial statements for the year ending 31 December 2030. Deloitte & Associés has informed the Company in advance that it will accept this mandate and has confirmed that, at the time of signing its report, it will have natural persons, employees and/or partners, duly registered on the list referred to in II of Article L. 821-13 of the French Commercial Code, maintained by the High Audit Authority, which lists the Statutory Auditors who meet the conditions referred to in Article L. 821-18 of the French Commercial Code for carrying out the task of providing assurance on sustainability.

Remuneration of the CEO, Chairman and Board members

The policy governing the remuneration of Directors, Chairman and Chief executive officer is set out in detail in the 2024 Universal Registration Document (chapter 5 "Board and senior management remuneration").

Ex-post vote

It provides for an *ex-post* vote in respect of the past financial year (ended 31 December 2024):

- a **"global"** *ex-post* vote on the information relating to the remuneration **of the CEO, Chairman and Board members, paid during the financial year ended 31 December 2024 or allocated in respect of the same financial year,** as referred to in Article L. 22-10-9 of the French Commercial Code and presented in the report of the Board of Directors included in the 2024 Universal Registration Document. (Details on page 24 *et seq.* of this brochure.)

  The **eleventh resolution** proposes that this information be approved;
- an **"individual"** *ex-post* vote on the fixed, variable and exceptional items making up the total remuneration and benefits of any kind paid during or awarded, respectively to the **Chief Executive Officer,** in respect of the 2024 financial year (twelfth resolution) and to the **Chairman,** in respect of the 2024 financial year (thirteenth resolution) presented in the report on corporate governance included in the 2024 Universal Registration Document of Getlink SE.

  It should be noted that the variable remuneration awarded to the Chief Executive Officer in respect of the previous financial year, the payment of which is subject to approval by an Ordinary General Meeting, may only be paid after approval of the said variable remuneration by this General Meeting;

  It should be noted that the remuneration items put to the *ex-post* vote comply with the rules and principles adopted to determine the remuneration and benefits of all kinds for the Chief Executive Officer and the Chairman for the 2024 financial year and approved by the General Meeting of 7 May 2024 with a large majority of 98.24% and 99.58% respectively of the votes cast.

Ex-ante vote

In accordance with Article L. 22-10-8-II of the French Commercial Code, each year the General Meeting is asked to approve the remuneration policies for the Chairman of the Board of Directors, the Chief Executive Officer and the members of the Board of Directors. (Details on page 30 of this brochure.)

The purpose of the **fourteenth resolution** is to enable the General Meeting to vote on the remuneration policy for executive officers and directors pursuant to Article L. 22-10-8-II of the French Commercial Code, as presented in the report on corporate governance drawn up by the Board and included in the Universal Registration Document 2024.

The purpose of the **fifteenth resolution** is to enable the General Meeting to decide on the Chief Executive Officer's remuneration policy for 2025.

The purpose of the **sixteenth resolution** is to enable the General Meeting to vote on the remuneration policy for the Chairman of the Board for 2025.

Resolution 11

Approval of information relating to the remuneration paid to the Chief Executive Officer, Chairman and Board members during the financial year ended 31 December 2024 or awarded in respect of the same year, as referred to in Article L. 22-10-9 of the French Commercial Code

The General Meeting, under the conditions as to quorum and majority required for Ordinary General Meetings, 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 2024 or granted in respect of the same financial year, mentioned in Article L. 22-10-9 of the same Code, as this information is presented in the report included in Getlink SE's 2024 Universal Registration Document and recalled in the notice of meeting brochure.

Resolution 12

Approval of the remuneration paid during or awarded in respect of the financial year ended 31 December 2024 to Yann Leriche, Chief Executive Officer

The General Meeting, under the conditions as to quorum and majority required for 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 components of the total remuneration and benefits of any kind paid during the financial year ended 31 December 2024 or awarded in respect of the same financial year to Yann Leriche, Chief Executive Officer, as presented in the report included in Getlink SE's 2024 Universal Registration Document and set out in the notice of meeting brochure.

Resolution 13

Approval of the remuneration paid during or awarded in respect of the financial year ended 31 December 2024 to Jacques Gounon, Chairman

The General Meeting, under the conditions as to quorum and majority required for 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 components of the total remuneration and benefits in kind paid during the financial year ended 31 December 2024 or awarded in respect of the same financial year to Jacques Gounon, Chairman, as presented in the report included in the Getlink SE 2024 Universal Registration Document and set out in the Notice of Meeting brochure.

Resolution 14

Approval of the remuneration policy applicable to the directors for the 2025 financial year, pursuant to Article L. 22-10-8-II of the French Commercial Code

The General Meeting, under the conditions as to quorum and majority required for Ordinary General Meetings, 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 directors in respect of 2025, as presented in the report on corporate governance, set out in Getlink SE's 2024 Universal Registration Document and referred to in the convening notice.

Resolution 15

Approval of the components of the 2025 remuneration policy: principles and criteria for determining, allocating and granting the fixed, variable and exceptional components of the total remuneration and benefits of any kind, attributable to Yann Leriche, the Chief Executive Officer

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having consulted the report drawn up by the Board in accordance with Article L. 22-10-8-II of the French Commercial Code, approves the principles and criteria for determining, allocating and granting the fixed, variable and exceptional components of the total remuneration and benefits of any kind to be awarded in respect of 2025 to the Chief Executive Officer by virtue of his office, as presented in the report, set out in Getlink SE's 2024 Universal Registration Document and recalled in the notice of meeting brochure.

Resolution 16

Approval of the components of the 2025 remuneration policy: principles and criteria for determining, allocating and granting the components of the total remuneration and benefits of any kind, attributable to Jacques Gounon, the Chairman of the Board

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having consulted the report drawn up by the Board in accordance with Article L. 22-10-8-II of the French Commercial Code, approves the principles and criteria for determining, allocating and granting the components of the total remuneration and benefits of any kind, attributable in respect of 2025 to the Chairman of the Board of Directors by virtue of his office, as presented in the report included in the Getlink SE 2024 Universal Registration Document and set out in the Notice of Meeting brochure.

Resolutions proposed to the Extraordinary General Meeting

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

The **seventeenth and eighteenth** resolutions are aimed at establishing a system for associating employees and executive officers with the Group's performance, with a view to aligning the interests of employees and executive officers with those of shareholders and maximising shareholder value.

The purpose of the **seventeenth resolution** is to authorise the Board to set up a democratic plan for the allocation of free shares to Group employees (excluding 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, with **the exception of executive officers.** This authorisation is calibrated to enable a free allocation of **100 ordinary shares** per employee, without any performance conditions, *i.e.* an allocation representing, on the basis of a theoretical workforce of 3,900, **390,000 ordinary shares** representing **0.071%** of the share capital.

Resolution 17

Delegation of authority granted to the Board of Directors for a period of 12 months, to proceed with a collective free allocation of shares to all employees (excluding executive officers) of the Company and of companies directly or indirectly affiliated 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 report of the Statutory Auditors, and deciding in accordance with 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 occasion, 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 shall allocate a fixed and uniform number of free shares to the beneficiaries referred to above;
- resolves that the total number of free shares allotted under this authorisation may not exceed 390,000 ordinary shares with a nominal value of €0.40 each, *i.e.* 0.071% of the share capital at 5 March 2025, excluding 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; 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 allocated free of charge, may not represent more than 10% of the Company's share capital on the date of the Board's decision to allocate them;
- resolves, in respect of the grant of free shares to beneficiaries who are tax residents in France, as well as to beneficiaries who are not tax residents of France:
  - to set the minimum vesting period, at the end of which the shares will be definitively transferred to their beneficiaries, at one year from the date on which the allocation rights are granted by the Board of Directors. In the event of the beneficiary's disability corresponding to classification in the second or third of the categories provided for in 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 will be definitively allocated to the beneficiary before the end of the vesting period,
  - to set 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's disability corresponding to classification in the second or third of the categories provided for in 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 the Company's own shares in accordance with the legal provisions in force, up to the number of shares allocated;
- to set the dates on which the free shares will be allocated, in accordance with the law;
- 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 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, in accordance with the conditions set out above;
- to proceed, if necessary, to adjust the number of free shares allocated in order to preserve the rights of beneficiaries, when financial transactions involving the Company's share capital during the vesting period are carried out, it being stipulated that any new free shares allocated will be deemed to have been allocated on the same day as the shares initially allocated;
- to provide for the possibility of temporarily suspending allotment rights, in particular in the event of financial transactions;
- to record the definitive allocation dates and, where applicable, the dates from which the shares may be sold, taking into account any legal restrictions;
- 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 General Meeting each year of the transactions and allocations carried out 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 General Meeting.

LTI 2025 Plan

In the **eighteenth resolution,** it is proposed that the General Meeting authorise a long-term incentive plan corresponding to the allocation of **550,000** 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 550,000 shares in 2025, representing 0.10% of the share capital. This plan concerns the Chief Executive Officer for a share limited to a maximum of 17% of the total allocation. The definitive allocation of ordinary shares would be based on the achievement of three cumulative performance criteria, in line with those adopted by Getlink for previous plans, with a strengthening of the share performance criterion, relative performance being doubled by an absolute performance criterion and continuing the approach taken to strengthen the business's commitment to a process of limiting greenhouse gas emissions over a three-year period.

The allocation of shares to executive officers and members of the Getlink Executive Committee will be subject to enhanced performance conditions based on the following criteria:

The external performance condition (the "market weighting") would be based on the dual performance of Getlink ordinary shares, in terms of both relative and absolute performance:

- firstly, the relative performance of the Getlink share, *i.e.* the average performance – including dividends – (TSR) of Getlink SE ordinary shares over a three-year period compared with the performance of the Group's sector index, the GPR Getlink Index. Since 2018, the relative performance of the GET share has been assessed against the performance of the Group's sector index, the GPR Getlink Index. This index is presented in this brochure. It is conditional on **20%** of the cumulative weighting. The final allocation of ordinary shares linked to this condition will vary according to the level at which the target is reached, bearing in mind that in the event of the TSR of Getlink SE ordinary shares being strictly lower than the performance of the GPR Getlink Index, over the three-year period referred to above, there would be no grant;
- secondly, the performance of the Getlink share, in absolute terms, over a period of three years, assessed by reference to the increase in the average share price over three years ("Final Share Price" = average share price for the third calendar year of the plan) compared with the initial share price ("Initial Share Price" = average share price for the calendar year of grant).

  This external performance condition accounts for **20%** of the cumulative weighting. The final allocation of ordinary shares linked to this condition will vary according to the level at which the objective is achieved, given that if the Final Price is lower than the Initial Price, the number of ordinary shares obtained is equal to 0.

The first internal performance condition (the "EBITDA weighting"), 35%, would be based on the business's economic performance, assessed by reference to the Group's average consolidated current EBITDA performance rate over a three-year period covering the 2025, 2026 and 2027 financial years, at comparable exchange rates and scope. The final allotment of shares linked to this condition would vary according to the level at which the target is reached, bearing in mind that:

- if the average rate of achievement of current EBITDA for 2025, 2026 and 2027, is less than 95% of the EBITDA targets communicated to the market by Getlink SE for the financial years 2025, 2026 and 2027 no award will be made; and
- in the event that the average rate of achievement of current EBITDA for 2025, 2026 and 2027 is equal to or greater than 100% of the current EBITDA targets communicated to the market by Getlink SE for the financial years 2025, 2026 and 2027, 20% of the attributable volume will be effectively allocated, with a maximum of 35%.

The second internal performance condition (the "Climate weighting") would be based on achieving the Group's 2027, interim target for reducing direct greenhouse gas emissions (Scopes 1 and 2) (in tonnes of CO_2 equivalent) on a like-for-like basis, compared with 2019 emissions, as published and detailed in section 6.1.2 of the Universal Registration Document. It would account for **25%** of the cumulative weighting.

Resolution 18

Authorisation granted to the Board of Directors to allocate free ordinary shares in the Company, whether existing or to be issued, to employees and/or executive officers of the Group, with an automatic waiver by shareholders of their preferential subscription right

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 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, 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, to make one or more free allocations of existing ordinary shares or shares to be issued, to a category of:
   - managers of the Company or of companies directly or indirectly affiliated to it within the meaning of Article L. 225-197-2 of the French Commercial Code, and/or
   - chief executive officers of the Company or affiliated companies who 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 granted under this authorisation may not exceed 550,000 ordinary shares (representing, as at 5 March 2025, 0.10% of the share capital), it being specified that (i) the number of free shares granted under this resolution, added to those granted under the seventeenth resolution, may not exceed 10% of the Company's share capital existing on the day the Board of Directors resolves to grant 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 17% of the number of shares allocated as indicated in paragraph 2 of this resolution, representing a maximum of 93,500 shares, or 0.02% of the share capital;
4. resolves that the ordinary shares will be definitively allotted at the end of a three-year vesting period, with no minimum holding period, and that the allocation of shares to their beneficiaries will become definitive before expiry of the aforementioned vesting periods in the event of the beneficiary's disability corresponding to classification in the second or third categories provided for in Article L. 341-4 of the French Social Security Code (*Code de la Sécurité sociale*) or the equivalent case abroad, and that the said shares shall be freely transferable in the event of the beneficiary's disability corresponding to classification in the aforementioned categories of the French Social Security Code (*Code de la Sécurité sociale*) or the equivalent case abroad;
5. resolves that allocation of performance shares will be subject to performance conditions assessed over a period of three years, specified by the Board according to the following conditions
   - the allocation of shares to executive officers and members of the Executive Committee will be subject to enhanced performance conditions based on the following criteria:
     - the performance of Getlink ordinary shares over a three-year period, both in relative terms (compared with the performance of the GPR Getlink Index) and in absolute terms (40%),
     - the business's economic performance, assessed by reference to the Group's average consolidated EBITDA performance rate over a three-year period covering the financial years 2025, 2026 and 2027, at comparable exchange rates and scope of consolidation (35%),
     - Climate 2027 performance assessed in relation to the Group's target for reducing direct greenhouse gas emissions (Scopes 1 and 2) (in tonnes of CO_2 equivalent) on a like-for-like basis, compared with 2019 emissions (25%),
   - the allocation of shares to other beneficiaries will be subject to at least one performance condition defined and assessed over the plan period, set by the Board of Directors;
6. grants all necessary powers to the Board of Directors, with the right to subdelegate under the conditions provided for by the applicable law, to implement this authorisation, to set the terms and conditions of the plan and, in particular, to:
   - determine whether the free shares allocated are shares to be issued or existing shares, and if so, change this choice before the shares are definitively allocated,
   - determine the identity of the beneficiaries of the share allocations in the category of beneficiaries indicated above, as well as the number of shares allocated to each of them,
   - draw up the rules of the plan, 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 procedures for their application; it being specified that, in the case of shares granted free of charge to executive officers, the Board of Directors shall either (a) decide that the shares granted free of charge may not be sold by the interested parties before the end of their functions, or (b) set the quantity of shares granted free of charge that they are required to hold in registered form,
   - provide for the possibility of temporarily suspending allocation rights in the event of financial transactions or technical adjustments,
   - record the definitive allocation dates and the dates from which the shares may be freely transferred, subject to legal restrictions,
   - in the event of the issue of new shares, to deduct, where appropriate, from reserves, profits or share premium, the sums required to pay up said shares, to record the completion of the capital increases carried out pursuant to this authorisation, to amend the Articles of Association accordingly and, in general, to carry out all necessary acts and formalities;
7. resolves that the Company may, if necessary, adjust 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 set out in Article L. 225-181 of the French Commercial Code. It is specified that the shares allocated in application of 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 the 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 of their preferential subscription rights in respect of the said shares in favour of the beneficiaries of the said shares;
9. resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this authorisation from the date on which a third party makes 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 will inform the 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, in accordance with the conditions set out in Article L. 225-197-4 of 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 to some or all of the Group's senior managers and executives officers. This authorisation is given for a period of 12 months from today's date.

The purpose of the **nineteenth, twentieth and twenty-first resolutions** is to renew the existing financial authorisations as described on page 20 in this brochure. None of these authorisations have been used.

Resolution 19

Renewal of the delegation of authority granted to the Board of Directors for a period of 26 months to issue ordinary shares of the Company or securities giving access to ordinary shares of the Company or companies in the Company's Group, with preferential subscription rights for shareholders (limit of 40% of capital)

The General Meeting, under the conditions required for Extraordinary General Meetings as to quorum and majority, and in accordance with the provisions of the law, in particular Articles L. 225-129, L. 225-129-2, L. 225-132 and L. 228-91 to L. 228-93 of the French Commercial Code, having considered the report of the Board of Directors and the Statutory Auditors' report prepared in accordance with Article L. 228-92 of the French Commercial Code:

1. delegates to the Board, with the option of sub delegation under the legal conditions, for a period of twenty-six months from the date of this General Meeting, its authority to decide, in the proportions and at the times it sees fit, in France or elsewhere, to issue, for valuable consideration or free of charge, with shareholders' preferential subscription rights maintained: (i) ordinary shares in the Company (excluding preference shares), (ii) securities giving access by any means, immediately or in the future, to ordinary shares or other equity securities in the Company and/or giving access to debt securities in the Company, and/or (iii) securities giving access by any means, immediately or in the future, to ordinary shares or any other issue of securities within the remit of the Extraordinary General Meeting, including by the free allotment of warrants to subscribe for shares in a company in which the Company directly or indirectly owns more than half of the share capital (a Subsidiary), provided that such issues have been authorised by the Extraordinary General Meeting of the Subsidiary concerned, which may be subscribed for either in cash or by offsetting receivables;
2. resolves that the issue of preference shares and securities giving access to preference shares is expressly excluded;
3. resolves that the ceiling on the nominal amount of the immediate or future increase in the Company's share capital resulting from all the issues carried out under this authorisation shall be set at a nominal value of €88 million, *i.e.* 40% of the Company's share capital as at 5 March 2025, it being specified that this amount is to be deducted from the overall ceiling provided for in the twenty-first resolution of this General Meeting and that it does not include the nominal value of the shares in the Company to be issued, where applicable, in respect of adjustments made in accordance with applicable legal and contractual provisions, to protect the holders of rights attached to securities giving access to shares of the Company;
4. resolves that the securities giving access to ordinary shares in the Company or in a Subsidiary issued in this way may consist of debt securities or be associated with the issue of such securities or enable them to be issued as intermediate securities. Debt securities issued under this authorisation may take the form of subordinated or unsubordinated securities, with or without a fixed term. The nominal amount of debt securities issued in this way may not exceed €900 million or the equivalent value of this amount in any other currency on the date of the decision to issue, it being specified (i) that this amount does not include the redemption premium(s) above par, if this was provided for, (ii) that this amount is common to all the debt securities whose issue is provided for by the twentieth resolution of this General Meeting, (iii) but that this amount is autonomous and distinct from the amount of the debt securities whose issue would be decided or authorised by the Board in accordance with Article L. 228-40 of the French Commercial Code. The term of borrowings, other than those represented by perpetual securities, may not exceed fifteen years. Borrowings may bear interest at a fixed or variable rate or, within the limits provided by law, with capitalisation, and may be subject to the granting of guarantees or sureties, to redemption, with or without a premium, or to amortisation, and the securities may also be subject to repurchase on the stock market, or to a purchase or exchange offer by the Company;
5. within the framework of the present delegation: a) notes that shareholders have, in proportion to the number of shares they hold, a preferential subscription right to subscribe for ordinary shares and securities issued pursuant to this resolution. The Board of Directors may create, in favor of the shareholders, a right to subscribe for ordinary shares or securities issued on a reducible basis, which shall be exercised in proportion to their subscription rights and within the limit of their requests, b) notes that if the subscriptions on an irreducible basis and, where applicable, on a reducible basis have not absorbed the entire issue, the Board of Directors may use, in the order it determines, some or all of the options set out below: (i) limit the issue to the amount of subscriptions received, provided that at least three-quarters of the issue is taken up, (ii) freely allocate some or all of the unsubscribed securities, or (iii) offer some or all of the unsubscribed securities to the public, on the French or international market or abroad;
6. notes, in the event that the Board of Directors makes use of this delegation, that this delegation automatically entails the waiver by the shareholders of their preferential subscription rights to subscribe to the shares to which the securities issued under this authorisation may give entitlement;
7. resolves that the Board of Directors shall determine the characteristics, amount and terms and conditions of any issue carried out on the basis of this delegation as well as the securities issued. In particular, it shall determine the category of securities issued and shall set, taking into account the information contained in its report, their subscription price, with or without premium, the terms and conditions of their payment, their dividend date, which may be retroactive, the terms and conditions by which the securities issued will give access to ordinary shares in the Company or in a Subsidiary and, in the case of debt securities, their subordination ranking. The Board of Directors will have the power to decide to charge the costs of the issues to the amount of the related premiums and to deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new capital after each increase;
8. resolves that the Board of Directors may, if necessary, suspend the exercise of rights attached to securities giving access, directly or indirectly, immediately or in the future, to the Company's share capital, for a maximum period of three months and shall take all useful measures in respect of adjustments to be made in accordance with the law or regulations in force and, as the case may be, with the applicable contractual stipulations, to protect the holders of rights attached to securities giving access to Company's ordinary shares;
9. resolves that the Board of Directors shall have, in accordance with the provisions of Article L. 225-129-2 of the French Commercial Code, all powers to implement the present resolution, in particular by entering into any agreement for this purpose, in particular with a view to the successful completion of any issue, and to carry out the above issues, on one or more occasions, in the proportions and at the times it sees fit, in France or, where applicable, abroad or on the international market, to carry out the aforementioned issues, as well as to postpone them, record their completion and amend the Articles of Association accordingly, and to carry out any formalities and declarations and apply for any authorisations that may prove necessary for the completion and proper performance of these issues;
10. authorises the Board of Directors to sub-delegate to the Chief Executive Officer or, with the Chief Executive Officer's agreement, to one or more Deputy Chief Executive Officers the powers conferred on it by this resolution, in accordance with the conditions laid down by law and within the limits that it shall have set beforehand;

11. notes that if the Board of Directors uses this delegation of authority, it will report to the next Ordinary General Meeting on the use made of this delegation of authority in accordance with the legal and regulatory provisions in force at the time, and in particular those of Article L. 225-129-5 of the French Commercial Code;

12. notes that this resolution cancels and replaces the authorisation granted by the sixteenth resolution of the Extraordinary General Meeting of 27 April 2023. It is valid for a period of twenty-six months from the date of this General Meeting;

13. the Board may not, without the prior authorisation of the General Meeting, make use of this delegation of authority from the date on which a third party makes a public offer for the Company's shares until the end of the offer period.

Resolution 20

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

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' Report and the Statutory Auditors' Report, and in accordance with the provisions of Articles L. 225-129 *et seq.* of the French Commercial Code, and in particular Article L. 22-10-53 of said Code:

1. delegates to the Board of Directors, with the option of subdelegation under the legal conditions, authority to carry out a capital increase on one or more occasions, up to a maximum nominal amount of €22 million, representing 10% of the share capital as at 5 March 2025 (it being specified that the nominal amount of the capital increases that may be carried out under this authorisation will count towards the overall ceiling and the sub-ceiling provided for in the twenty-first resolution), in order to remunerate contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply;

2. resolves that the Board shall have full powers, which it may further delegate in accordance with the law, to implement this resolution, and in particular to:

- resolve on the capital increase and determine the securities to be issued,
- determine the list of the securities contributed, approve the valuation of the contributions, set the terms and conditions of the issue of the securities remunerating the contributions and, if applicable, the amount of the balancing cash payment to be made, approve the granting of special benefits, and reduce, if the contributors so agree, the valuation of the contributions or the remuneration for the special benefits,
- determine the characteristics of the securities remunerating the contributions, the terms and conditions of their issue and set the terms and conditions according to which the rights of holders of securities giving access to the capital will be preserved, where applicable,
- at its sole initiative, charge the costs of the capital increases against the amount of the related premiums and deduct from this amount the sums necessary to fund the legal reserve,
- record the completion of each capital increase and amend the Articles of Association accordingly,
- in general, take all measures and carry out all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this authorisation and for the exercise of the rights attached thereto;

3. resolves to waive shareholders' preferential subscription rights to the shares and securities to be issued under this delegation;

4. resolves that the securities giving access to ordinary shares may consist of debt securities, within the limits of the twenty-first resolution;

5. notes that this resolution cancels and replaces the authorisation granted by the seventeenth resolution of the Extraordinary General Meeting of 27 April 2023 and that the delegation of authority granted by this resolution is valid for a period of 26 months;

6. notes that, should the Board of Directors make use of this delegation of authority, the Board of Directors will 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;

7. the Board of Directors may not, without the prior authorisation of the General Meeting, make use of this delegation of authority as from the filing by a third party of a public offer for the Company's shares until the end of the offer period.

Resolution 21

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

The General Meeting, under the conditions required for Extraordinary Meetings as to quorum and majority, having been informed of the Board of Directors' report and the Statutory Auditors' report, and as a consequence of the adoption of the nineteenth and twentieth resolutions of this General Meeting:

1. resolves to set at a nominal amount of €88 million, *i.e.* 40% of the share capital as at 5 March 2025, the maximum nominal amount of the immediate or future share capital increases that may be carried out under the delegations of authority granted by the said resolutions, it being specified that to this nominal amount shall be added, where applicable, the nominal amount of the Company shares to be issued in respect of adjustments made, in accordance with the law and with the applicable contractual provisions, to protect the holders of rights attached to securities giving access to shares;

2. resolves that this overall ceiling includes a sub-ceiling of €22 million in nominal value, *i.e.* 10% of the Company's share capital, for immediate or future increases in the Company's share capital that may be carried out without preferential subscription rights pursuant to the twentieth resolution of this General Meeting;

3. resolves to set the nominal amount of the debt securities whose issue is provided for in the nineteenth and twentieth resolutions at €900 million, it being specified (i) that this amount does not include the redemption premium(s) above par, if any, (ii) that this amount is common to all the debt securities whose issue is provided for in the nineteenth and twentieth resolutions of this General Meeting;

4. notes that this resolution cancels and replaces the authorisation granted by the eighteenth resolution of the Extraordinary General Meeting of 27 April 2023.

To accompany the fourth resolution, the Board of Directors has decided to propose to the General Meeting, in the **twenty-second resolution,** that it delegate full powers to the Board to cancel, on one or more occasions, up to the overall limit of 10% of the Company's share capital, all or some of the Company shares acquired under the share buyback programmes authorised by the General Meeting.

Resolution 22

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

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings and in accordance with the laws and regulations in force, in particular Article L. 22-10-62 of the French Commercial Code, having reviewed the report of the Board of Directors 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, full powers to cancel, on one or more occasions, up to the overall limit of 10% of the Company's share capital per 24-month period, all or some of the Company shares acquired under the share buyback programme authorised by the fourth resolution of this General Meeting, or under share buyback programmes authorised prior to or subsequent to the date of this General Meeting;
2. resolves that the excess of the purchase price of the shares over their face value will be deducted from "Share premium" or from any available reserve account, including the legal reserve, subject to the overall ceiling of 10% of the capital reduction carried out;
3. delegates to the Board of Directors all powers to carry out the capital reduction resulting from the cancellation of the shares and the aforementioned allocation, and to amend the Articles of Association accordingly;
4. authorises the Board, 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 conferred on it by virtue of this resolution;
5. notes that, should the Board of Directors decide to use this delegation of authority, the Board of Directors will 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;
6. this resolution cancels and replaces, as from this date, the unused portion of the previous authorisation granted by the Extraordinary General Meeting of 7 May 2024 in its nineteenth resolution.

The General Meeting will also be given the option, in the **twenty-third resolution**, to delegate full powers to the Board to carry out a capital increase reserved for employees, in accordance with legal and regulatory conditions.

Resolution 23

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

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings and in accordance with the legal provisions in force, in particular 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, having noted that the Company's share capital was fully paid up and having been informed of the following:

- from the report of the Board of Directors;
- the Statutory Auditors' report, prepared in accordance with 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 General Meeting, its authority to decide to increase the Company's share capital, on one or more occasions, at such times and on such terms as it shall determine, by the issue of ordinary shares of the Company or 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 Labour Code or any similar law or regulation would allow a capital increase to be reserved under equivalent conditions);
2. to this end, authorises the Board of Directors to set up a company savings plan under the conditions set out in Articles L. 3332-1 to L. 3332-8 of the French Labour Code or any similar plan;
3. resolves that the Board of Directors, within the framework set by this resolution, may allocate, 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 for 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 benefit resulting from this allocation may not exceed the applicable legal or regulatory limits;
4. resolves that the ceiling on the nominal amount of the increase in the Company's share capital resulting from all the issues carried out pursuant to this authorisation, including by incorporation of reserves, profits or additional paid-in capital under the conditions and within the limits set by Articles L. 3332-1 *et seq.* of the French Labour Code, is set at €2 million, it being specified that this ceiling does not include the nominal value of the Company shares to be issued, where applicable, 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 Company shares;

5. resolves that if subscriptions do not absorb the entire issue, the capital increase will only be carried out up to the amount of shares subscribed;

6. resolves to withdraw, in favour of the employees and former employees referred to in 1. of this resolution, shareholders' preferential subscription rights to ordinary shares in the Company or securities giving access to ordinary shares in the Company to be issued under this authorisation, and to waive all rights to ordinary shares in 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 pursuant to 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 over the twenty (20) trading days preceding the date of the decision setting the opening date of the subscription period, less the maximum discount provided for by law on the date of the Board's decision, it being specified that the Board may reduce this discount if it deems this appropriate, in particular in the event of an offer to members of a company savings plan or similar plan of shares on the international market or abroad in order to satisfy the requirements of the applicable local laws;

9. resolves that the Board of Directors shall have full powers, which it may in turn delegate in accordance with the law, to implement this resolution and in particular:

- to determine that subscriptions may be made directly by the beneficiaries or through a Collective Investment scheme for transferable securities (UCITS) or by any entity governed by 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 as part of the implementation of one of the employee share ownership 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, where 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 that may be carried out pursuant to this authorisation, and in particular their dividend entitlement date and the terms and conditions of their payment in full,
- to determine the nature and terms and conditions of the capital increase, as well as the terms and conditions of the issue or free allocation,
- to set the subscription price for ordinary shares and the duration of the subscription period,
- to set the length of service conditions to be met by the beneficiaries of the ordinary shares or new securities to be issued as a result of the capital increase(s) or of the securities covered by each free allocation, as set out in this resolution,
- to determine the opening and closing dates for subscriptions, collect subscriptions and determine the reduction rules applicable in the event of oversubscription,
- in the event of the free allotment of ordinary shares or securities giving access to the capital, to set the number of ordinary shares or securities giving access to the capital to be issued, the number to be allotted to each beneficiary, and to set the dates, deadlines, the number of ordinary shares or securities giving access to the capital to be issued, the number to be allotted to each beneficiary, and to set the dates, deadlines, terms and conditions for allotting 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 fully or partially substitute the allotment of these ordinary shares or securities giving access to the capital for the discount referred to in paragraph 8 of this resolution, or to deduct the equivalent value of these ordinary shares or securities from the total amount of the employer's contribution, or to combine these two possibilities,
- to record the completion of the capital increase by the issue of ordinary shares up to the amount of the ordinary shares actually subscribed,
- to determine, if applicable, the nature of the shares allocated free of charge, as well as the terms and conditions of this allocation,
- to determine, if applicable, the amount of the sums to be incorporated into the capital within the limit set above, the shareholders' equity item(s) from which they are to be deducted and the date from which the ordinary shares created in this way will carry dividend rights,
- at its sole discretion and if it deems appropriate, deduct the costs of the capital increases from the amount of the premiums relating to these increases and deduct from this amount the sums necessary to bring the legal reserve up to one tenth of the new capital after each increase,
- to take all necessary steps to ensure the definitive completion of the capital increases, carry out all formalities subsequent thereto, in particular those relating to the listing of the shares created, amend the Articles of Association to reflect the capital increases, and generally 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 conferred on it by virtue of this resolution;

11. formally notes that, should the Board decide to use this delegation of authority, it will 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 particular those set out in Article L. 225-129-5 of the French Commercial Code;

12. delegates to the Board the power to replace the capital increase by 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 Labour Code. The conditions set out in this resolution shall apply in the event of such a transfer;

13. formally notes that this resolution cancels and replaces the authorisation granted by the twentieth resolution of the Extraordinary General Meeting of 7 May 2024. It is valid for a period of 26 months from the date of this General Meeting.

The **twenty-fourth resolution** proposes an amendment to Article 19 of the Articles of Association, relating to the age limit for the Chairman of the Board of Directors

The purpose of the **twenty-fourth resolution** is to amend Article 19 of the Articles of Association, which sets the age limit for the Chairman of the Board of Directors at 75 years. This amendment is proposed by the Board, on the recommendation of the Nomination and Remuneration Committee, which wishes to reserve the necessary flexibility to organise the succession of the Chairman, whose term of office expires at the end of the Annual General Meeting called in 2026 to approve the accounts for the year ending 31 December 2025. This proposed amendment to the Articles of Association aims to reconcile the issues related to the necessary stability and visibility of the Group's governance in a period of major transformation of the Group and to re-establish a staggering of the terms of office of the Board Directors.

Resolution 24

Amendment to Article 19 of the Articles of Association relating to the age limit for the Chairman of the Board of Directors

The General Meeting of shareholders, under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Board, resolves to amend Article 19 of the Company's Articles of Association 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 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 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.	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. 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 the performance of the duties of Chairman of the Board of Directors is set at **75 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.

It is proposed under the **twenty-fifth resolution** to amend the Article 20 of the Articles of Association in order to comply with legal or regulatory developments introduced in particular by Law No. 2024-537 of 13 June 2024 aimed at increasing the financing of businesses and the attractiveness of France (the "Attractiveness Law"), applicable from 14 September 2024.

These amendments to the Articles of Association relate to the updating of Article 20 ("Deliberations of the Board") with the new wording of Article L. 225-37 and the new Article L. 22-10-3-1 of the French Commercial Code, which have simplified the procedures for the Board to make decisions by written consultation. To this end, it is proposed to amend Article 20 of the Company's Articles of Association, relating to the deliberations of the Board, to provide for the possibility for any Director to object to the use of written consultation and to specify the terms of this consultation. These amendments are presented in the twenty-fifth resolution submitted for the approval of the General Meeting in accordance with the new Article L. 22-10-3-1 of the French Commercial Code and Article L. 225-37 of the same Code, as amended by the Attractiveness Act.

Resolution 25

Amendment of the Articles of Association into line with legal and regulatory provisions

The General Meeting of shareholders, under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Board of Directors, resolves to update the Company's Articles of Association in order to comply with the legislative and regulatory changes resulting from Law no. 2024-537 of 13 June 2024 aimed at increasing the financing of businesses and the attractiveness of France (the "Attractiveness Law"), applicable from 14 September 2024; as a result, Article 20 of the Articles of Association will be amended as follows:

- Amendment to the second paragraph of Article 20 of the Articles of Association (updating of written consultation procedures, with the rest of the article remaining unchanged):

Former wording	New wording
Article 20 – Deliberations of the Board 5° – bis – The Board may also take written decisions under the conditions set out in the third paragraph of Article L. 225-37 of the French Commercial Code. Accordingly, at the Chairman's initiative, the Board may adopt certain decisions, by way of written consultation, provided that they form part of the list provided for by law, namely: • the provisional appointment of Board members: – in the event of a vacancy arising from the death or resignation of a Director, – when the number of Directors is below the legal minimum or the minimum required by the Articles of Association, – when the composition of the Board no longer complies with the proportion of each sex required by law; • the authorisation of sureties, endorsements and guarantees given by the Company; • bringing the Articles of Association into line with legal and regulatory provisions, by delegation from the Extraordinary General Meeting; • convening the General Meeting; • the transfer of the registered office within the same *département*, and, more generally, any decision falling within its own remit that is expressly provided for by the law or regulations in force. For the purposes of these provisions, Directors who reply in writing within the allotted time shall be deemed to be "present or represented".	Article 20 – Deliberations of the Board 5° – bis – The Board may also take decisions **by means of written consultation, including by electronic means** under the conditions set out in the third paragraph of Article L. 225-37 of the French Commercial Code. At the Chairman's initiative, a proposed decision accompanied by the background information required to understand the subject will be sent to all Directors in writing, including by electronic means. **This proposal must allow each Director to reply "for", "against, to abstain or to make any comments. The time limit for the Directors to respond may not exceed 3 working days or any shorter period set by the Chairman if the context and nature of the decision so require.** **Any Director may object to this method of decision-making within the period indicated in the above-mentioned proposal.** For the purposes of these provisions, Directors who reply in writing within the allotted time shall be deemed to be "present or represented".

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

Resolution 26

Powers for the formalities

The General Meeting, voting on the quorum and majority conditions for Ordinary General Meetings, confers full powers on the bearer of an original, extract or copy of the minutes of this General Meeting to carry out any filing, publication or other formalities required.

SUMMARY OF THE FINANCIAL RESOLUTIONS

The Getlink SE Combined General Meeting, held when first convened on 27 April 2023, approved various delegations to the Board of Directors in order to increase the share capital. The delegations have not been used and will be proposed for renewal at the General Meeting of 14 May 2025.

		Current authorisations		14 May 2025
Brief summary	Date of the General Meeting	Maximum nominal amount of the authorisation	Use made as of the date of this document	Duration
Delegation of authority granted to the Board to increase the share capital by issuing ordinary shares or any securities convertible into ordinary shares of the company or shares in a subsidiary, with shareholders' preferential subscription rights maintained (16th resolution)	27/04/2023	40% of share capital €88 million €900 million (debt instruments	None	26 months
Delegation of authority granted to the Board to issue ordinary shares or convertible securities giving access to the capital in consideration for contributions in kind relating to equity securities (17th resolution)	27/04/2023	10% of share capital €22 million €900 million (debt instruments)	None	26 months
Delegation of authority granted to the Board to increase the share capital to the benefit of employees (20th resolution)	27/04/2023	€2 million (debt instruments)	None	26 months
Overall limitation of the authorisations above, *i.e.* resolution 16 and 17 (18th resolution)	27/04/2023	40% of share capital €88 million* €900 million (debt instruments)	None	26 months

** Including a lower limit of 10% of share capital for increases without preferential subscription rights.*

RESPONSIBLE GOVERNANCE

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

SEPARATION OF EXECUTIVE RESPONSIBILITIES

Jacques Gounon
CHAIRMAN

Yann Leriche
CHIEF EXECUTIVE OFFICER

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. In 2024, an external advisor carried out the triennial evaluation of the functioning of the Board. The evaluation of the Board highlighted among the strengths the successful transition from unified to dissociated governance.

With the renewal of its Chairman's term of office in 2022, the Board confirmed the value it attaches, on the one hand, to the separation of the functions of Chairman of the Board and Chief Executive Officer and, on the other hand, to the performances of Jacques Gounon and Yann Leriche in the exercise of their respective mandates.

Jacques Gounon, Chairman of the Board

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 of directors, on the recommendation of the Nomination and Remuneration Committee, which has reviewed the succession plan for the Chairman of the Board, whose term of office expires at the end of the 2026 Annual General Meeting, has decided, in order to reserve the necessary flexibility to organise this succession in the best possible way, to propose to the General Meeting that the statutory age limit for the Chairman of the Board be raised from 70 to 75 within the article 19 of the Articles of Association.

VOTE SUBMITTED TO THIS MEETING:

A resolution to amend Article 19 of the Articles of Association will be submitted to the next General Meeting on 14 May 2025. This proposed amendment to the Articles of Association aims to reconcile the issues related to the necessary stability and visibility of the Group's governance in a period of major transformation of the Group and to re-establish a staggering of the terms of office of the Board Directors. This measure would provide the Board with the stability and flexibility necessary to enable it to prepare the succession of the Chairman (See resolution no. 24)

Yann Leriche, Chief executive officer

Since the separation of the roles on 1 July 2020, Yann Leriche has held the position of Chief Executive Officer.

His initial term of office as Chief Executive Officer expired on 30 June 2024 and was renewed for a further period of four years by the Board, which wished to continue benefiting from his expertise and commitment.

Yann Leriche has also been a Director since 28 April 2021.

VOTE SUBMITTED TO THIS MEETING:

As Yann Leriche's term of office as Director expires at the end of the General Meeting of 14 May 2025, the Board has proposed to the shareholders' general meeting that his term of office be renewed for a further period of four years, until the end of the General Meeting called to approve the accounts for the year ending 31 December 2028 (see resolution no. 6).

Members of the Board of Directors whose reappointment will be proposed at the General Meeting of 14 May 2025

YANN LERICHE

Chief Executive Officer and non-independent director of Getlink SE

Skills: Risk management, Accounting and finance, Mergers and acquisitions, Executive - senior management, Governance - CSR, Customer service, Human resources - remuneration, New technology, Governmental affairs - regulations

Member of 1 committee: Safety and Security Committee
Board meeting attendance rate: 100%
Safety and Security Committee attendance rate: 100%

French – 51 years old

First appointment:
28 April 2021

Length of service:
3 years

End of current term:
2025

18,750 Getlink SE ordinary shares
held at 5 March 2025

Biography, expertise and experience:

Yann Leriche, a graduate of the École Polytechnique (1997), then the École des Ponts et Chaussées, Collège des Ingénieurs and ESCP Europe, began his career in the public sector, first as a road infrastructure project manager, then in the construction and operation of public transport systems. After extensive experience at Bombardier Transport where he became head of direction of Guided Light Transit transport systems, Yann Leriche joined Transdev group in 2008. Initially CEO of Transamo, he then became chairman and CEO of the German subsidiary Transdev SZ and subsequently deputy director of transit activities in North America in 2012. In 2014, he was appointed as performance officer and a member of the executive committee. From 2017 to 2020, he was CEO of Transdev North America, in charge of the group's American and Canadian operations (17,000 employees, US$ 1.4 billion in revenue and serving more than 100 cities and urban areas with seven different means of transport) and was also in charge of the worldwide development of Transdev's autonomous vehicle activities. Yann Leriche joined Getlink SE as Chief Executive Officer on 1 July 2020. He was elected a member of the Board of Directors of Getlink SE by the General Meeting held on 28 April 2021. Within the Group, he has been appointed Chairman and CEO of FM, Chairman of Eurotunnel Holding and a director of CTG and ESL.

Yann Leriche brings to the Board of Directors his strategic vision, as well as his skills and experience as a manager and also his operational and functional expertise in international transport activities and his in-depth knowledge of the company's activities, particularly in terms of safety and security.

Number of current offices in French or foreign listed companies, outside the Group on 5 March 2025: 1

Office	Company/Place of listing	Date
Director	Air France KLM / Euronext Paris	2023 to date

Other French or foreign positions held outside the Group: none

Offices and positions expiring within the last five years:

Expired offices	Company	Date
Chairman	Get Finances	2023

Composition of the Board of directors following the General Meeting of 14 May 2025 (subject to shareholder approval)

	Personal information				Experience	Position on the Board				Committees
	Age	Sex	Nationality	Shares	Appointments*	Independence	First nomination	End of term	Length of service	Number
NON-INDEPENDENT DIRECTORS										
Jacques Gounon	72	M	French	682,027**	1	Non-independent	2007	2026	17	2
Yann Leriche	51	M	French	18,750	1	Non-independent	2021	2029	3	1
Elisabetta De Bernardi di Valserra	48	F	Italian	3,000	0	Non-independent	2018	2026	6	1
Jean Mouton	68	M	French	4,000	1	Non-independent	2023	2026	1	1
Benoît de Ruffray	58	M	French	4,000	2	Non-independent	2023	2027	1	1
Marie Lemarié	53	F	French	2,155	1	Non-independent	2023	2027	1	1
STAFF REPRESENTATIVE DIRECTORS* **										
Mark Cornwall	57	M	British	3,568	0	Employee	2021	2026	3	2
Stéphane Sauvage	58	M	French	1,075	0	Employee	2018	2026	6	3
Philippe Vanderbec	57	M	French	325	0	Employee	2018	2026	6	2
INDEPENDENT DIRECTORS										
Corinne Bach	51	F	French	5,000	0	Independent	2016	2026	8	3
Bertrand Badré	57	M	French	4,000	0	Independent	2017	2026	7	1
Sharon Flood	59	F	British	5,000	1	Independent	2020	2028	4	2
Jean-Marc Janaillac	72	M	French	3,000	1	Independent	2020	2028	4	3
Brune Poirson	42	F	French and American	3,500****	0	Independent	2022	2026	2	2
Peter Ricketts	72	M	British	2,500	1	Independent	2022	2026	2	1

* *Number of appointments in quoted companies outside Getlink.*

** *Including the 311,477 pledged shares (see AMF declarations dated 1 August 2022 and 21 November 2024).*

*** *The Staff Representative Directors are not taken into account in the calculation of the independence percentage, in accordance with the Afep/Medef Code, nor in the calculation of the parity percentage in accordance with the currently applicable provisions of the French Commercial Code nor, for the sake of consistency, in the international representation percentage nor the average length of term.*

*****Brune Poirson acquired 2,500 further shares on 1 April 2025.*

Characteristics of the Board of Directors as at 5 March 2025 and, subject to the approval by shareholders, following the General Meeting on 14 May 2025

	Composition on 5 March 2025	Composition following the General Meeting of 14 May 2025
Female representation	41.66%	41.66%
Average age of Board members	58	58
Independence	50%	50%
Average length of term	4.7	5.4
International representation	33.33%	33.33%

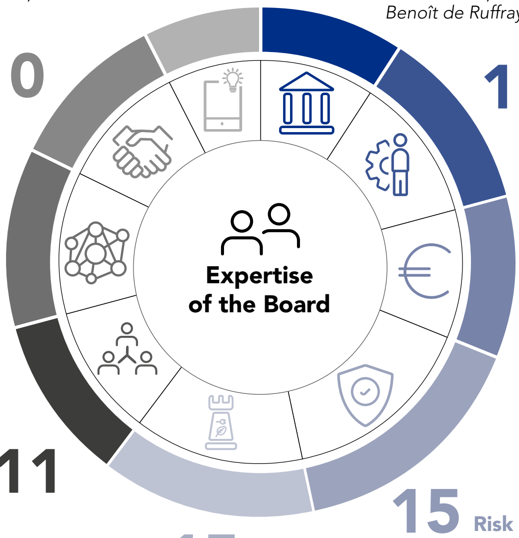
A Board of Directors with complementary expertise

New technology 7
Corinne Bach, Bertrand Badré, Elisabetta De Bernardi di Valserra, Sharon Flood, Yann Leriche, Jean Mouton, Brune Poirson

Governmental affairs - regulation 10
Jacques Gounon, Corinne Bach, Bertrand Badré, Elisabetta De Bernardi di Valserra, Sharon Flood, Jean-Marc Janaillac, Yann Leriche, Jean Mouton, Brune Poirson, Benoît de Ruffray, Peter Ricketts

Mergers and acquisitions 10
Jacques Gounon, Corinne Bach, Bertrand Badré, Elisabetta De Bernardi di Valserra, Sharon Flood, Jean-Marc Janaillac, Marie Lemarie, Yann Leriche, Jean Mouton, Benoît de Ruffray

Executive - senior management 11
Jacques Gounon, Corinne Bach, Bertrand Badré, Elisabetta De Bernardi di Valserra, Sharon Flood, Jean-Marc Janaillac, Marie Lemarié, Yann Leriche, Jean Mouton, Brune Poirson, Benoît de Ruffray



Customer service 11
Jacques Gounon, Corinne Bach, Mark Cornwall, Sharon Flood, Jean-Marc Janaillac, Yann Leriche, Jean Mouton, Brune Poirson, Benoît de Ruffray, Stéphane Sauvage, Philippe Vanderbec

Accounting and finance 10
Jacques Gounon, Corinne Bach, Bertrand Badré, Elisabetta De Bernardi di Valserra, Sharon Flood, Jean-Marc Janaillac, Marie Lemarié, Yann Leriche, Jean Mouton, Benoît de Ruffray

Human resources - remuneration 11
Jacques Gounon, Corinne Bach, Mark Cornwall, Sharon Flood, Jean-Marc Janaillac, Yann Leriche, Jean Mouton, Benoît de Ruffray, Peter Ricketts, Stéphane Sauvage, Philippe Vanderbec

Risk management 15
Jacques Gounon, Corinne Bach, Bertrand Badré, Mark Cornwall, Elisabetta De Bernardi di Valserra, Sharon Flood, Jean-Marc Janaillac, Marie Lemarié, Yann Leriche, Jean Mouton, Brune Poirson, Benoît de Ruffray, Peter Ricketts, Stéphane Sauvage, Philippe Vanderbec

Governance - CSR 15
Jacques Gounon, Corinne Bach, Bertrand Badré, Elisabetta De Bernardi di Valserra, Mark Cornwall, Sharon Flood, Jean-Marc Janaillac, Marie Lemarié, Yann Leriche, Jean Mouton, Brune Poirson, Benoît de Ruffray, Peter Ricketts, Stéphane Sauvage, Philippe Vanderbec

REMUNERATION OF THE CHAIRMAN, CHIEF EXECUTIVE OFFICER AND DIRECTORS

This section describes the 2025 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 2024 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 2024 Universal Registration Document.

Remuneration paid or awarded during or in respect of the 2024 financial year (*ex-post* vote)

In accordance with Article L. 22-10-34 of the French Commercial Code, the General Meeting of 14 May 2025 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 for 2024 was approved at the General Meeting of 7 May 2024, with a majority of 98.24% of the votes cast in respect of the Chief Executive Officer and 99.58% 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 2024 financial year and approved by the General Meeting of 7 May 2024. The remuneration amounts shown in this chapter 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 2024

The remuneration due to Yann Leriche, in his role as Chief Executive Officer, for 2024 is made up of:

- fixed annual remuneration;
- 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 2024

The fixed part of the Chief Executive Officer's gross annual remuneration for 2024 was €575,000 in accordance with a decision by the Board of Directors on 28 February 2024 to increase the Chief Executive Officer's fixed remuneration from a gross annual amount of €550,000 to €600,000 with effect from 1 July 2024. The amount of the Chief Executive Officer's gross remuneration paid in respect of 2024 was €575,000 gross.

Annual variable remuneration for 2024

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 €575,000, representing 100% of the annual fixed remuneration due for the 2024 financial year.

For 2024, it included 45% financial criteria, 100% quantifiable in relation to current EBITDA and cash flow and aimed at remunerating economic performance, 20% sustainable development criteria and 35% strategic criteria as mentioned above.

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 2024 operations process (25%): profitability of operations assessed against the level of achievement of the consolidated current 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 2023 Universal Registration Document assessed in relation to the 2024 Passenger NPS and Truck (Transporters) NPS targets as set out in section 6.1.4 of the 2023 Universal Registration Document as well as the 2024 Truck Shuttle average market share.
- Continued optimisation of investments (5%): performance assessed with regard to the roll-out in 2024 of the Passenger Shuttle Mid-Life Programme described in section 1.5 of the 2023 Universal Registration Document.
- EES (10%): maintenance of the fluidity and hourly capacity of the Tunnel terminals after the implementation of ESS.
- Development projects (5%): development of Getlink's position in the energy market.

Sustainability objective (20%)

- Greenhouse gas reduction target in 2024 (10%), achievement of the published and detailed objective as set out in section 6.4.2 of the 2023 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%.

At its meeting of 26 February 2025, 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.

At its meeting on 5 March 2025, 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 2024 at €572,256.

Breakdown of the annual variable remuneration due for 2024

Criteria	Weighting	Payment rate	Amount owed (in euros)*
Current EBITDA ratio	25%	100%	143,750
Operating cash flow	20%	107%	123,050
Eurotunnel: operational excellence strategy	15%	107%	91,967
Investment optimisation	5%	50%	14,375
EES: maintain the fluidity and hourly capacity of the terminals	10%	75%	43,125
Development projects	5%	100%	28,750
Sustainability target	20%	111%	127,239
TOTAL	**100%**	**99.5%**	**572,256**

* *Calculation based on unrounded, decimal percentages and shown rounded in the table.*

2024 long-term variable remuneration

Free 2024 performance shares

In accordance with the remuneration policy approved by a vote at the General Meeting of 7 May 2024, the Board of Directors granted Yann Leriche 65,000 shares subject to performance conditions out of a total of 450,000 performance shares under the 2024 plan, the fair value of which, established at €11.75 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 "**market weighting**") is based on the dual performance of the Getlink SE ordinary share *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 performance of the Group's sectoral GPR Getlink Index. It determines **30%** of the cumulative weighting;
- secondly, of the performance of the Getlink share in absolute terms 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.

The first internal performance condition (the "**EBITDA weighting**") is based on the organisation's economic performance, assessed by reference to the Group's average consolidated current EBITDA performance rate over a three-year period covering the 2024, 2025 and 2026 financial years, at comparable exchange rates and scope. It determines **30%** of the cumulative weighting.

The second internal performance condition (the "**climate weighting**") is based on the 2026 intermediate objective of reducing the Group's direct emissions (Scopes 1 and 2) (in tonnes of CO_2 equivalent) like-for-like compared to 2019 emissions as published and set out in section 6.4.2 of the 2023 Universal Registration Document. 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; gender equality between men and women; social climate and quality of service. It determines **10%** of the cumulative weighting.

LTI plan available in 2024

2021 LTI plan: 22.5% vesting rate.

On the authorisation of the extraordinary General Meeting of 28 April 2021, the Board of Directors made free allocations of Getlink ordinary shares to employees and/or chief executive officers of the Group up to the overall limit of 300,000 ordinary shares in the company, subject to the performance conditions set out below, as detailed in the Plan Regulations and assessed over a three-year vesting period.

At the end of the three-year vesting period, the Board of Directors noted (i) that the performance of the Getlink SE share was not strictly greater than 100% of the performance of the GPR Getlink SE Index and that, therefore, the relative performance condition of the share was not met (TSR weighting: 0%); (ii) that LeShuttle volumes in 2023 were lower than in 2019 and that therefore there could be no award under the condition relating to the "Working Ratio" (Working ratio weighting 0%), (iii) that greenhouse gases decreased by 23.5% compared with 2019, *i.e.* a performance higher than the target of 15%, (climate weighting 15%), (iv) that the conditions relating to CSR performance at the end of 2023 had been met with the exception of the condition relating to the proportion of women in the workforce, assessed in relation to a recruitment target of 40%, which had only been met for part of the scope. Performance on that criterion was therefore 0%, *i.e.* CSR performance partially met (CSR weighting: 7.5%).

The Board of Directors noted that the cumulative weighting was 22.5% and after discussion set the overall vesting rate at **22.5%**. On 24 July 2024, Yann Leriche received 6,750 ordinary shares out of the 30,000 performance shares allocated to him under the 2021 plan.

Benefits in kind for 2024

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 2024

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.

In 2024, employer contributions paid under this supplementary defined contribution pension scheme amounted to €14,838 (2023: €14,077) out of a total of €55,829 (2023: €60,222) for all those concerned.

The Chief Executive Officer benefits from a basic and a complementary pension scheme. In 2024, contributions paid under this complementary pension scheme amounted to €32,507 (2023: €30,841) for the employee portion and €53,389 (2023: €49,704) 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 page 30 of this present notice. In addition, like all the Group's officers who are individuals, Yann Leriche is covered by the directors and officers liability insurance policy.

Summary of the remuneration due or awarded in relation to the 2024 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>575,000</td><td>575,000</td><td>The fixed part of the Chief Executive Officer's gross annual remuneration for 2024 was €575,000.
Gross annual fixed remuneration increased from €550,000 gross p.a. to €600,000 by the Board on 28 February 2024 with effect from 1 July 2024.
For the 2024 year, Yann Leriche received fixed remuneration of €575,000 (gross, before tax).</td></tr>
<tr><td>Annual variable remuneration</td><td>572,256 (amount due for 2024 and payable in 2025)</td><td>371,410</td><td>Target: 100% of the gross annual fixed remuneration; maximum of 120%[1] of the gross annual fixed remuneration.
Annual variable remuneration awarded for 2024 and payable in 2025
During its meeting on 5 March 2025, 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 2024 financial year and decided to set the variable remuneration at €572,256.
Criteria:
• EBITDA ratio (25%): 100% payment rate: €143,750
• Operating cash flow (20%): 107% payment rate: €123,050
• Eurotunnel: operational excellence strategy (15%): 107% average payment rate: €91,967
• Optimisation of investments (5%): average 50% payment rate: €14,375
• EES (10%): average 75% payment rate: €43,125
• Development projects (5%): 100% payment rate: €28,750
• Sustainability objective: (20%): outperformance: 111% payment rate: €127,239
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>48,400</td><td>33,180</td><td>Remuneration in respect of the director's term of office granted for the 2024 year
The General Meeting of 7 May 2024 approved (resolution 14) the remuneration for the office of Board member in respect of the 2024 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>Yann Leriche did not receive any exceptional remuneration.</td></tr>
<tr><td>Allocation of share options and/ or performance shares</td><td>763,750 (accounting valuation of the instruments granted in respect of 2024)</td><td>n/a</td><td>65,000 free shares subject to performance conditions:
• 100% subject to performance conditions over three years:
External performance conditions (45%):
– relative performance of the Getlink SE ordinary share price (30%) compared to the performance of the GPR Getlink Index (including dividends) over a period of three years;
– absolute share performance (15%).
Internal performance conditions (55%):
– EBITDA weighting (30%);
– climate weighting: greenhouse gas emission reduction target (15%);
– CSR performance condition(10%).
Maximum potential percentage of share capital: 0.011%
The fair value (€11.75) 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 7 May 2024 (resolution 18) and granted by decision of the Board on 24 July 2024 when it agreed the general conditions of the plan.</td></tr>
<tr><td>Benefits in kind</td><td>1,546</td><td>1,546</td><td>Yann Leriche has a company car which represents a benefit in kind worth €1,546 in 2024.</td></tr>
</table>

(1) Theorical maximum based on 100% quantitative criteria. For 2024, the maximum was 116%.

Elements of remuneration	Amount due *(in euros)*	Amount paid *(in euros)*	Comments
Payment linked to taking up or leaving a position	n/a	n/a	Yann Leriche does not have the benefit of any severance payments in relation to the ending of his office.
Non-competition payment	n/a	n/a	Yann Leriche does not benefit from any non-competition agreement payment in relation to his office.
Supplementary pension plan	No amount is owed in respect of 2024	No amounts paid in 2024	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 2024, the employer contributions for this supplementary pension scheme amounted to €14,838 for the year.
Death, disability and health insurance schemes			Yann Leriche benefits from the company's death, disability and health insurance scheme.

No service provision agreement has been concluded with the chief executive officers.

Remuneration summary: Yann Leriche

	2024		2023		2022	
Gross amounts in euros	**Due(1)**	**Paid(2)**	**Due(1)**	**Paid(2)**	**Due(1)**	**Paid(2)**
Fixed remuneration	575,000	575,000	475,000	475,000	400,000	400,000
Annual variable remuneration	572,256	371,410	371,410	414,000	414,000	256,051
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	48,400	33,180(3)	43,250	29,120(3)	45,700	33,180(3)
Benefits in kind	1,546	1,546	1,984	1,984	2,740	2,740
TOTAL	**1,197,202**	**981,136**	**891,644**	**920,104**	**862,440**	**691,971**

(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 2024 relates to payment of variable remuneration owed for the 2023 financial year.*

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

Multi-annual variable remuneration: Yann Leriche

	2024	2023	2022
Multi-annual variable remuneration	n/a	n/a	n/a

Summary of remuneration, options and shares: Yann Leriche

Gross amounts *(in euros)*	2024	2023
Remuneration due for the year	1,197,202	891,644
Value of multi-annual variable remuneration attributed during the year	–	–
Value of options granted during the year	–	–
Value of performance shares granted during the year	763,750	576,500
TOTAL	**1,960,952**	**1,468,144**

Performance condition shares granted during the year to Yann Leriche by the issuer and by any Group company

	2024 plan
Number of preference shares/free shares subject to performance conditions allocated during the period	65,000
Value of shares based on the method used for the consolidated financial statements	€11.75* per share subject to performance conditions, *i.e.* €763,750 for 65,000 ordinary shares
Vesting date	24/07/2024
End of lock-in period	24/07/2027
Performance condition	Section 5.1.2.a of the Universal Registration Document

* *The fair value (€11.75) 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.*

Performance condition shares becoming available to Yann Leriche during the financial year

Plan date and number	
Number of shares reaching the end of the lock-in period during the year	6,750
Vesting terms	TSR/EBITDA/CSR performance over 3 years
Year of grant	2021

Remuneration owed to the Chairman for 2024

The remuneration due to the Chairman, Jacques Gounon, for the 2024 financial year consisted of fixed annual remuneration and a continuing benefit package (benefits in kind/director's remuneration/pension and death and disability benefits).

Annual fixed remuneration

Since 1 July 2023, the Chairman's fixed annual gross remuneration has been a gross annual amount of €450,000 giving a total amount due and paid of €450,000 gross for 2024.

Benefits in kind/Director's remuneration

For the 2024 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 (2023: €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 in page 30 below. 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 disability 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 retirement rights in a previous financial year, including his rights under the supplementary pension scheme, the employer contributions for this supplementary pension scheme were €0 for the 2024 financial year.

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

Summary of the remuneration due or awarded in relation to the 2024 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>450,000</td><td>450,000</td><td>Gross annual fixed remuneration unchanged since 1 July 2023 when it was set at €450,000 p.a by the Board i.e. a total amount due and paid of €450,000 for the 2024 financial year.</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>52,400 (amount due for 2024)</td><td>35,280 (amount paid in 2024)</td><td>Remuneration in respect of the director's term of office granted for the 2024 year
The General Meeting of 7 May 2024 approved (resolution 14) the remuneration for the office of director in respect of the 2024 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 2024 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 2024 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

Gross amounts *(in euros)*	2024		2023		2022	
	Due[1]	Paid[2]	Due[1]	Paid[2]	Due[1]	Paid[2]
Fixed remuneration	450,000	450,000	525,000	525,000	600,000	600,000
Annual variable remuneration	–	–	–	–	–	–
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	52,400	35,280[3]	46,900	32,165[3]	57,500	41,440[3]
Benefits in kind	11,400	11,400	11,400	11,400	11,400	11,400
TOTAL	**513,800**	**496,680**	**583,300**	**568,565**	**668,900**	**652,840**

(1) Amounts due for the year.
(2) Amounts paid during the year.
(3) Amount paid during the year after deductions at source and social charges.

Multi-annual variable remuneration for Jacques Gounon

	2024	2023	2022
Multi-annual variable remuneration	n/a	n/a	n/a

Summary of remuneration, options and shares: Jacques Gounon

Gross amounts *(in euros)*	2024	2023
Remuneration due for the year	513,800	583,300
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 performance shares granted during the year	n/a	n/a
TOTAL	**513,800**	**583,300**

Shares subject to performance conditions granted to Jacques Gounon during the year

	2024 plan
Number of performance shares/free shares subject to performance conditions allocated during the year	–
Value of shares based on the method used for the consolidated financial statements	–
Vesting date	–
End of lock-in period	–
Performance condition	–

Share options granted in 2024 to Jacques Gounon by the issuer and by any Group company

Plan date and number	2024-2013
Type of option (existing or newly issued shares)	n/a
Value of options based on the method used for the consolidated financial statements	n/a
Number of options granted during the year	n/a
Exercise price	n/a
Exercise period	n/a

Share options exercised by Jacques Gounon during the year

Plan date and number	
Value of options based on the method used for the consolidated financial statements *(in euros)*	n/a
Number of options exercised during the year	n/a
Exercise price *(in euros)*	n/a
Exercise date	n/a

Shares subject to performance conditions and preference shares available during the financial year for Jacques Gounon

Plan date and number	
Number of shares reaching the end of the lock-in period during the year	n/a
Vesting terms	n/a
Year of grant	n/a

Remuneration of Board members in 2024

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

Overall remuneration package

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

Distribution rules

In 2024, 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.

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 2024

In accordance with the principles set out above, the total amount of directors' remuneration due by Getlink SE to its Directors for the 2024 financial year is €823,500 or 86.68% of the ceiling authorised by the Combined General Meeting. After taking account of French and foreign deductions at source, the net amount paid in respect of the 2024 financial year was €600,000 as detailed in the table below:

	2024		2023	
(in euros)	Due(1)	Paid(2)	Due(1)	Paid(2)
Jacques Gounon	52,400	35,280	46,900	32,165
Corinne Bach	60,400	41,580	52,250	35,805
Bertrand Badré	64,900	39,830	41,600	30,310
Elisabetta De Bernardi di Valserra	54,400	46,565	47,600	40,374
Carlo Bertazzo(3)	–	–	24,742	25,237
Mark Cornwall	51,900	44,385	46,250	39,763
Sharon Flood	63,900	52,669	48,550	41,507
Jean-Marc Janaillac	68,400	46,480	57,000	36,995
Yann Leriche	48,400	33,180	43,250	29,120
Marie Lemarié	52,400	42,482	28,600	18,661
Colette Lewiner	–	–	20,150	18,375
Jean Mouton	48,400	33,180	21,158	11,170
Brune Poirson	51,400	35,280	43,250	29,120
Perrette Rey	–	–	22,700	20,160
Peter Ricketts	51,900	43,949	48,450	41,376
Benoît de Ruffray	48,400	33,180	27,600	15,680
Stéphane Sauvage	53,400	36,680	48,800	33,005
Philippe Vanderbec	52,900	35,280	47,800	32,305
TOTAL	**823,500**	**600,000**	**716,650**	**531,128**

(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 in 2023 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.*

2025 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 2025 remuneration policy for the Chief Executive Officer, the Chairman and Directors as set out below was agreed by the Board of Directors on 5 March 2025, upon the proposal of the Nomination and Remuneration Committee. The elements of the remuneration policy presented below are the subject of resolutions to be 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.

The policy is reviewed annually by the Board of Directors on the recommendation of the Nomination and Remuneration Committee. It is consistent with Getlink's best interest, contributes to its long-term viability and is fully in line with its strategy.

Principles

Chief executive officers and chair 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.

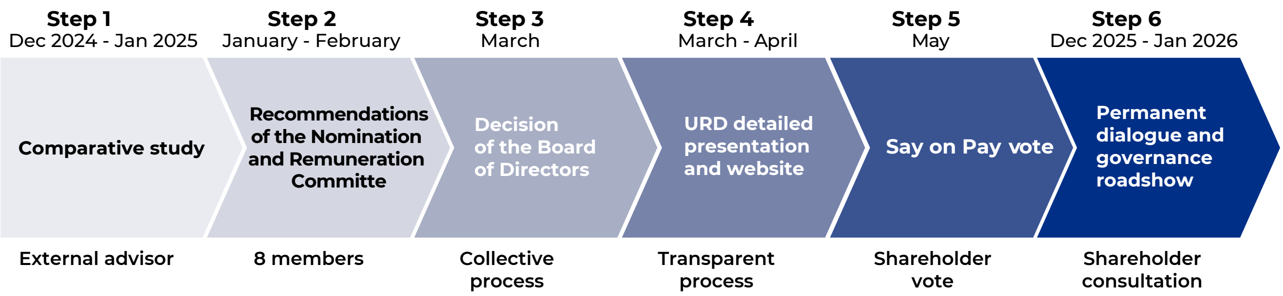
The Board has decided that the remuneration policy should take into account all the business's key challenges (whether strategic, social, societal and environmental), and not merely financial performance.

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. The variable remuneration of the chief executive officer aligns his interests with those of shareholders and other stakeholders, by incorporating performance targets based on economic, financial, environmental and societal indicators. The different elements of 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 guidance:

- **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 line with the organisation's best interests: 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.

  At the start of each financial year, the Board, on the recommendation of the Nomination and Remuneration Committee which leads the process, defines each of the objectives set for the chief executive officers for the relevant year and determines what proportion of the overall variable portion each of them may represent.



After the close of the financial year, the Nomination and Remuneration Committee evaluates the achievement of the targets and, based on recommendations from the Committee, the Board decides the variable part to be awarded to each chief executive officer. The variable remuneration awarded for a given financial year is therefore paid in the following year:

- the part based on the achievement of targets linked to the Group's intrinsic annual performance is based on financial indicators determined according to Group objectives,
- the part based on the achievement of operational targets is based on criteria set taking into account strategic objectives contained in the strategic plan and the five-year plan agreed by the Board, which correspond to required short-term actions that are essential for the business in the medium- to long-term. From the outset, Getlink SE's chief executive officer remuneration policy has been designed to support the high-level development vision of the Group and that is what prevails when the remuneration criteria are decided.

  The strategy of the Group is orientated towards responsible growth, having regard for all stakeholders. The choice of sustainability performance criteria reflects the history and values of the Group, which has been committed from the outset to a policy of responsibility designed to balance economic performance, social fairness and environmental protection.

  - Since 2012, CSR has been one of the criteria that determine the chief executive officers' variable remuneration and in 2015 Getlink introduced a CSR composite performance index.
  - The long-term incentive plans are based on internal and external performance criteria so as to align the long-term financial interests of the shareholders in such a way as to reward the decisions of senior managers, which are crucial for the future of the business, and which could have an impact only over the long term. Since 2020, Getlink's performance share plans are aligned with the CSR strategy cycle;

- **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 benchmark is a historic panel composed of comparable organisations both in terms of revenue and headcount: Bic, Biomérieux, CGG, Edenred, Eramet, Eurofins Scientific, Eutelsat Communications, Imerys, Ipsen, Ipsos, JC Decaux, Métropole TV (M6), Mersen, Rémy Cointreau, Seb, TF1, Ubisoft Entertainment, Vallourec and Vicat. 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, Edenred, Eiffage, Euronext, Forvia (formerly Faurecia), Gecina, Groupe ADP, Klepierre, Rémy Cointreau, Rexel, Sartorius Stedim, Sodexo, Solvay, Ubisoft Entertainment and Valeo. 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 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 currently includes the following companies:

  - european transport infrastructure operators reflecting the Group's business (Vinci, Acciona, ADP etc.),
  - british transport operators reflecting Getlink's exposure to the United Kingdom (Firstgroup),
  - a ferry operator for the cross-Channel activity (DFDS), and
  - electricity undertakings taking into account ElecLink's contribution to results (Engie and National Grid).

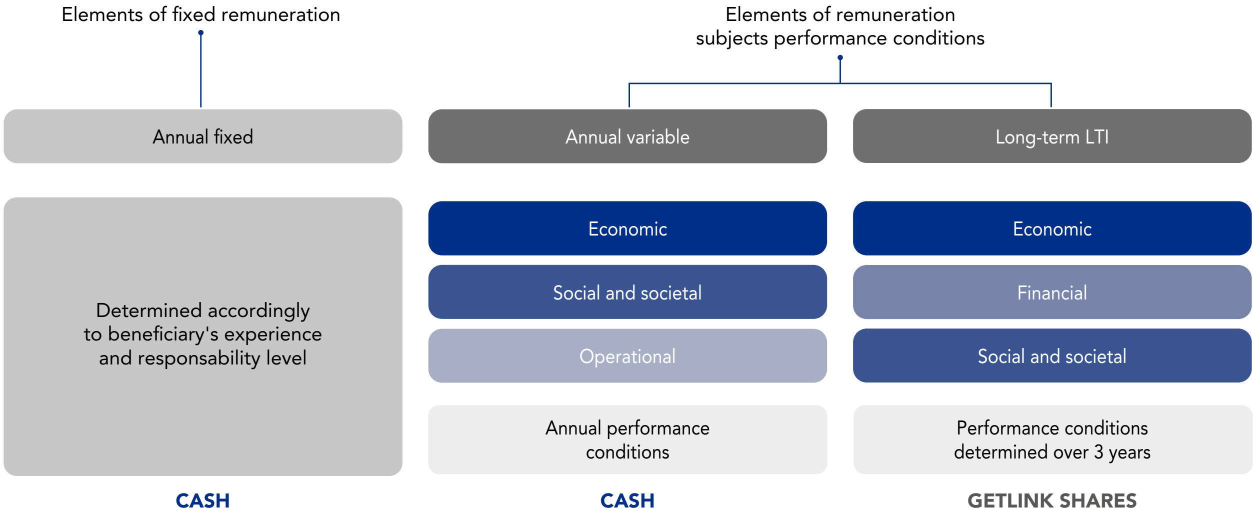
  GPR Getlink Index reference panel: Acciona, Air France, Aena SME SA, Aéroports de Paris, DFDS A/S, Eiffage SA, Enel, Engie SA, Ferrovial SA, Firstgroup PLC, Flughafen Zurich AG, Fortum, Fraport AG, IAG, Iren, Irish Continental Group, National Grid PLC, Neoen and Vinci SA.

- **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 2025 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 2025 remuneration policy

The remuneration of the Chief Executive Officer for 2025, in addition to his remuneration as a Board Director, will be comprised of:

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



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 2025

The Chief Executive Officer's fixed annual remuneration is determined in accordance with his responsibilities and duties. By a decision taken on 28 February 2024, the Board of Directors increased the Chief Executive Officer's fixed annual remuneration on 1 July 2024 – the date of the renewal of the Chief Executive Officer's term of office – from a gross annual amount of €550,000 to one of €600,000. On 5 March 2025, the Board confirmed that the fixed annual remuneration of the Chief Executive Officer would remain unchanged in respect of 2025.

Annual variable remuneration for 2025

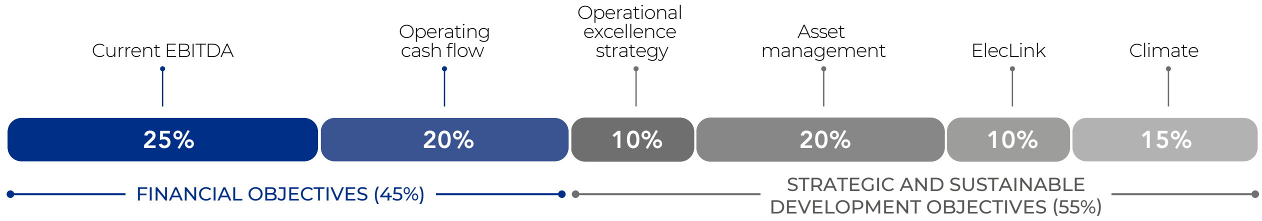
Annual variable remuneration is intended to reflect the personal contribution of the Chief Executive Officer of the Group to an improvement in its results. It is balanced in proportion to the fixed remuneration and determined as a percentage of the fixed remuneration.

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 2025 a base of €600,000. 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 2025 financial year will be determined by the Board of Directors in 2026 on the basis of the achievement of quantifiable targets. For 2025, it is made up of 45% financial criteria linked to current EBITDA and cash flow and aimed at rewarding economic performance, 15% sustainability criteria and 40% 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 the objectives set that can be objectively assessed are ones that 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 2025 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 guidance relating to consolidated current EBITDA at constant exchange rates and scope;
- 2025 consolidated operating cash flow (20%) compared to the forecast by reference to the budget, at a constant exchange rate and scope (scope: Eurotunnel, Europorte and ElecLink).

Strategic objectives: operational and developmental (40%)

- Eurotunnel operational excellence strategy and customer relations (10%): performance of the customer-centric strategy in relation to the 2025 passenger NPS and truck NPS targets.
- Optimisation of the Eurotunnel asset management programme (particularly in respect of the Shuttles and key infrastructure programmes) (20%) described in section 1.5 of the Universal Registration Document.
- ElecLink (10%): implementation of a strategy to monitor the performance and behaviour of the asset to improve the availability of the interconnector.

Sustainability objective (15%)

Sustainability objective: 2025 GHG reduction *i.e.* achievement of the objective published and detailed in the 2025 Environment Plan of a 30% reduction by 2025 in the Group's direct emissions (Scopes 1 and 2) (in tonnes of CO_2 equivalent) on a like-for-like basis compared with 2019 emissions.

		As a% of the reference amount		
Details of objectives	Criterion weight	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	10%	0%	10%	12%
Sustainability: reduction in greenhouse gases	15%	0%	15%	18%
Optimisation of the Eurotunnel asset management programme	20%	0%	20%	24%
ElecLink	10%	0%	10%	12%
TOTAL QUANTITATIVE	**100%**	**0%**	**100%**	**120%**

(1) *Each quantitative objective may result in up to 120% of the variable remuneration it represents.*

(2) *Each qualitative objective may result in up to 100% of the variable remuneration it represents.*

Methodology

The targets for 2025 were determined by reference to the Group's budget and guidance 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 current EBITDA 2025 target is expressed in the form of a range (between €780 million and €830 million), the current 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 2025

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

The remuneration of the Chief Executive Officer must be linked to the medium- and long-term changes in the intrinsic value of the Group and share performance. Remuneration in shares is an element of Getlink's attractiveness as an employer since it seeks to converge the interests of employees and shareholders and to strengthen 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 shares repurchased by the company under the buy-back scheme.

For 2025, 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 and the Executive Committee 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 37 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 14 May 2025, the General Meeting will be asked to authorise a long-term incentive plan for a maximum total of 550,000 shares. The plan includes senior executives and high potential key contributors, as well as the Chief Executive Officer for a limited grant. The number and value of shares that may be granted to the Chief Executive Officer under the resolutions put to the vote of shareholders at the General Meeting are limited, to 17% of the total number of shares allocated and 180% of the annual fixed remuneration. Subject to the approval of the plan by the General Meeting of 14 May 2025, 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 in absolute terms 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 31 of this brochure.

  This element determines **20%** 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;
- 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 **20%** 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.

The first internal **35%** performance condition (the "**EBITDA weighting**"), will be based on the organisation's economic performance, assessed by reference to the Group's average consolidated current EBITDA level of achievement over a three-year period covering the 2025, 2026 and 2027 financial years, at comparable exchange rates and scope. It will account for 35% 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 current EBITDA for 2025, 2026 and 2027 be strictly less than 95% of the current EBITDA targets reported to the market by Getlink SE for 2025, 2026 and 2027 there will be no grant; and should the average rate of achievement of current EBITDA for 2025, 2026 and 2027 be equal to or greater than 100% of the current EBITDA targets communicated to the market by Getlink SE for 2025, 2026 and 2027, 20% of the volume that could be allocated will be effectively allocated, the total being capped at 35%.

The second **internal performance condition (the "Climate weighting")** will be based on the 2027 intermediate objective of reducing the direct greenhouse gas emissions (Scopes 1 and 2) of the Group (in tonnes of CO_2 equivalent) on a like-for-like basis compared to 2019 emissions as set out in section 6.1.2 of the Universal Registration Document. It will determine **25%** of the cumulative weighting.

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 2025/Director's remuneration for 2025

The Chief Executive Officer has 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 2025

The Chief Executive Officer is treated in the same way as senior staff for the duration of his term of office and as such benefits from supplementary social 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 2025 remuneration policy

The Chairman's remuneration for 2025 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 2025

In 2025, the annual fixed remuneration of the Chairman remains unchanged at €450,000 gross per year since 1 July 2023.

Benefits in kind/Director's remuneration for 2025

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 SE's employees.

Directors' remuneration

The Directors of Getlink SE receive remuneration in respect of their office as directors.

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 5 March 2025, 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 *(in euros)*	Fixed portion (annual base)	Variable portion (meeting attendance)
Board of Directors	20,400	–
Board meeting	–	3,000
Committee meeting (excluding chair)	–	1,000
Committee meeting (chair) or being a part of the governance body (Senior Independent Director)	–	2,500
Seminar(s)	–	4,500

Equity ratios

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

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 2024 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	2020	2021	2022	2023	2024
Chairman	15	21	13	11	9
Chief Executive Officer	11	18	25	28	31

Getlink SE	2020	2021	2022	2023	2024
Chairman	4	5	3	2	2
Chief Executive Officer	3	4	6	5	6

Equity ratio: remuneration of Chairman and Chief Executive Officers/median remuneration of Group employees

All entities	2020	2021	2022	2023	2024
Chairman	16	22	14	12	10
Chief Executive Officer	12	19	27	31	31

Getlink SE	2020	2021	2022	2023	2024
Chairman	4	6	5	3	2
Chief Executive Officer	3	5	10	7	8

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%
	2021	Performance shares	22.5%
Plans not available	2022	Performance shares	n/a
	2023	Performance shares	n/a
	2024	Performance shares	n/a

History of past plans: increasing the number of female beneficiaries

Plan *(year)*	Number of beneficiaries	Number of women	Percentage of women
2020	26	5	19.2%
2021	35	7	20.0%
2022	36	9	25.0%
2023	53	18	34.0%
2024	59	20	33.9%

BRIEF SUMMARY

Summary

At €1,614 million, the Group's consolidated revenue for the 2024 financial year decreased by €230 million (-12%) compared to 2023, due in particular to the impact on ElecLink's revenue of the normalisation of the energy market and the suspension of the electricity interconnector's activity from 25 September 2024. Revenue for the Eurotunnel and Europorte segments rose by 3% and 12% respectively. Operating costs of €781 million were down by €73 million (-9%) compared to 2023, mainly due to the reduction between the two years of the provision for sharing of the profit of the ElecLink interconnector (-€80 million) in line with the reduced ElecLink activity. At €833 million for 2024, current EBITDA decreased by €157 million compared to 2023, due to the reduction of €209 million in ElecLink's contribution; excluding the ElecLink segment, Eurotunnel and Europorte activities increased by €52 million. At €604 million, the trading profit in 2024 was down by €142 million compared to 2023. After taking into account net financial expenses (including other financial income and charges) which were down by €25 million as the result of the impact of lower inflation on the indexation cost of the A tranches of Eurotunnel's debt, the Group's pre-tax profit was down by €116 million to €304 million for 2024, compared to €420 million in 2023.

After taking into account a net tax income of €13 million (compared with a net tax expense of €88 million in 2023, the variation being due to the evolution of ElecLink's result and deferred taxes), the Group's net consolidated result for the 2024 financial year was a profit of €317 million, compared to a profit of €332 million (restated) in 2023, down by €15 million.

Improvement/(deterioration) of result *€ million*	2024	2023 restated*	Change €M	Change %	2023 published
Exchange rate €/£	*1.184*	*1.184*			*1.153*
Eurotunnel	1,166	1,136	30	+3%	1,121
ElecLink	280	558	(278)	-50%	558
Europorte	168	150	18	+12%	150
Revenue	**1,614**	**1,844**	**(230)**	**-12%**	**1,829**
Eurotunnel	(524)	(543)	19	+3%	(539)
ElecLink	(121)	(190)	69	+36%	(190)
Europorte	(136)	(121)	(15)	-12%	(121)
Operating costs	**(781)**	**(854)**	**73**	**+9%**	**(850)**
Current EBITDA**	**833**	**990**	**(157)**	**-16%**	**979**
Depreciation	(229)	(244)	15	+6%	(244)
Trading profit	**604**	**746**	**(142)**	**-19%**	**735**
Net other operating charges and share of result of equity-accounted companies	(6)	(7)	1		(7)
Operating profit (EBIT)	**598**	**739**	**(141)**	**-19%**	**728**
Net finance costs	(253)	(325)	72	+22%	(320)
Other net financial (charges)/income	(41)	6	(47)		6
Pre-tax profit	**304**	**420**	**(116)**		**414**
Income tax income/(expense)	13	(88)	101		(88)
NET CONSOLIDATED PROFIT FOR THE YEAR	**317**	**332**	**(15)**	**-5%**	**326**
Current EBITDA/revenue	*51.6%*	*53.7%*	*-2.1 pts*		*53.5%*

* *Restated at the rate of exchange used for the 2024 income statement (£1=€1.184).*

** *Trading profit before depreciation charges.*

Summary of the Group's consolidated balance sheet at 31 December 2024 and 31 December 2023

€ million	31 December 2024	31 December 2023
Exchange rate €/£	*1.206*	*1.151*
Fixed assets	6,649	6,650
Other non-current assets	629	578
Total non-current assets	**7,278**	**7,228**
Trade and other receivables	124	113
Other current assets*	135	124
Cash and equivalents and cash management financial assets	1,699	1,562
Total current assets	**1,958**	**1,799**
TOTAL ASSETS	**9,236**	**9,027**
Total equity	2,488	2,469
Financial liabilities	5,517	5,429
Interest rate derivatives	342	367
Other liabilities	889	762
TOTAL EQUITY AND LIABILITIES	**9,236**	**9,027**

* *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 revenues

In 2024, ElecLink recorded revenues of €280 million, down 50% compared with 2023 (€558 million). This significant reduction is due to two factors: the expected normalisation of the electricity market and the suspension of the interconnector's activity from 25 September 2024 following the detection of a fault.

Normalisation of the electricity market

After ElecLink began operating in exceptional conditions on the electricity markets, the market began to normalise towards the end of 2023, a trend that continued into 2024. As expected, this resulted in a tightening of electricity price differentials between France and Great Britain, which has a negative impact on ElecLink's revenue compared with 2022 and 2023.

Suspension of activity

On 25 September 2024, a fault in the interconnector was detected which led to the suspension of ElecLink's activities. The origin of the damage causing this suspension was a weakness in the foundation of a cable support outside the Tunnel on the French side. After finalisation of the cable repair work, the final phase of evaluation and testing allowing a gradual return to service of the interconnector took place between 5 February and 10 February 2025.

As the support failure occurred before the end of the manufacturer's warranty, the Group has notified the insurers of the claim.

Acquisition of the companies ChannelPorts Limited and CustomsPro Limited

On 11 April 2024, the Group concluded the acquisition of the British companies ChannelPorts Limited and CustomsPro Limited for £41 million (€48 million). As at 31 December 2024, the Group recognised a provisional goodwill of £33 million (€38 million) in the consolidated statement of financial position.

Outlook, objectives, recent and post-balance sheet events

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

Recent trends

The Group's 2024 results are marked by the expected normalisation of the energy market and ElecLink's contribution (compared with 2023, which benefited from particularly exceptional electricity market conditions) and the suspension of the electricity interconnector activity from 25 September 2024 following the detection of a fault.

For the Eurotunnel segment, the 2024 results also reflect the continuing effect of Brexit and the intensification of competition on the cross-Channel market.

The Group's balanced business model enables it to limit 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 focused on the customer, on service quality and on strengthening its position as the green leader in European transport, are creating value and laying the foundations for the transformation of the business over the coming years.

The cross-Channel truck market continues to be impacted by the economic slowdown in the United Kingdom, as well as the long-term effects of Brexit. Despite these factors and the intensification of the competitive environment on the Short Straits, the Truck Shuttles business is maintaining its position as market leader, thanks to a targeted and segmented marketing strategy, the continued attention paid to service quality, and the expansion of the range of services for its customers with the development of its paperless border formalities management offering, reinforced by the acquisitions of ChannelPorts in April 2024 and ASA and BIMS in January 2025.

In recent years, the Short Straits market has 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 in force since 2024 to counter this trend. These new regulations could rebalance the cost structures of the various players.

In 2024, the Group continued to focus on its competitive advantages – speed, simplicity, respect for the environment – by building on the fundamental strengths of its LeShuttle brand and an innovative, customer-focused marketing strategy, enabling it to maintain its premium positioning.

The cross-Channel passenger rail market also continued to recover in 2024, with Eurostar passenger volumes exceeding pre-crisis 2019 levels, despite the closure of the Amsterdam international terminal between mid-June 2024 and 10 February 2025 which interrupted the direct Amsterdam-London route. Eurostar's plans for new destinations 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 Group is continuing its work, in partnership with the other infrastructure managers, to accelerate the development of this market.

It should be noted that the introduction of EES – Europe's biometric border control system – which was scheduled for October 2024, has finally been postponed until 2025. The work carried out on the terminals and the various simulations carried out using the digital tools developed mean that the Group is confident in its ability to keep traffic flowing despite these new controls. However, they could have a negative impact on demand at the time of implementation.

After adjusting its capital expenditure levels during the Covid crisis, the Group relaunched its Fixed Link investment programme. This programme, which focuses on improving capacity and availability, innovation, obsolescence management and environmental sustainability, is a key element of the Group's strategy of focusing on the customer, enhancing the quality of its services and adapting its offering to the changing needs of its customers in order to drive growth and profitability.

Europorte pursued its strategy of selective growth in 2024, driven by sustained traction activity in France and in Socorail's infrastructure segment, as well as by the good performance of its recent acquisitions.

ElecLink's activity (with revenue in 2024 of €280 million) reflects the expected normalisation of the energy market and the suspension of the electricity interconnector activity from 25 September 2024 following the detection of a fault. The interconnector was gradually brought back into service between 5 February and 10 February 2025.

As of 28 February 2025, ElecLink has already secured revenue for 82% of its capacity for the year 2025 generating revenues of approximately €190 million (net of estimated penalties for non-availability of the asset before 5 February 2025), subject to actual delivery of the service. Markets remain volatile in the current economic and geopolitical environment and ElecLink is well positioned to benefit from this.

Discussions with national regulators on the application of the profit sharing mechanism provided for in the ElecLink exemption will continue in 2025.

The Group is continuing its strategy of prudent cash management and, at 31 December 2024, maintained its high level of liquidity, with cash and cash management financial assets of €1,699 million.

Objectives

In 2025, against a backdrop of economic uncertainty in Europe and the United Kingdom, and with competition from ferry operators remaining intense, Getlink will continue to pursue its strategy of operational excellence in service of its customers. The Group has set a consolidated current EBITDA target for 2025 of between €780 million and €830 million, based on the current scope of consolidation, an exchange rate of £1=€1.184 and assuming a constant regulatory and tax environment, taking into account in particular:

- reasonable growth assumptions for Eurotunnel based on the commercial momentum observed at the beginning of the year in an environment which remains highly competitive. The central scenario assumes the implementation of EES formalities on Eurotunnel sites from October 2025, with EES having been the subject of intensive preparation to make it a competitive advantage;
- for ElecLink, the revenue already secured as at 28 February 2025 (82% of the cable's capacity for 2025 has been sold for a total revenue of €190 million (after deduction of estimated penalties for non-availability of the asset before 5 February 2025), subject to actual delivery of the service), the consequences of the suspension of activity until 5 February, recent electricity market prices and the use of a method similar to that used for 2024 for the profit sharing provision in operating expenses.

At the Annual General Meeting on 14 May 2025, the Group will propose the payment of a dividend of €0.58 per share, an increase of 5.5% on the amount paid in 2024 and in line with the Group's desire to share value creation with its shareholders.

Recent events*

Between 1 January and 28 February 2025, LeShuttle Freight transported 196,731 trucks, a decrease of 1% compared to the same period in 2024 (or an increase of 1% excluding the leap year effect).

Between 1 January and 28 February 2025, LeShuttle carried 247,698 passenger vehicles, an increase of 5% compared with the same period in 2024.

On 31 January 2025, Getlink acquired Associated Shipping Agencies (ASA) and its subsidiary Boulogne International Maritime Services (BIMS), leading providers of customs services between France and the United Kingdom. The companies, which have the status of *Représentants en Douane Enregistrés* (registered customs representatives or RCR), carry out the customs and sanitary formalities that have become compulsory since the implementation of Brexit on behalf of their transporter, logistics provider and shipper customers. They also provide shipping agency and support services to the logistics and port ecosystem in the Calais area. With offices in Calais, Boulogne-sur-Mer and Dunkirk, ASA and BIMS have nearly 50 employees and generated combined revenue of around €5 million in 2024. With this acquisition, which follows that of ChannelPorts Ltd in April 2024, Getlink is strengthening its range of services and support to facilitate the exchange of goods between Europe and the United Kingdom and confirms its ambition to become the independent reference point for simplified and digitised management of customs formalities, combined with the best customer experience. These activities will be integrated into Getlink Customs Services, the centre for services and assistance with customs and sanitary formalities developed by the Group.

** Until 5 March 2025.*

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

	2024	2023	2022	2021	2020
CAPITAL AT END OF FINANCIAL YEAR					
Share capital *(in euros)*	220,000,000.00	220,000,000.00	220,000,000.00	220,000,011.42	220,000,022.69
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
Maximum number of future ordinary shares to be created on exercise of rights of holders of securities giving access to Getlink SE equity*	1,149,707	1,099,517	719,963	1,332,388	2,914,696
TRANSACTIONS AND RESULTS FOR THE YEAR *(in thousands of euros)*					
Revenue excluding tax	40,787	39,804	27,156	25,622	23,106
Payroll costs	5,138	4,515	3,917	4,681	5,771
Amount of benefits	2,578	2,171	1,927	2,364	2,237
Number of employees	23	15	15	21	24
Result before tax, employee participation and depreciation and provisions	223,859	122,481	(1,109)	(7,208)	14,773
Tax on profits	4,734	(1,197)	671	2,015	2,385
Result after tax, employee participation and depreciation and provisions	201,725	123,879	(17,297)	133	(36,398)
Distributed result**	319,000	297,733	270,508	54,057	26,953
EARNINGS PER SHARE *(in euros)*					
Result after tax, employee participation and before depreciation and provisions	0.42	0.22	NS	(0.01)	0.03
Result after tax, employee participation and depreciation and provisions	0.37	0.23	(0.03)	–	(0.07)
Dividend per ordinary share**	0.58	0.55	0.50	0.10	0.05

* *For details, see note H.2 of the consolidated accounts in section 2.2.1 of the Universal Registration Document.*

** *Subject to approval by the General Meeting on 14 May 2025 of the appropriation of the 2024 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. 2024 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 and sustainability report.

F. Brief summary of the last financial year.

G. Reports of the Statutory Auditors to the General Meeting.

H. The text of the proposed resolutions presented by the Board of Directors to the shareholders of Getlink SE.

I. A list of directors and executive officers as well as the offices they hold.

J. Proxy/postal voting form.

K. Document and information request form in accordance with Article R. 225-83 of the French Commercial Code.

L. A summary table of delegations of authority granted to the Board of Directors by the General Meeting regarding share capital increases.

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

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

Métro et RER

Ligne 1 : George V

Bus, Tramway, Vélib'

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

Voitures

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

Hôtels à proximité

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

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 14 May 2025, 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:

To be returned to:

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

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

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