



4 CORPORATE GOVERNANCE

4.1	MANAGEMENT OF THE GROUP	148
4.1.1	The Chairman and the Chief Executive Officer	148
4.1.2	Executive Committee	150
4.2	COMPOSITION AND FUNCTIONING OF THE BOARD OF DIRECTORS	153
4.2.1	Composition of the Board of Directors	153
4.2.2	The preparation, organisation and work of the Board of Directors	180
4.2.3	Self-assessment of the Board of Directors	201
4.2.4	Principles and rules relating to the determination of remuneration and all benefits of any kind granted to the Chairman, Chief Executive officer and Directors	202
4.2.5	Corporate governance framework	202
4.3	STATUTORY AUDITORS' REPORT ON REGULATED AGREEMENTS	203
4.4	SHAREHOLDER COMMUNICATIONS AND INVESTOR RELATIONS	204
4.4.1	Shareholder relations	204
4.4.2	Attendance by shareholders at the General Meeting and current delegations	204
4.4.3	Documents available to the public	205
4.4.4	Dialogue with shareholders and the financial community	205
4.4.5	Regulated information	205

4 CORPORATE GOVERNANCE

This chapter 4 of the Universal Registration Document includes the components of the corporate governance report drawn up by the Board of Directors on 25 February 2026, in accordance with articles L. 225-37 paragraph 6 and L. 22-10-10 of the French Commercial Code. It incorporates chapter 5 of this Universal Registration Document by cross-reference with regard to the principles and rules laid down by the Board of Directors on the recommendation of the Nomination and Remuneration Committee to determine the remuneration and benefits of any kind granted to the Chairman, chief executive officers and Board members and the total remuneration paid during the year or attributed for the year. The contents of this corporate governance report are listed in detail in the Table of Cross-References annexed to this Universal Registration Document and cover the following matters:

- the list of offices and appointments in any company held by all executive officers and Board members during the past financial year;
- regulated agreements;
- current authorisations agreed by the shareholders in general meeting in relation to increases in capital and the use made of them during the past financial year;
- the choice between the two governance models, when there has been a change;
- the composition of the Board of Directors and the terms applicable to the preparation and organisation of its work;
- the diversity policy for members of the Board including a description of the policy objectives, how it was implemented and the results obtained from it during the past financial year;
- the remuneration policy for the Chief Executive Officer, Chairman and Board members drawn up in accordance with article L. 22-10-8, 1 sub-paragraph 2 of the French Commercial Code and the principles and rules drawn up by the Nomination and Remuneration Committee and the Board to determine the remuneration and benefits of any kind granted to executive officers and Board members and the total remuneration paid during the financial year;
- the limitations, if any, on the powers of the Chief Executive Officer;
- the corporate governance code which Getlink SE has followed;
- the specific arrangements relating to the participation of shareholders in general meetings; and
- a description of the main features of the organisation's internal control and risk management systems as part of the financial reporting process is provided in section 3.4.4 of this Universal Registration Document.

The Secretary to the Board of Directors was mandated to compile the preliminary content of the corporate governance report, which was prepared based on the work of various departments and functions including the following: finance, internal audit, internal control, human resources and legal. The report was presented to the Nomination and Remuneration Committee, the Audit Committee, the Ethics and CSR Committee and the statutory auditors. It was submitted to general management which considers it to be consistent with the systems in place within the Group. The Board approved it on 25 February 2026.

The corporate governance code to which Getlink SE refers is the code for listed companies drawn up by the Association Française des Entreprises Privées (AfeP) and the Mouvement des Entreprises de France (Medef) (hereafter referred to as the AfeP/Medef Code).

4.1 MANAGEMENT OF THE GROUP

The executive officers are the Chairman of the Board of Directors and the Chief Executive Officer of Getlink SE. As at the date of this Universal Registration Document, Getlink SE does not have a *Directeur général délégué* in post.

4.1.1 THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

4.1.1.1 The Chairman of the Board of Directors and the Chief Executive Officer: split roles

The Board of Directors is committed to establishing a balanced governance structure that is appropriate to Getlink and capable of responding to the circumstances and challenges facing the Group at any given time as well as to the evolution of best practice in this area. It has a choice between the two modes of exercising the general management: combining or separating the functions of Chairman and Chief Executive Officer.

The roles have been split since the appointment on 1 July 2020 of Yann Leriche as Chief Executive Officer. Yann Leriche, whose initial term of office as Chief Executive Officer expired on 30 June 2024, was reappointed for a further four years by the Board, which wished to continue to benefit from his expertise and commitment. Yann Leriche is also a Board member; his term of office on the Board was renewed at the Annual General Meeting of 14 May 2025 for a four-year term.

Since 1 July 2020, Jacques Gounon has served as Chairman of the Board of Directors, an appointment which the Board renewed at its meeting of 27 April 2022. The Board thus confirmed the value it places to Jacques Gounon's performance in the exercise of the Chairman's duties that have been entrusted to him. At the end of a successful leadership transition phase, on 1 July 2023 the Board ended the enhanced duties previously entrusted to the Chairman of the Board of Directors in the initial phase of the separation of functions. Jacques Gounon's term of office as a Board Director and Chairman will expire at the close of the General Meeting of 27 May 2026, in accordance with Article 19 of the Articles of Association, as amended by the General Meeting of 7 May 2024, by virtue of which the Chairman of the Board, having reached the age limit, may serve as Chairman until the end of his current term of office as a Board member.

Getlink SE's Board of Directors has chosen a governance model that ensures the separation of executive responsibilities from the role of Chairman. This model is currently the most appropriate corporate governance structure for Getlink. As the

self-assessment of the Board's functioning carried out at the end of 2025 demonstrates, the structure, combined as it is with the gradual rotation of Board members, increases the efficiency and agility of the Board's ways of working.

This separation of the roles enables Getlink SE to benefit from:

- the Chief Executive Officer's skills and experience as an executive officer as well as from his operational and functional expertise in international transport and his in-depth knowledge of the business, particularly in terms of safety and security; and
- from the Chairman's international stature and his credibility and experience in binational relations.

The complementary profiles of Jacques Gounon and Yann Leriche, who are both Board members allow a harmonious governance of the Group, based on a balanced and complementary distribution of the respective roles of the Chairman and the CEO.

This separation of functions allows for the succession of Jacques Gounon to be prepared under the best possible conditions so that the evolution of Getlink SE's strategy is carried out in accordance with the company's binational culture and values. Yann Leriche is thus able to dedicate himself fully to the pursuit of programmes of excellence in the development of the organisation, while benefiting from Jacques Gounon's strategic vision and his knowledge of the Group acquired during his years as Chairman and Chief Executive Officer.

In addition, the Board of Directors, having recognised that the Chairman of the Board, having been a director for more than 12 years, does not qualify as an independent director within the meaning of the Afep/Medef Code, has maintained the role of Senior Independent Director, held by Bertrand Badré.

Succession plan

In 2024, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, conducted a review of the elements of the succession plans and the associated decision-making processes, according to the assumptions and time horizon to be considered.

Emergency succession plan for unforeseen or unexpected vacancies (death, resignation or incapacity)

This plan sets out the in principle solutions envisaged in the event of the occurrence of events leading to an unforeseeable or unexpected vacancy of the Chairman or Chief Executive Officer and makes a distinction depending on whether the event is definitive and lasting or temporary and of short duration. The decisions that would have to be taken by the Board in such cases would have to be analysed in the light of the specific event that made them necessary.

Non-emergency succession plan and process, covering the hypotheses of renewal and continuation (or not) of an executive officer's term of office and, where applicable, of a foreseeable or anticipated departure or termination

The process sets out and describes the sequence and the various steps to be implemented under this plan, on the one hand, in the event of a decision to renew and continue (or not) the term of office of the Chairman or the Chief Executive Officer and, on the other hand, where applicable, in the event of a foreseeable or early departure (normal or unexpected succession). More specifically with regard to the latter, the process:

- defines the participants in the process, depending on whether it concerns the Chairman or the Chief Executive Officer;
- integrates the Board committees in charge of this subject, acting in particular on the guidance of the Board of Directors, which is responsible for succession decisions;
- provides for the stages in its implementation that allow for the integration of internal and external candidates; and
- specifies that, where possible or appropriate, the person involved should be consulted during the process on potential candidates for his or her succession, in particular to assess the suitability of the profiles in light of his or her knowledge of the issues and priorities.

Clarification of the long-term succession plan for executive officers

In 2024 and in 2025, the Board of Directors, following on from the work of the Nomination and Remuneration Committee, reviewed the succession plan for the Group's Executive Committee. That review provides an overview of the existing pool of internal talent over different time horizons (interim, short and long term), thus also helping to prepare the succession plan for the executive officers.

On 6 February 2025, the Board, on the recommendation of the Nomination and Remuneration Committee, reviewed the succession plan and the terms of office of the Chairman, Chief Executive Officer and Board members. On 5 March 2025, the Board noted the progress of the Committee's work relating to the organisation of the succession of the Chairman of the Board, whose term of office expires at the end of the 2026 General Meeting. It decided, on the proposal of the Nomination and Remuneration Committee, to propose to the General Meeting of 14 May 2025 that Article 19 of the Articles of Association relating to the age limit applicable to the Chairman of the Board be amended so as to raise the age limit from 70 to 75. If the proposal made by the Board, on the recommendation of the Nomination and Remuneration Committee, to renew Jacques Gounon's term of office as Director is approved by the Annual General Meeting on 27 May 2026, the Board will meet after the General Meeting to decide on the renewal of the Chairman's term of office.

4 CORPORATE GOVERNANCE

4.1.1.2 Duties

Powers of the Chairman of the Board of Directors

Jacques Gounon, Chairman of the Board, has acted as Chairman of the Board of Directors since 1 July 2020.

In accordance with French law, the Chairman of the Board organises and directs the work of the Board of Directors on which he reports to the General Meeting. He ensures the proper functioning of the governing bodies of Getlink SE and, in particular, that the directors are able to carry out their duties. In particular, he may request communication of any document or information that may help the Board in preparing its meetings.

Powers of the Chief Executive Officer

The Chief Executive Officer is vested with the broadest powers to act in all circumstances in the name of the company. He carries out those powers within the scope of the corporate purpose and subject to the powers expressly conferred by law on shareholders and on the Board of Directors. He represents the company in its dealings with third parties.

Getlink SE is bound by decisions of the Chief Executive Officer that do not fall within its corporate purpose, unless it can be proven that the third party knew or should have known in the circumstances that the decision exceeded such purpose. However, the publication of the company's Articles of Association does not alone constitute such proof.

Limitations on the powers of the Chief Executive Officer

The Internal Rules of the Board of Directors set out the limitations on the Chief Executive Officer's powers in respect of certain decisions which, due to their purpose or amount, are subject to prior approval by the Board.

Without prejudice to the legal provisions relating to the authorisations that must be granted by the Board of Directors (regulated agreements, sureties, endorsements and guarantees, transfers of equity interests or real estate etc), the prior authorisation of the Board is required for transactions that are likely to affect Getlink's results, balance sheet structure or risk profile.

The Chief Executive Officer must obtain the prior approval of the Board of Directors for the following transactions:

Nature of the operation	Threshold
Acquisition and disposal of assets or shareholdings, investment or divestment, creation, acquisition or disposal of any subsidiary or shareholding, or internal restructuring	€20 million
Borrowing, to the extent compatible with the contracts and commitments outstanding at the time, refinancing or early repayment	€10 million
All transactions with an impact on shareholders' equity	€10 million
Litigation: transactions, agreements and compromise agreements	€10 million

When such transactions, decisions or commitments give rise to successive payments to third parties linked to the achievement of results or objectives, the above-mentioned limits shall be assessed by aggregating these various payments. The prior approval procedure is not applicable to intra-group transactions and decisions which may, however, be disclosed to the Board.

Please refer to the main provisions of the Board of Directors' Internal Rules in section 4.2.2 of this Universal Registration Document.

4.1.2 EXECUTIVE COMMITTEE

4.1.2.1 Composition of the Executive Committee

Yann Leriche has been in charge of general management since 1 July 2020. Géraldine Périchon was appointed *Directrice générale adjointe* on 1 March 2024. A member of the Group's Executive Committee, she will report directly to Yann Leriche, Chief Executive Officer. Géraldine Périchon's promotion was part of the Group's renewed and strengthened corporate governance structure, designed to help improve the Group's performance. She is responsible for the Group's finances, information and digital systems, CSR, purchasing, mergers and acquisitions and legal affairs, and also oversees cross-functional strategic projects such as digital innovation.

The Chief Executive Officer is assisted by an Executive Committee composed of the Group's nine main operational and functional heads, four of whom are women, as at the date of this Universal Registration Document as listed in the table below.

Name	Position
Yann Leriche	Chief Executive Officer
Géraldine Périchon	<i>Directrice générale adjointe</i>
Julie Bagur	Development Officer
Didier Cazelles	Deputy Eurotunnel CEO
Raphaël Doutrebente	Europorte Chairman
Anne-Sophie de Faucigny	Group Chief Communication Officer
John Keefe	Group Chief Corporate and Public Affairs Officer
Steven Moore	Eleclink CEO and Group Chief Investment and Safety Officer
Nicola Lyons	Group Chief HR Officer

A balanced composition in terms of gender parity: with more than 44% women, the 2023 feminisation objective has been significantly exceeded. This trend illustrates the efforts made throughout the Group (see sections 6.1 and 6.2 of this Universal Registration Document).

The average age of the members of the Executive Committee is 53 years. An Executive Committee composed of **members with varied and complementary skills**.

Yann Leriche, Chief Executive Officer since 2020



Please refer to the biography in section 4.2.1 below.

Géraldine Périchon, *Directrice générale adjointe* since March 2024



She started at Lazard Frères in 2002 before working for the Boston Consulting Group, Cinven and the AMF. She then joined the Suez Group in 2015 as group M&A director, before being appointed senior vice president finance & strategy Italy, Central and Eastern Europe in 2019 and then financial director recycling and recovery France in 2020. She joined Getlink on 7 September 2020 as Chief Financial Officer. In that role, she also leads on CSR and on the digital and AI strategy. Géraldine Périchon was appointed *Directrice générale adjointe* on 1 March 2024.

She is a HEC graduate.

Julie Bagur, Chief Business Development Officer since 2024



Julie Bagur has a wealth of experience in general management, business development and operational excellence in France and abroad. Previously with Saint-Gobain for almost 10 years, she was Supply Chain director for lightweight construction interior design solutions since 2020. Formerly based in Brazil, where she held the positions of commercial director for construction products and managing director of the subsidiary dedicated to insulation solutions, she joined that group as director of strategic planning and Mergers & Acquisitions for the innovative materials business line. Julie Bagur began her career at Amber Capital and continued it at McKinsey.

She is a HEC graduate.

4 CORPORATE GOVERNANCE

Didier Cazelles, Eurotunnel Deputy CEO since 2024



On 1 October 2024, Didier Cazelles joined Eurotunnel, a wholly-owned subsidiary of the Getlink group, as Deputy Chief Executive Officer. Didier Cazelles has operational and managerial responsibility for Eurotunnel, including rail operations, infrastructure management, safety, commercial and human resources.

Didier Cazelles began his career in 1992 with the SNCF group, where he worked for more than 20 years, holding a number of high-level operational and managerial positions. Successively director of operations for the Oise département (1998-2000), director of sales for the Passenger Division (2006-2007), director of the SNCF Paris-Est Region (2008 - 2009), he was appointed chief of staff to the chairman of the SNCF group in 2009 before taking over as director of operations for the TGV branch in 2010.

He joined the Elior group in 2013, in charge of the motorways and leisure segment for northern Europe, before joining Keolis in 2019, as chief executive officer in charge of the territories division.

He is a graduate of Sciences-Po Paris and the Ecole Nationale des Ponts et Chaussées.

Raphaël Doutrebente, Europorte Chairman since 2021



He began his career as a competition law lawyer. He was head of human resources at the BHV in 1999. He was director of human resources at MPO France in 2002, Sabena Technics in 2004 and Brittany Ferries in 2006. In 2011 he was appointed director of operations and human resources at Monier France (formerly Lafarge Couverture) and in 2012 he became CEO of MyFerryLink. In 2015, he joined Europorte as Chief Operating Officer, then Deputy Chief Executive Officer in 2018 and became chairman of Europorte in January 2021. Raphaël Doutrebente is also chairman of Renofer and Giravert.

Raphaël Doutrebente is a graduate of the University of Paris II, Essec and has an executive master's qualification from the École Polytechnique.

Anne-Sophie de Faucigny, Group Chief Communication Officer since 2022



With 20 years' experience in communication strategy and institutional relations, in France and internationally, she was executive officer for institutional and media relations at Bpifrance (2014-2022). She was a member of its management committee. Previously, she was an account director in Spain at TMP Worldwide, an American communications agency, and then at Publicis in Paris, before joining Macif, then the Ile-de-France Region and finally the ministerial cabinets at Bercy as communications and press advisor.

From 2018 to 2021, she was a member of the board of directors of the Biotechnology company Yposkesi (certified Director IFA - French Institute of Directors).

Anne-Sophie de Faucigny is a graduate of Sciences-Po Toulouse and Celsa.

John Keefe, Group Chief Corporate & Public Affairs Officer since March 2023



His early career was in the recruitment sector, initially for the Michael Page group and subsequently with Executive Connections as director of industrial recruitment. He joined Eurotunnel in 1993 to manage induction and language training for the mass recruitment at the start-up of Tunnel operations. He became training manager and then chef de cabinet to the CEO and then held roles in communications before being appointed director of public affairs for the UK and Group spokesman in 2014. He was director of public affairs for the Group between June 2020 and February 2023. He became Group Public Affairs Chief & Corporate Officer in March 2023.

He has a degree in Geology and Economics and a post graduate diploma in Performance Management.

Steven Moore, Eleclink CEO since 2016 and Group Chief Investment and Safety Officer



He has over 25 years of commercial experience in the electricity sector, the majority of which have been in the areas of energy trading, structuring and origination, operations and asset optimisation. He spent six years with EDF in various senior management positions, including three years in Paris where he was group director of commerce, optimisation and trading. Before joining EDF Energy, he was the power markets director at British Energy. He joined Eleclink in 2015 and became its CEO in 2016.

He has a master's degree in Environmental Economics, Policy and Planning from the University of Bath and an MBA from the University of Warwick.

Nicola Lyons, Group Chief Human Resources Officer since May 2025



She began her career in 2001 in London with the Bouygues Group before joining the Fujitsu Group in 2005, where she rose to become deputy human resources director. In 2009, she joined the industrial logistics company GEFCO as head of human resources for the UK, a role she took on for the Benelux countries in 2012. In 2015, she moved into international roles, firstly in Paris and then in the Netherlands, for its freight forwarding (air & sea) division. Returning to Paris in 2020, she became human resources director for the EMEA region and then global human resources director for the integrated logistics division. In 2022, she was appointed human resources director for Europe at the logistics and supply chain company CEVA Logistics (CMA-CGM Group).

Nicola Lyons is a graduate of the Universities of West London (Applied Languages) and Coventry (Human Resources).



In 2025, the composition of the Executive Committee remained at nine members. Nicola Lyons joined Getlink in May 2025 and joined the Executive Committee as Group Human Resources

4.1.2.2 Duties of the Executive Committee: a committee focused on implementing the strategy

Under the authority of the Chief Executive Officer and the *Directrice générale adjointe*, the Executive Committee is Getlink's senior management body. It ensures the conduct of Group activities and the implementation of its strategic direction as set by the Board of Directors and the main policies. It assists general management in defining guidelines and implementing decisions regarding the Group's operational organisation. Its members periodically attend Getlink Board meetings to present progress reports on matters relating to their respective areas.

The Executive Committee meets as often as necessary, generally fortnightly.

The general management is supported by the management bodies of each of the Group's activities (Eurotunnel, Eleclink and Europorte) and by various committees described in chapter 3 of this Universal Registration Document, including a Group commitment committee made up of the Chief Executive Officer and the *Directrice générale adjointe*, the deputy chief financial officer and the director(s) involved in the projects. This Committee examines and approves major decisions relating to the conclusion of significant new contracts, investment or divestment projects or external growth projects.

As part of its CSR strategy, the Group monitors the quantified targets for increasing the number of women on the Executive Committee as set out in section 6.2 of this Universal Registration Document together with the measures associated with these targets.

The specialist committees set out in section 3.4.1 of this Universal Registration Document assist general management and the Executive Committee.

4.2 COMPOSITION AND FUNCTIONING OF THE BOARD OF DIRECTORS

4.2.1 COMPOSITION OF THE BOARD OF DIRECTORS

4.2.1.1 Changes in the composition of the Board

At the date of this report, the Board of Getlink SE has 15 directors:

- six non-independent directors;
- three Staff Representative Directors; and
- six independent directors.

4 CORPORATE GOVERNANCE

At the date of this report, the information relating to them is as follows:

	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⁾	0	Non-independent	2007	2026	18	2
Yann Leriche	52	M	French	40,250 ⁽²⁾	1	Non-independent	2021	2029	4	1
Elisabetta De Bernardi di Valserra	49	F	Italian	3,700 ⁽³⁾	0	Non-independent	2018	2026	7	1
Andrea Mangoni	62	M	French	3,942 ⁽⁴⁾	0	Non-independent	2025	2026	0	1
Benoît de Ruffray	59	M	French	6,000 ⁽⁵⁾	2	Non-independent	2023	2027	2	1
Marie Lemarié	54	F	French	2,155	1	Non-independent	2023	2027	2	1
Staff representative directors ***										
Mark Cornwall	57	M	British	3,394	0	Employee	2021	2026	4	2
Stéphane Sauvage	59	M	French	1,205 ⁽⁶⁾	0	Employee	2018	2026	7	3
Philippe Vanderbec	58	M	French	355 ⁽⁷⁾	0	Employee	2018	2026	7	2
Independent directors										
Corinne Bach	52	F	French	5,000	0	Independent	2016	2026	9	3
Bertrand Badré	57	M	French	4,000	0	Independent	2017	2026	8	1
Sharon Flood	60	F	British	5,000 ⁽⁸⁾	1	Independent	2020	2028	5	2
Jean-Marc Janailiac	72	M	French	3,000	1	Independent	2020	2028	5	3
Brune Poirson	43	F	French and American	3,500 ⁽⁹⁾	0	Independent	2022	2026	3	2
Peter Ricketts	73	M	British	2,550	0	Independent	2022	2026	3	1

* Number of appointments in quoted companies outside Getlink.

** 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.

(1) Including 311,477 shares that were pledged (see AMF declarations dated 1 August 2022 and 21 November 2024). A release covering 235,294 shares was declared to the AMF on 13 October 2025.

(2) Yann Leriche acquired 21,500 shares on 15 May 2025 (allocated in 2024).

(3) Elisabetta De Bernardi di Valserra acquired an additional 700 shares on 10 December 2025.

(4) Andrea Mangoni acquired 3,942 shares on 10 December 2025.

(5) Benoît de Ruffray acquired 2,000 shares on 12 March 2025.

(6) Stéphane Sauvage acquired 130 shares on 15 May 2025 (allocated in 2024).

(7) Philippe Vanderbec acquired 130 shares on 15 May 2025 (allocated in 2024) and sold 100 shares on 16 May 2025.

(8) Sharon Flood acquired 1,711 shares on 11 March 2025.

(9) Brune Poirson acquired 2,500 shares on 1 April 2025.

Changes in the Board of Directors in 2025

The Board of Directors has been subject to partial renewals since 2018, following on from the work begun that year to stagger the terms of office and the rotations organised since 2020 aimed at creating a harmonious renewal of the Board members' terms of office. In 2025, the composition of the Board underwent one change only, namely the co-option of Andrea Mangoni to replace Jean Mouton, who resigned; Andrea Mangoni was co-opted for the remainder of Jean Mouton's term of office i.e. until the close of the 2026 General Meeting.

Composition of the Board of Directors subject to approval at the annual General Meeting on 27 May 2026

On the recommendation of the Nomination and Remuneration Committee, which met on 20 November 2025, the Board will propose several decisions relating to the composition of the Board at the General Meeting to be held on 27 May 2026. The renewal of the terms of office of Jacques Gounon, Elisabetta De Bernardi di Valserra, Andrea Mangoni, Corinne Bach, Bertrand Badré, Brune Poirson and Peter Ricketts will be proposed.

The renewal of these Directors' terms of office will be proposed for a period of four years, i.e. until the 2030 Annual General Meeting called to approve the financial statements for the financial year ending 31 December 2029, with the exception of Corinne Bach and Bertrand Badré, who will lose their status as independent Directors in accordance with the recommendation of the Afep/Medef Code, as set out in AMF recommendation DOC-2012-02, in 2028 and 2029 respectively. Therefore, on the recommendation of the Nomination and Remuneration Committee, the Board has decided to propose to the Annual General Meeting of 27 May 2026 that Corinne Bach's terms of office be limited to a period ending at the close of the General Meeting called in 2028 and that of Bertrand Badré to the close of the General Meeting called in 2029. This limitation on the term of office is provided for in Article 17-1° paragraph 2 of the company's Articles of Association.

The (EU) Directive 2022/2381 of the European Parliament and Council dated 23 November 2022 on improving the gender balance among directors of listed companies together with associated measures (Women on Board, the “WoB Directive”) was transposed into French law by Order No. 2024-934 of 15 October 2024 and Decree No. 2025-744 of 30 July 2025. These new provisions resulting from the order and decree will only apply to the company from 1 January 2027 since, as a listed holding company employing an average of fewer than 250 employees at the corporate (and non-consolidated) level as of 31 December 2025, it does not fall within the scope of companies subject to early application on 1 January 2026 but rather only on 1 January 2027.

Given that the term of office of each of the Staff Representative Directors will expire at the 2026 General Meeting called to approve the financial statements for the financial year ending 31 December 2025, the Board wished to ensure that its system would comply with the WoB Directive as of the 2026 General Meeting and decided to reduce the number of staff representative directors (“SRDs”) to two. The SRD elections were held on 26 and 27 January 2026 and resulted in the appointment of Stéphane Sauvage and Mark Cornwall. This election therefore enables Getlink to comply with the new regime resulting from the Order and the Decree.

This reduction in the number of SRDs also echoes the recommendations made by the Directors following the self-assessment carried out in 2024 with a view to reducing the size of the Board.

In accordance with Article 17 of the Articles of Association, the term of office of the ARSs appointed by the Group Committee and the European Company Committee will be four years, starting from the General Meeting of 27 May 2026.

The table below sets out the anticipated changes to the composition of the Board of Directors for the 2026 financial year:

	Departure	Appointment	Reappointment
Board of Directors	Philippe Vanderbec	None	Jacques Gounon Elisabetta de Bernardi di Valserra Andrea Mangoni Corinne Bach Bertrand Badré Bruno Poirson Peter Ricketts Stéphane Sauvage Mark Cornwall

At the end of the General Meeting of 27 May 2026, subject to a vote in favour at the General Meeting, the members of the Getlink SE Board of Directors will be as follows:

	Age	Sex	Nationality	Independence	First nomination	End of term
Jacques Gounon	73	M	French	Non-independent	2007	2030
Yann Leriche	52	M	French	Non-independent	2021	2029
Elisabetta De Bernardi di Valserra	49	F	Italian	Non-independent	2018	2030
Jean Mouton	62	M	French	Non-independent	2025	2030
Benoît de Ruffray	59	M	French	Non-independent	2023	2027
Marie Lemarié	54	F	French	Non-independent	2023	2027
Stéphane Sauvage	59	M	French	Employee	2018	2030
Mark Cornwall	58	M	British	Employee	2021	2030
Corinne Bach	52	F	French	Independent	2016	2028
Bertrand Badré	58	M	French	Independent	2017	2029
Sharon Flood	61	F	British	Independent	2020	2028
Jean-Marc Janailac	73	M	French	Independent	2020	2028
Brune Poirson	43	F	French & American	Independent	2022	2030
Peter Ricketts	73	M	British	Independent	2022	2030

Characteristics of the Board of Directors as at 25 February 2026 and, subject to the approval by shareholders, following the General Meeting on 27 May 2026

	Composition on 25 February 2026	Composition following the General Meeting of 27 May 2026
Female representation	41.67%	41.67%
Average age of Board members	59	59
Independence	50%	50%
Average length of term	5.6	6.3
International representation	41.67%	41.67% ²⁴

²⁴ Brune Poirson is Franco-American.

4 CORPORATE GOVERNANCE

The Staff Representative Directors are not counted:

- in the calculation of the Board of Directors' rate of independence, in accordance with the recommendations of the Afep/Medef Code;
- in the calculation of the percentage of women on the Board, in accordance with the legal provisions in force; nor
- consequently in the average term of office and the international representation of the Board in order to ensure the consistency of the information presented.

Thus, after the General Meeting of 27 May 2026, subject to a vote in favour at the Meeting:

- the Board's rate of independence is still in line with the recommendations of the Afep/Medef Code; and
- the rate of female representation will remain better than the legally required minimum of 40%.

The Board members' CVs are set out in this section 4.2.1.

4.2.1.2 The Board of Directors' diversity policy

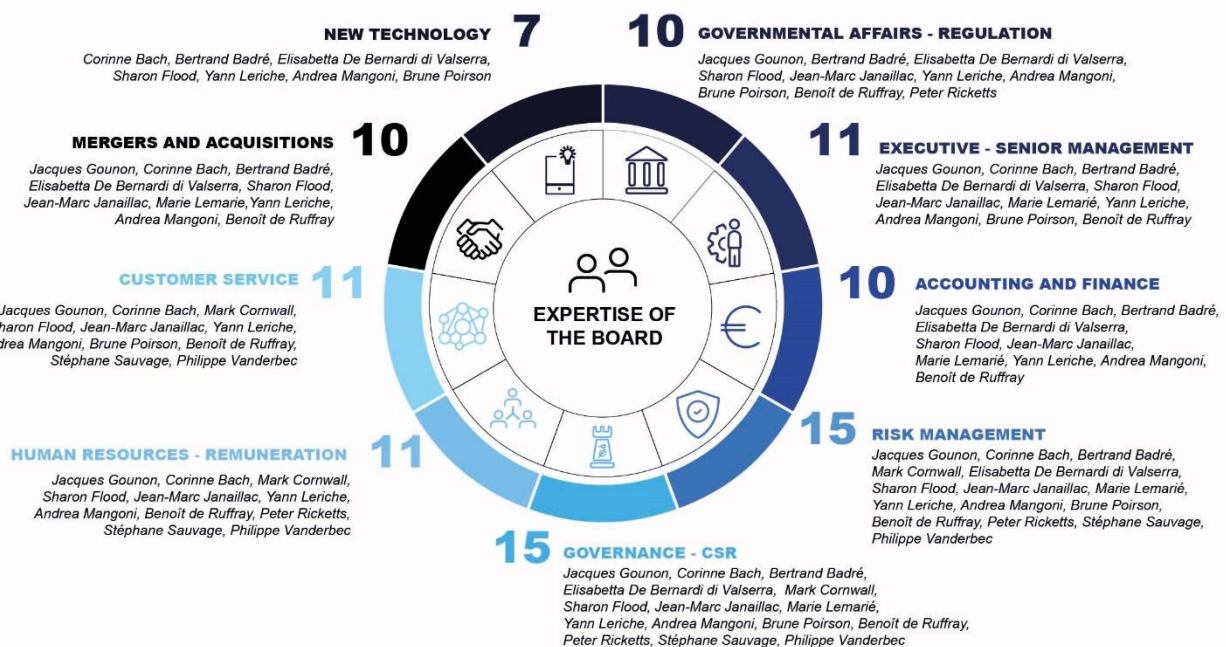
The Board has approved a diversity policy, recognising that a diverse Board of Directors encourages more efficient governance and more enlightened decisions. The composition of the Board aims to balance experience, skills and independence in line with the equality and diversity which reflect the binational nature of the business, all while taking into account the shareholder structure which includes Eiffage (27.66%) and Mundys S.p.A. (formerly known as Atlantia S.p.A.) (15.49%) as set out in section 7.4.1 of this Universal Registration Document. Good synergy within the Board depends on complementary qualities of its members. The Board, as a whole, must also adequately reflect the communities within which the Group carries on its business (public/private; transport business; rail infrastructure; cross-Channel market; Franco-British business; crisis management).

In accordance with its diversity policy, the Board ensures that it has the balance and breadth of skills that reflect the challenges faced by the Group. The Board maintains a plurality of experience, nationalities and gender while ensuring that all members are committed to the Group's fundamental values.

Getlink's Board Diversity Policy aims to ensure that at all times Board members are collectively able to make informed, sound and objective decisions, taking into account Getlink's business model and strategy. This policy describes the criteria used to ensure the diversity of the Board, in particular:

The knowledge and qualifications required for the directors' duties, particularly in relation to the specific activities.

The expertise and complementary experience of the various Board members represent an asset for the Group: they bring to the business their industrial, managerial, financial and scientific skills and a diversity of male/female, age and nationality profiles.



Description of the Governance and CSR (ESG) skills of the 15 Board members:

Jacques Gounon	<p>Jacques Gounon, in his former capacity as Chairman and Chief Executive Officer and now as Chairman of the Board of Getlink, has been committed to corporate social responsibility from the outset. Getlink operates some of the most environmentally-friendly mobility solutions and infrastructures. Jacques Gounon has driven the strategic vision based on ESG issues, which are an integral part of Getlink's overall strategy. Under his leadership, the business has adopted practices to reduce its carbon footprint and promote green initiatives.</p> <p>Among the most innovative projects, Jacques Gounon oversaw the commissioning of Eleclink. This project contributes to the integration of renewable energies into the European electricity grid.</p> <p>Today, the Group is a leader in environmentally-friendly transport, making a full contribution to the energy transition. Jacques Gounon has been a member of the CSR Committee since its creation.</p> <p>As Chairman of Fer de France until 2023, Jacques Gounon has actively supported sustainable development projects in the rail sector. He is particularly committed to the completion of the Lyon-Turin route, a key project for European rail transport. His role also includes promoting responsible and sustainable practices within the rail industry, with a particular focus on reducing CO₂ emissions and improving energy efficiency.</p> <p>In this way, his commitment contributes to a more sustainable future for the transport sector.</p> <p>Jacques Gounon's actions and skills have enabled Getlink to position itself among the leaders in eco-responsible transport, by promoting sustainable and responsible practices.</p> <p>= > Strong knowledge/expertise in Environmental (E), Social (S) and Governance (G) matters.</p>
Yann Leriche	<p>Yann Leriche's experience as Getlink's Chief Executive Officer has enabled him to initiate sustainable development and social responsibility initiatives, integrating these principles into Getlink's strategy.</p> <p>He initiated the <i>Rencontres du Climat</i>, a series of events organised by Getlink with the aim of sharing and enriching with public and private decision-makers the research work carried out by the Toulouse School of Economics and its chair InECCA – Initiative for Effective Corporate Climate Action – created in May 2022 in partnership with Getlink and contributing to raising awareness and promoting tangible actions in favour of climate transition.</p> <p>Yann Leriche is the driving force behind projects within the business, such as the Power to Traction project, which aims to use solar energy to power trains. He led the commissioning of the Eleclink project, a high-voltage cable installed in the Tunnel.</p> <p>Together with the <i>Directrice générale adjointe</i>, Yann Leriche was responsible for the CSR Plan, and the composition of the Executive Committee is an illustration of his commitment.</p> <p>Under Yann Leriche's leadership, Getlink has implemented initiatives to reduce the carbon footprint of its operations by investing in cleaner technologies and renewable energy sources for its infrastructure. He encourages innovation, with a focus on sustainable solutions.</p> <p>Yann Leriche has promoted a comprehensive approach to auditing and reinforcing security within the business, covering both cultural maturity and the level of systems security within the business.</p> <p>= > Strong knowledge/expertise in Environmental (E), Social (S) and Governance (G) issues.</p>
Corinne Bach	<p>Corinne Bach, a member of Getlink's Board of Directors, has strong skills and expertise in corporate social responsibility (CSR), and her interest in these issues has led her to focus the main activity of her company Carbometrix on decarbonisation. These skills and expertise are described below:</p> <p>A graduate of Ecole Polytechnique, Telecom Paris and with an MBA from INSEAD, Corinne Bach has run businesses in France and the USA as a member of executive committees and boards of directors. Her experience in the development and management of international businesses and her scientific skills led her to found Carbometrix, an environmental services company whose business is to produce carbon performance data for its clients to help them build a solid decarbonisation trajectory.</p> <p>Her training and academic background enable her to combine scientific and managerial skills to tackle CSR issues. Her role as an executive and her directorships have enabled her to put these governance skills to good use.</p> <p>Corinne Bach is an expert in transformation, decarbonisation and climate risk diagnosis and mitigation projects. She supports financial institutions in their decarbonisation strategy. Her recognised expertise in carbon accounting and environmental impact assessment is essential for initiatives aimed at decarbonisation. She also has solid experience in sustainable and green finance, enabling her to contribute actively to the promotion of responsible financial practices. In addition, her experience in the digital industry, notably at Vivendi and SFR, gives her a unique perspective on the integration of digital technologies into sustainability strategies.</p> <p>She is Environment and Climate Lead Director</p> <p>= > Strong knowledge/expertise in Environmental (E), Social (S) and Governance (G) issues.</p>

4 CORPORATE GOVERNANCE

Bertrand Badré	<p>Bertrand Badré, a member and Senior Independent Director of Getlink's Board of Directors, former chief financial officer of the World Bank, Crédit Agricole and Société Générale, was also previously President Jacques Chirac's deputy representative in the G8. He has a wide range of skills and expertise in corporate social responsibility (CSR), which he puts to good use in his activities focused on sustainable projects in developing countries. Here is a summary of his main skills and expertise:</p> <p>Bertrand Badré is executive officer of the Blue like an Orange responsible investment fund, which he set up to invest in emerging markets, aligned with the UN's sustainable development goals. Bertrand Badré focuses on raising capital for projects with a positive impact on the environment and society, particularly in emerging markets. He is a fervent advocate of sustainable finance, seeking to reconcile finance with the common good. His book "Can Finance Save the World?" explores the potential of finance to address global challenges such as climate change and poverty, and argues for a rethought approach to financial systems in the service of the common good. Bertrand Badré was one of the World Bank's representatives in the G7 and G20 groups involved in the major summits of 2015, notably in Paris on climate change, and at the United Nations on the sustainable development goals. Bertrand Badré actively participates in forums and conferences to raise awareness and educate people about the challenges of sustainable finance and CSR. Bertrand Badré uses his expertise in finance to promote responsible and sustainable practices, and in particular promotes gender balance in positions of power, particularly within financial institutions.</p> <p>In April 2024, he and Fabienne Alamelou Michaille published "Des Femmes et des Hommes. Le pouvoir en partage", a book in which they decipher how power is shared between men and women. Based on a series of interviews with economic and political decision-makers of both genders, the aim is to answer some very topical questions: "Why do women find it so difficult to rise to positions of power and why are there so few women at the head of organisations?" and, above all, "What can be done to accelerate the movement towards gender equality?"</p> <p>= > Strong knowledge/expertise in Environmental (E), Social (S) and Governance (G) issues.</p>
Elisabetta De Bernardi di Valserra	<p>Elisabetta De Bernardi, a member of Getlink's Board of Directors, has significant experience in the management of investments. As chief asset officer of the infrastructure group Mundys, she leads the sustainable growth of assets under management. During her career, she has acquired environmental expertise in the management of tollroads, airports and sustainable mobility in general and she is committed to promoting sustainable practices in the infrastructure sector. She is and has been a member of the sustainability committees of several of the portfolio companies that she manages, thereby participating in the definition and implementation of their sustainability strategies. Elisabetta De Bernardi has also acquired strong expertise in compliance and safety.</p> <p>She has also supported Mundys and its portfolio companies with the preparation of its non-financial reporting, particularly relating to the NFPS.</p> <p>= > Strong knowledge/expertise in Environmental (E), Social and Compliance (S) issues.</p>
Sharon Flood	<p>Sharon Flood, a member of Getlink's Board of Directors, has demonstrated her commitment to environmental and social issues through a wide range of experiences including her senior role at John Lewis, an employee-owned business. She brings her personal commitment to areas such as climate change and diversity/widening participation to her various roles.</p> <p>Sharon Flood, in her capacity as audit committee chair on the board of Network Rail (the public body that owns and operates Great Britain's rail network infrastructure), was instrumental in setting up the environmental sustainability committee, which focused on environmentally-friendly public transport solutions and helped to introduce the first sustainability strategy. As chairwoman of Getlink's Safety and Security Committee, Sharon Flood is committed to ensuring that the committee's work enhances the quality of life, well-being and safety of the business's employees.</p> <p>Beyond the reaches of the organisation, her commitment to environmental sustainability has become self-evident through her role as a fellow of Chapter Zero, an organisation dedicated to upskilling non-executive directors in climate change issues.</p> <p>Sharon Flood has also demonstrated her commitment to society by becoming a director of Shelter, a UK housing and homelessness charity as well as her trustee roles at the Science Museum Group and Cambridge University.</p> <p>= > Strong knowledge/expertise in Environmental (E), Social and Societal issues (S).</p>
Jean-Marc Janaillac	<p>Jean-Marc Janaillac, a director of Getlink, has extensive skills and expertise in corporate social responsibility (CSR), as described below:</p> <p>Jean-Marc Janaillac has extensive experience as a chairman and chief executive officer, notably with Transdev and Air France-KLM. This experience has enabled him to (i) develop skills in managing complex businesses and in executive management (skills in terms of social responsibility and corporate governance), (ii) be at the origin of sustainable development and social responsibility initiatives, integrating these principles into the strategy of the businesses he has managed (commitments in terms of sustainable development). His knowledge of regulated infrastructures, and in particular land and air transport, gives him an in-depth understanding of the sustainability and regulatory issues in these sectors (knowledge of the environmental issues that are particularly prevalent in these sectors). Finally, his international experience, in particular as chairman and chief executive officer of the Maeva Group and Air France-KLM, has given him a global perspective on CSR practices and the expectations of stakeholders worldwide.</p> <p>As chairman of the FNEGE (Fondation Nationale pour l'Enseignement de la Gestion des Entreprises), Jean-Marc Janaillac has focused on the new demands of businesses in terms of environmental management, CSR and advanced technologies (AI), to enable the academic world to support businesses in these changes and build bridges between these two stakeholders through the foundation. Jean-Marc Janaillac shares his commitment to education through his solidarity initiatives in various circles, including the <i>Assises de l'entreprise full-RSE</i> and the <i>rencontres du climate</i> (climate talks). Jean-Marc Janaillac is a member of the CSR and ethics committee of the Caisse des Dépôts et Consignations' supervisory board and chairs the CSR committee of FNAC Darty.</p> <p>= > Strong knowledge/expertise in Environmental (E), Social (S) and Governance (G) issues.</p>

Marie Lemarié	<p>Marie Lemarié, a member of Getlink's Board of Directors, has held executive management positions in a number of insurance businesses, giving her particular expertise in risk management, including ESG risks. Her experience as an executive and non-executive in a wide range of sectors, including insurance, banking and construction, gives her a cross-disciplinary view of ESG practices. This broad experience enables her to understand governance issues and ensure that Getlink's practices are aligned with ESG standards.</p> <p>These skills make Marie Lemarié a valuable Board member for Getlink, able to contribute to strong governance and the implementation of ESG best practice.</p> <p>= > Strong knowledge/expertise in Social (S) and Governance (G) issues.</p>
Andrea Mangoni	<p>Andrea Mangoni, a member of Getlink's Board of Directors, has been chief executive officer of the infrastructure and mobility company Mundys since May 2023. During his career, Mr Mangoni has headed several companies, including Acea, an electricity generation and distribution company (until 2009), and Sorgenia, an electricity market operator (2013 to 2015). He previously held senior positions at Telecom Italia, Telecom Italia Sparkle and was chief executive officer of TIM Brazil (from 2012). From 2016 to 2023, he was chief executive officer of DoValue, one of the leading credit portfolio asset management companies in southern Europe.</p> <p>Mundys continues to pursue sustainable growth by having a real and positive impact on the environment, communities and economies of the regions in which it operates, while remaining focused on growth and investment. The ESG roadmap for 2030 demonstrates a strong commitment to sustainable development in the infrastructure sector in which Mundys operates worldwide.</p> <p>These ambitions demonstrate Andrea Mangoni's commitment to integrating ESG principles into Mundys' strategy and operations.</p> <p>Andrea Mangoni brings to the Board of Directors his experience as a leader of international groups, his expertise in strategy and his professional skills (construction and maintenance, energy and concessions) and CSR, including his commitment to the sustainable development of the infrastructure sector in Italy and internationally.</p> <p>= > Strong knowledge/expertise in Environmental (E), Social (S) and Governance (G) issues.</p>
Brune Poirson	<p>Brune Poirson, a member of Getlink's Board of Directors, is recognised for her expertise in corporate social responsibility (CSR) and environmental, social and governance (ESG) criteria. Some of the key points of her expertise are:</p> <p>As a former Secretary of State to the Minister of Ecological and Solidarity Transition in France, she played a crucial role in implementing environmental and social policies. In particular, she initiated and pushed through the Anti-Waste for a Circular Economy Act ("AGEC" Act), which aims to accelerate change in production and consumption patterns in order to preserving resources, protecting national sovereignty and accelerating reindustrialisation. This legislation has inspired and served as the basis for European legislation.</p> <p>Brune Poirson has also been in charge of European and international negotiations on climate, energy and biodiversity, which has enabled her to work closely with various international stakeholders (foreign governments, NGOs, the UN and international financial organisations). This gives her a global perspective on ESG issues. In addition, as vice-chair of the United Nations Environment Assembly (UNEA), she helped to shape the international environmental agenda.</p> <p>Today, Brune Poirson is pursuing her commitment to the fight against global warming in the private sector. For four years, she was director of sustainable development (and a comex member) for the Accor group, one of the world leaders in the hospitality industry where she was responsible for transforming the sector's practices in the 110 countries where the business operates and for organising the deployment of the company's decarbonisation, water conservation and waste reduction strategies, as well as its social policies. She is currently a senior advisor and founder of Udaan, which supports businesses seeking to reduce the vulnerability of their value chains, secure access to critical raw materials and protect their purchasing power.</p> <p>As a director of Getlink SE, she contributes her expertise to ensuring that the business's practices are aligned with ESG standards.</p> <p>= > Strong knowledge/expertise in Environmental (E), Social (S) and Governance issues (G).</p>
Benoît de Ruffray	<p>Benoît de Ruffray, CEO of Eiffage and a member of Getlink's Board of Directors, has extensive expertise in environmental, social and governance (ESG) criteria.</p> <p>Under his leadership, Eiffage has formalised its commitment to sustainable development through a dedicated charter that emphasises the importance of combining profitable development with respect for environmental and social issues. Eiffage's commitment to the environment is illustrated by the sustainable construction projects it has undertaken, such as high energy performance buildings that reduce the company's carbon footprint, and by initiatives aimed at protecting and promoting biodiversity on its construction sites (preservation of natural habitats and integration of green spaces into urban projects). In terms of its social commitments, Eiffage, under the leadership of Benoît de Ruffray, supports local initiatives and training programmes for young people and people in difficulty, thereby contributing to the development of local communities.</p> <p>These actions bear witness to the fact that Benoît de Ruffray incorporates ESG principles into Eiffage's strategy and operations, making the business a responsible player committed to sustainable development.</p> <p>= > Environmental (E), Social (S) and Governance issues (G).</p>

4 CORPORATE GOVERNANCE

Peter Ricketts	<p>Lord Ricketts, a member of Getlink's Board of Directors, has extensive governance skills gained from his diplomatic career and senior roles.</p> <p>As former UK ambassador to France and national safety adviser, Peter Ricketts led teams and strategic initiatives, demonstrating his ability to make informed decisions and steer complex policies. His diplomatic career has given him strong negotiating skills, particularly in stakeholder relations. His experience in national security has given him expertise in risk management, which is essential for business governance. His work with international organisations and governments has given him an in-depth understanding of international regulations and standards, which is essential for ensuring compliance and effective governance within businesses. Lastly, Lord Ricketts has always emphasised transparency and accountability in his role. These principles are crucial to good governance, ensuring that actions and decisions are taken ethically and responsibly.</p> <p>These skills make Lord Ricketts a valuable director for Getlink, able to contribute to strong governance and the implementation of ESG best practice.</p> <p>= > Strong knowledge/expertise in Governance issues (G).</p>
Staff Representative Directors: Mark Cornwall, Stéphane Sauvage and Philippe Vanderbec	<p>As Staff Representative Directors, Mark Cornwall, Stéphane Sauvage and Philippe Vanderbec are involved in workplace issues such as working conditions, employee health and safety, and well-being at work. Their knowledge of the business and the Group, acquired during their varied professional careers within the Group, gives them a broad understanding of the business's internal practices, culture and values. Philippe Vanderbec has held the Sciences Po-IFA 2025 director certificate since 2025 (cohort 74).</p> <p>Their role as employee representatives is also a positive lever for promoting diversity and inclusion within the business, contributing to a fairer and more respectful working environment.</p> <p>= > Strong knowledge/expertise in Social issues (S) and Governance issues (G).</p>

A Board of Directors not exceeding 15 members of whom 50% **are independent** in accordance with recommendation 10.3 of the Afep/Medef Code. Getlink is mindful of the importance of having a significant proportion of independent Board members and continues to have the objective of increasing the independence ratio of its Board.

The Board checks each year whether the directors meet the independence criteria as set out in recommendation 10.5 of the Afep/Medef Code (see table below).

After consideration of their individual position by the Nomination and Remuneration Committee, the Board considered that on 25 February 2026 the following directors met the independence criteria: Corinne Bach, Bertrand Badré, Sharon Flood, Jean-Marc Janailac, Brune Poirson and Peter Ricketts.

However, the following are not considered as independent:

- Jacques Gounon, who was Getlink SE's Chairman and Chief Executive Officer until 30 June 2020 and has been on the Board of Getlink since 2007.
- Yann Leriche, who is Getlink SE's Chief Executive Officer.
- Elisabetta De Bernardi di Valserra and Andrea Mangoni (co-opted to succeed Jean Mouton), who were proposed by Mundys (formerly Atlantia S.p.A.), which controls Aero I Global & International S.à.r.l., Getlink SE's second largest shareholder.
- Benoît de Ruffray and Marie Lemarié, who were proposed by Eiffage, Getlink SE's largest shareholder.

The Board, on the recommendation of the Nomination and Remuneration Committee, has assured itself that there are no significant business relationships between Group companies, and other companies in which independent Board members of Getlink SE are also appointed as a director.

The Board considered a table summarising fund flows (purchases and sales) during the last financial year, between Group companies and other companies of which independent directors of the company are also board members. These fund flows are considered in relation to the total weight of purchases and sales, for each group, to measure their significance. For 2025, this table shows that the sum of the Group's sales to any one of the groups concerned or of its purchases from any one of those groups does not exceed 0.47% of the Group's total sales or purchases or of any one of the groups concerned.

The Nomination and Remuneration Committee has noted the existence of business relationships between certain subsidiaries of groups where certain directors hold mandates and subsidiaries of the Group. The Committee has noted the practice of initiating calls for tender and the organisation of the relationship and that Getlink's Board of Directors has no involvement whatsoever in those business relationships:

- no director carries out any operational role in the entities concerned nor are they a member of the Board of the contracting companies (FM, CTG, Europorte);
- no director holds any direct decision-making power over the selection of service providers nor the awarding, performance nor management of contracts constituting the business relationship;
- no director receives any remuneration associated with the contract, connection or business relationship and has no personal interest linked to the contracts in question.

Thus, the Board on the recommendation of the Nomination and Remuneration Committee, confirmed the absence of any significant business relationship in 2025.

The following table sets out the position of each director (excluding the Staff Representative Directors) in relation to the independence criteria referred to in the Afep/Medef Corporate Governance Code:

Criteria	Board members	J. Gounon	Y. Leriche	E. De Bernardi	B. Badré	S. Flood	C. Bach	J.M. Janailac	M. Lemarié	J. Mouton (succeeded by A Mangoni on 24/7/2025)	B. Poirson	B. de Ruffray	P. Ricketts
A	Criterion 1 (employee/corporate officer)	✓	X	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
F	Criterion 2 (subsidiaries)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
E	Criterion 3 (economic relationship)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
P	Criterion 4 (family ties)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
/	Criterion 5 (auditor)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
M	Criterion 6 (Board member for 12 years)	X	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
E	Criterion 7 (significant shareholder)	✓	✓	X	✓	✓	✓	✓	X	X	✓	X	✓

Key: "✓" indicates the criterion is met; "X" indicates the criterion is not met. **Criterion 1:** has been an employee or corporate officer within the last five years; **Criterion 2:** existence (or non-existence) of cross-directorships; **Criterion 3:** existence (or non-existence) of a significant business relationship; **Criterion 4:** existence (or non-existence) of close family ties with a corporate officer; **Criterion 5:** has not been an auditor of the company in the last five years; **Criterion 6:** has not been a director of the company for more than 12 years; **Criterion 7:** key shareholder.

At 25 February 2026, the Board of Directors is composed of six independent directors, six non-independent directors and three Staff Representative Directors i.e. 50% independent directors excluding staff representatives²⁵. At the end of the General Meeting of 27 May 2026, the Board's composition will be unchanged.

- **The balanced representation of women and men** on the board (with a sustainable gender balance of at least 40%).

At 25 February 2026, the Board of Directors includes five women and will have five women at the end of the General Meeting of 27 May 2026, i.e. 41.66% of the Board (excluding staff representatives²⁶), in compliance with the law of 27 January 2011 on the balanced representation of women and men on boards of directors.

In 2025, the chairmanship of two out of the four specialist committees was held by a woman. This followed the strengthening of female participation on Board committees that took place in 2023.

- **A balance in terms of the age and length of service of directors** with on the one hand the term of office of a director being set at four years and on the other hand the rule for determining independence (length of office as a director limited to 12 years at the time of renewal of the independent directors).

Pursuant to the Articles of Association, the length of directors' terms of office is four years. The appointment terminates at the end of the ordinary General Meeting called to approve the financial statements of the preceding financial year and held during the year in which their term of office expires. By way of exception and in order to implement or keep a staggered renewal of directors' terms of office, the Ordinary General Meeting may appoint or renew directors for terms equal to or less than four years or less in length.

All outgoing members are eligible for re-election. Notwithstanding the above, the number of directors aged over 75 years old serving on the Board as individuals or as permanent representatives of legal entities may not exceed one third (rounded up to the nearest whole number, if applicable) of the number of directors serving at the end of each General Meeting called to approve the parent company's financial statements. If this limit is exceeded, the oldest director is automatically deemed to have resigned. As a good conduct guideline, the directors have agreed in the Internal Rules of the Board of Directors to retire from office no later than 12 months after their 80th birthday.

The average age of the directors is 59 years old (including Staff Representative Directors).

In order to achieve a harmonious staggering of terms of office, the Board has also introduced in its Internal Rules the rule according to which an independent director who has reached 12 years of service, resigns from his office at the latest within 12 months following the anniversary date of the 12-year mandate. Two independent Directors whose reappointment will be proposed at the annual General Meeting on 27 May 2026 are considered to have lost their independence during their terms of office.

The average length of service of the 15 members of the Board is almost six years and five years if the length of service of the Chairman of the Board is excluded.

The Board's international outlook

The proportion of foreign directors is now 41.66% (excluding staff representatives), it being recalled that Brune Poirson is Franco-American.

²⁵ Directors representing staff are not taken into account for the calculation of the independence rate, in accordance with the Afep/Medef Code.

²⁶ Directors representing staff are not taken into account in the calculation of the percentage, in accordance with article L. 225-27 of the French Commercial Code.

4 CORPORATE GOVERNANCE

Implementation of the diversity policy and selection process for directors

The Board of Directors (and its Nomination and Remuneration Committee) regularly considers the desirable balance of its composition and that of its committees. Accordingly, the Nomination and Remuneration Committee periodically (not less than once a year) assesses the structure, size, composition and effectiveness of the Board with regard to the responsibilities assigned to it and makes all useful recommendations to the Board. The table below summarises the objectives of the Board's diversity policy, how it was implemented and the results achieved over the past financial year.

Criteria	Objectives	Implementation pursuant to article L.22-10.10 of the French Code de Commerce
Knowledge and qualifications required for the position of director	Ensure that at all times the members of the Board collectively have the skills and expertise required to make informed decisions	See the updated skills map above
Independence of directors	Respect the minimum of 50% independent directors in accordance with article 10.3 of the Afep/Medef Code. Getlink, aware of the importance of having a significant proportion of independent members, is pursuing the objective of increasing the independence ratio of its Board of directors	50% of directors are independent, in accordance with recommendation 10.3 of the Afep/Medef Code
Gender balance	Maintain a gender mix of at least 40% in accordance with current regulations	41.66% of Board members are female (excluding Staff Representative Directors)
Balance in terms of age and seniority of Directors	<ul style="list-style-type: none"> ▪ A maximum of one third of directors over 75 years of age. As a rule of good conduct, the directors have agreed in the Board's Internal Rules to resign their mandates no later than 12 months after reaching the age of 80 ▪ An independent director who has completed 12 years in office must resign no more than 12 months after the anniversary of that date. 	<ul style="list-style-type: none"> ▪ Average age of the 15 directors: 59 years old. No director has reached the age of 75 ▪ Average length of service of the 15 directors: 6 years (5 years if the length of service of the Chairman of the Board is excluded) ▪ The term of office of Directors who would have reached 12 years during a four-year term would be renewed for a shorter period
The Board's international outlook	The composition of the Board should reflect the bi-national nature of the Group	Percentage of foreign directors: 41.66% (excluding Staff Representatives Directors) and Brune Poirson being Franco-American.

In addition to the criteria set out in the diversity policy, the Board and its Nomination and Remuneration Committee seek to ensure that all directors have the following essential qualities:

- are mindful of the interests of the company;
- have good judgement, in particular of situations, strategies and people, based primarily on their experience;
- have good foresight so as to identify risks and strategic issues; and
- have integrity, be present, active and involved.

The office of director requires significant availability and commitment, as shown by the number of meetings; in 2025, there were a total of 22 meetings of the Board (7 meetings) and its committees (15 meetings).

The directors must share in a common interest with the shareholders which is why on 30 April 2020, the shareholders voted in favour of a change to the Articles of Association so that each Getlink SE Board member is obliged to hold a number of ordinary Getlink SE shares corresponding to the equivalent of one year's director's remuneration (formerly called directors' fees). Directors have three years in which to acquire such shares. If any of the directors do not own the prescribed number of ordinary shares, they are deemed to have resigned unless the situation is remedied within the appropriate time.

The diversity policy is intended to be applied at the time of the appointment of any director and also at the time of the annual review of the composition of the Board by the Nomination and Remuneration Committee, which is then presented to the Board of Directors. Accordingly, a selection process for Board members has been put in place to ensure that the diversity policy is respected.

Selection process for directors

Directors are appointed, reappointed or dismissed by the General Meeting of shareholders. The Nomination and Remuneration Committee assesses the composition and size of the Board of Directors, oversees the procedure for evaluating candidates for the position of Board member and assesses whether individuals are qualified to become Board directors in accordance with the criteria established by the Board and recommends candidates to the Board.

SELECTION PROCESS FOR DIRECTORS

	PROFILE	CANDIDATE	SELECTION	APPOINTMENT
DIRECTOR	DEFINITION OF THE PROFILE SOUGHT: <ul style="list-style-type: none"> •Skills and expertise related to the Group's activities (see competency map) •Of essential qualities and values •Board balance (diversity and independence) 	<ul style="list-style-type: none"> •Appointment of a recruitment firm •Establishment of a shortlist of potential candidates 	<ul style="list-style-type: none"> •Interview by Nomination and Remuneration Committee •Choice of the final candidate by the Board 	Approval of the appointment by the shareholders' general meeting or ratification if co-opted
DIRECTOR NOMINATED BY A SIGNIFICANT SHAREHOLDER	OBJECTIVE: <ul style="list-style-type: none"> •To ensure a collective ability of the board •To make well-informed decisions •To challenge and follow up the decisions of general management 	<ul style="list-style-type: none"> •Proposed candidature 	<ul style="list-style-type: none"> •Interview by the Nomination and Remuneration committee as well as the board of directors 	
DIRECTOR STAFF REPRESENTATIVE DIRECTOR		<ul style="list-style-type: none"> •Designation in accordance with applicable laws and article 15 of the Articles of Association of Getlink by: <ul style="list-style-type: none"> -The French Group Committee or -The European Company Council 		

Getlink SE follows a thorough search and selection process using the Board's collective decision making. The Nomination and Remuneration Committee, with the assistance of a governance consultancy firm, as appropriate, draws up a roadmap for the implementation of the Board's succession plan and the search for candidates.

The Committee appoints a search firm to conduct the search for candidates meeting the criteria. The Committee manages the involvement of the recruitment firm. The Committee, together with the recruitment firm, considers the longlist of potential candidates and then a shortlist, before conducting interviews. The final selection decision is made by the full Board of Directors.

For the purposes of their roles within the Group, the business address of the Board members is the registered office of Getlink SE at 37-39, rue de la Bienfaisance, 75008 Paris, France.

4 CORPORATE GOVERNANCE

4.2.1.3 Presentation of the members of the Board of Directors in office in the 2025 financial year and still in office on 25 February 2026



JACQUES GOUNON

Chairman and non-independent director of Getlink SE

Skills :




Member of 2 committees: Ethics and CSR Committee and Safety and Security Committee

Board meeting attendance rate: 100%

Ethics and CSR Committee attendance rate: 100%

Safety and Security Committee attendance rate: 100%

 French, 72 years old

- **First appointment:**
9 March 2007

- **Length of service:**
18 years

- **End of current term:**
2026

- **682,027 Getlink SE ordinary shares** held at 25 February 2026

Biography, expertise and experience:

Jacques Gounon is a graduate of the École Polytechnique and a chief engineer of the Ponts et Chaussées. He started his career in public service in 1977 and later became chief executive of the Comatec Group (1986-1990), director of development for the Eiffage group (1991-1993), industry advisor to the French Employment Minister (1993-1995), principal private secretary to the French Secretary of State for Transport (1995-1996), deputy chief executive of Alstom (1996), chairman of the business sector and member of the executive committee of Alstom (2000) and deputy chairman and chief executive of the Cegelec group (2001). He was appointed Chairman and Chief Executive Officer of Getlink SE from 2007 to 2020 and became Chairman of the Board of Getlink SE on 1 July 2020. He holds various directorships in Getlink's subsidiaries. He is also a director of Aéroports de Paris, deputy vice-chairman of the Transalpine Committee since 2 July 2024 (after nine years as chairman) and in 2019, he became chairman of La Maison du Numérique et de l'Innovation du Calaisis and is still a director of that organisation.

Jacques Gounon was the chairman of Fer de France, the French rail association between 2020 and January 2023. On 23 September 2021, Jacques Gounon was elected chairman of the board of the St. Joseph Hospital Foundation (Paris).

Number of current offices in French or foreign listed companies, outside the Group on 25 February 2026: 0

Office	Company/Place of listing	Date
Director, chairman of the audit committee	Aéroports de Paris / Euronext Paris	2008 to 17 December 2025

Other French or foreign positions held outside the Group:

Other positions	Company	Date
Chairman of the Board of Directors of the Fondation Hôpital Saint-Joseph (Paris); Deputy vice-chairman of the Transalpine Committee; Director of La Maison du Numérique et de l'Innovation du Calaisis.		

Offices and positions expiring within the last five years:

Expired offices	Company	Date
Chairman	Transalpine Committee	2024
Chairman and CEO	Getlink SE	2007-2020
Director	Aéroports de Paris	2008 to 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 / regulation

Member of 1 committee: Safety and Security Committee

Board meeting attendance rate: 100%

Safety and Security Committee attendance rate: 100%

French, 52 years old

- **First appointment:**
28 April 2021
- **Length of service:**
4 years
- **End of current term:**
2025
- **40,250** Getlink SE ordinary shares held at 25 February 2026

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, a director of CTG and ESL and a director of Getlink Services UK with effect from 1 September 2025.

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 25 February 2026: 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

4 CORPORATE GOVERNANCE



 Italian, 49 years old

- **First appointment:**
18 April 2018
- **Length of service:**
7 years
- **End of current term:**
2026
- **3,700 Getlink SE ordinary shares** held at
25 February 2026

ELISABETTA DE BERNARDI DI VALSERRA

Non-independent director of Getlink SE

Skills :

 Risk management
  Accounting and finance
  Mergers and acquisitions
  Executive / senior management
  New technology
  Governance / CSR

Member of 1 committee: Audit Committee

Board meeting attendance rate: 100%

Audit Committee attendance rate: 100%

Biography, expertise and experience:

Elisabetta De Bernardi di Valserra graduated *magna cum laude* in electronic engineering from the Università degli Studi di Pavia. She is a board member of Abertis, Aeroporti di Roma, Telepass and Aéroports de la Côte d'Azur. She started her career with Morgan Stanley in 2000, in the investment banking division, where she worked in the communication and media team in London, and then in the corporate finance team in Milan, where she remained until 2013 as executive director. At Morgan Stanley, Elisabetta advised on several transactions, including M&A, equity and debt transactions. Between 2013 and 2015, she was a partner of Space Holding, launching and placing on the Italian Stock Exchange the Special Purpose Acquisition Vehicles Space S.p.A. and Space 2 S.p.A., which completed their business combination by merging with Fila Avio and Aquafil. She was an investment director at Edizione Srl from 2015 to 2020 after which she joined Mundys where she was the investment director for airports & mobility services until April 2024. She is currently Chief Asset Management Officer at Mundys. She was appointed to the Getlink SE Board of Directors by the General Meeting of 18 April 2018. The General Meeting of Getlink SE on 27 April 2022 reappointed Elisabetta De Bernardi di Valserra as Director until the end of the General Meeting called to approve the financial statements for the year 2025.

Elisabetta De Bernardi di Valserra brings to the Board of Directors her experience as a director of industrial groups with an international dimension, her understanding of the infrastructure sector as well as her financial expertise in mergers and acquisitions and in the management of equity investments.

Number of current offices in French or foreign listed companies, outside the Group on 25 February 2026: none

Other French or foreign positions held outside the Group:


Other positions	Company	Date
Director	Aeroporti di Roma S.p.A	2019 to date
Director	Telepass S.p.A	2020 to date
Member of the supervisory board	Aéroports de la Côte d'Azur S.A.	2020 to date
Director	Abertis Infraestructuras S.A.	2024 to date
Director	Abertis Holdco S.A.	2024 to date
Managing Board member	Yunes GmbH	2024 to date

Offices and positions expiring within the last five years:

Expired offices	Company	Date
Director	Autostrade per l'Italia S.p.A.	2019 to 2022
Managing director	Autostrade Concessioni e Costruzioni S.p.A.	2020 to 2021
Director	Azzurra S.p.A.	2022 to 2025

ANDREA MANGONI

Non-independent director of Getlink SE


 Italian, 62 years old

- **First appointment:**
24 July 2025

- **Length of service:**
0 years

- **End of current term:**
2026

- **3,942 Getlink SE
ordinary shares** held at
25 February 2026

Skills :

 Risk management
  Accounting and finance
  Mergers and acquisitions
  Executive / senior management
  Governance / CSR
  Customer service
  Human resources / remuneration
  New technology
  Governmental affairs / regulation

Member of 1 committee: Nomination and Remuneration Committee

Board meeting attendance rate: 100%

Nomination and Remuneration Committee attendance rate: 100%

Biography, expertise and experience:

Andrea Mangoni has been chief executive officer of the infrastructure and mobility company Mundys since May 2023. During his career, Mr Mangoni has headed several companies, including Acea, an electricity generation and distribution company (until 2009), and Sorgenia, an electricity market operator (2013 to 2015). He previously held senior positions at Telecom Italia, Telecom Italia Sparkle and was chief executive officer of TIM Brazil (from 2012). From 2016 to 2023, he was chief executive officer of DoValue, one of the leading credit portfolio asset management companies in southern Europe.

Mundys continues to pursue sustainable growth by having a real and positive impact on the environment, communities and economies of the regions in which it operates, while remaining focused on growth and investment. The ESG roadmap for 2030 demonstrates a strong commitment to sustainable development in the infrastructure sector in which Mundys operates worldwide.

These ambitions demonstrate Andrea Mangoni's commitment to integrating ESG principles into Mundys' strategy and operations.

Andrea Mangoni brings to the Board of Directors his experience as a leader of international groups, his expertise in strategy and his professional skills (construction and maintenance, energy and concessions) and CSR, including his commitment to the sustainable development of the infrastructure sector in Italy and internationally.

Number of current offices in French or foreign listed companies, outside the Group on 25 February 2026: none

Other French or foreign positions held outside the Group:

Other positions	Company	Date
CEO	Mundys S.p.A.	1 May 2023 to date
Chairman	Telepass S.p.A.	28 April 2023 to date
Director	Abertis Holdco S.A.	11 December 2023 to date
Director	Abertis Infraestructuras S.A.	30 January 2024 to date
Director	3IP SGR	29 November 2017 to date

Offices and positions expiring within the last five years:


Expired offices	Company	Date
CEO	doValue S.p.A.	2016 to 27 April 2023
Director	doValue Spain (formerly Altamira)	28 June 2019 to 28 April 2023

4 CORPORATE GOVERNANCE

BENOÎT DE RUFFRAY

Non-independent director of Getlink SE



 French, 59years old

- **First appointment:**
27 April 2023
- **Length of service:**
2 years
- **End of current term:**
2027
- **6,000 Getlink SE ordinary shares held at 25 February 2026**

Skills :

 Risk management  Accounting and finance  Mergers and acquisitions  Executive / senior management  Governance / CSR  Customer service  Human resources / remuneration  Governmental affairs / regulation

Member of 1 committee: Nomination and Remuneration Committee

Board meeting attendance rate: 100%

Nomination and Remuneration Committee attendance rate: 100%

Biography, expertise and experience:

Benoît de Ruffray is a graduate of the École Polytechnique, the École des Ponts ParisTech and holds a master's degree from Imperial College in London. He began his career in 1990 with the Bouygues Group. He was in charge of major projects and held various international management positions before he was appointed as deputy chief executive officer of Bouygues Bâtiment International in 2008. In 2015, he became chief executive officer of Soletanche Freyssinet (Vinci Group). He joined the Eiffage Group in January 2016 as chairman and chief executive officer.

Benoît de Ruffray brings to the Board his experience as a group executive officer, his expertise in strategy and his business skills (railway construction and maintenance, energy and concessions) and CSR, including his experience in promoting the low-carbon transformation of Eiffage's activities.

Number of current offices in French or foreign listed companies, outside the Group on 25 February 2026: 2

Office	Company/Place of listing	Date
Chairman and CEO	Eiffage / Euronext Paris	2016 to date
Director	Société Générale / Euronext Paris	2023 to date

Other French or foreign positions held outside the Group:

Other positions	Company	Date
Chair (non-listed Eiffage group entities)	Fondation d'Entreprise Eiffage	2016 to date
Chairman of the board	École Nationale des Ponts et Chaussées	2018 to date
Chairman of the board	Fondact	2020 to date
Director	Financière Eiffarie	2015 to date
Chairman	Financière Eiffarie	2018 to date
Director	Routasun	2024 to date
ENPC representative on the Board	IP Paris	2024 to date

Offices and positions expiring within the last five years:

Expired offices	Company	Date
Chair (non-listed Eiffage group entities)	Groupe Goyer	2019 to 2025
Chair (non-listed Eiffage group entity)	Eiffage Énergie Systèmes-Participations	2017 to 2024
Chair (non-listed Eiffage group entity)	Eiffage Énergie Systèmes-Clemessy	2017 to 2023
Chair (non-listed Eiffage group entity)	Eiffage Énergie Systèmes-Régions France	2017 to 2023
Chair (non-listed Eiffage group entity)	Eiffage Énergie Système-Télécom	2017 to 2023
Chairman and director	Eiffarie (SAS)	2015 to 2023
Non-voting member of the Supervisory Board	Aéroport de Toulouse Blagnac	2020 to 2023
Director (Eiffage group)	APRR et AREA	2018 to 2023
Chair (non-listed Eiffage group entity)	Eiffage infrastructures	2022

MARIE LEMARIÉ

Non-independent director of Getlink SE



Skills :

 Risk management
  Accounting and finance
  Mergers and acquisitions
  Executive / senior management
  Governance / CSR

Member of 1 committee: Audit Committee


Board meeting attendance rate: 100%

Audit Committee attendance rate: 100%

Biography, expertise and experience:

Marie Lemarié is a graduate of the Ecole Polytechnique, ENSAE and Boston University (Master in Economics). After starting her career as an economist (RexeCode) and in asset management (State Street Bank), she joined Aviva (International Insurance Group) in 2003. She created and then led the investment department at Aviva France until 2011. In 2012, she joined the French insurance group Groupama where she was in charge of investment management, mergers and acquisitions, financing and capital management for the Group. Between 2018 and 2024, she was chief executive officer of Scor Ireland, where she remains a director and where she became the CFO strategic advisor in November 2024. Between 2012 and 2024, she was a director on the board and audit committee of Eiffage, where she continues to serve as a *censeur*.

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

 French, 54 years old

- **First appointment:**
27 April 2023
- **Length of service:**
2 years
- **End of current term:** 2027
- **2,155 Getlink SE ordinary shares** held at **25 February 2026**

Number of current offices in French or foreign listed companies, outside the Group on 25 February 2026: 1

Office	Company/Place of listing	Date
Board and audit committee <i>censeur</i>	Eiffage / Euronext Paris	2024 to date

Other French or foreign positions held outside the Group:

Office	Company	Date
Director	Scor Ireland	2018 to date
Member of the supervisory board and chair of the audit committee	Agence France Locale	2022 to date

Offices and positions expiring within the last five years:

Office	Company	Date
CEO	Scor Ireland	2018 to 2024

4 CORPORATE GOVERNANCE



MARK CORNWALL

Staff Representative Director of Getlink SE

Skills :


Risk management Governance / CSR Customer service Human resources / remuneration

Member of 2 committees: Safety and Security Committee and CSR and Ethics Committee

Board meeting attendance rate: 100%

Safety and Security Committee attendance rate: 100%

CSR and Ethics Committee attendance rate: 100%

 British, 57 years old

- **First appointment:**
28 April 2021
- **Length of service:**
4 years
- **End of current term:**
2026
- **3,394 Getlink SE ordinary shares** held at 25 February 2026

Biography, expertise and experience:

Mark Cornwall participated in the construction of the Tunnel for five years in particular on the construction of overbridge one (Norwest Holst) and on the installation of the catenary system as an overhead linesman for Balfour Beatty. On completion of the catenary system, he then joined Eurotunnel in 1993 as a catenary technician before being appointed catenary group leader in 2009. During this time, he was appointed as a Eurotunnel Company Council representative and then elected as Eurotunnel Company Council chief representative in 2003. He has also had an active role on the Getlink SE European Company Council, working closely with his French colleagues for the past 18 years. On 10 November 2020, the Getlink SE European Company Council designated Mark Cornwall as a Staff Representative Director on the Board of Getlink SE, which appointment took effect on 28 April 2021. His appointment was confirmed for a further year, until the General Meeting called to approve the accounts for the year ending 31 December 2025. On 26 January 2026, the Council renewed Mark Cornwall's term of office for a further four years, until the 2030 Annual General Meeting.

Mark Cornwall brings to the Board of Directors his vision as an employee and his in-depth knowledge of the Group and its activities.

Number of current offices in French or foreign listed companies, outside the Group on 25 February 2026: none

Other French or foreign positions held outside the Group: none

Offices and positions expiring within the last five years: none

STÉPHANE SAUVAGE

Staff Representative Director of Getlink SE



Skills :

Risk management Governance / CSR Customer service Human resources / remuneration

Member of 3 committees: Nomination and Remuneration Committee, Safety and Security Committee and Ethics and CSR Committee

Board meeting attendance rate: 100%

Nomination and Remuneration Committee attendance rate: 100%

Safety and Security Committee attendance rate: 100%

Ethics and CSR Committee attendance rate: 100%



French, 59 years old

- **First appointment:**
22 March 2018
- **Length of service:**
7 years
- **End of current term:**
2026
- **1,205 Getlink SE ordinary shares** held at 25 February 2026

Biography, expertise and experience:

Stéphane Sauvage joined the Group in 1998, after participating in the construction of the Tunnel from 1986 while he was at TML (Transmanche Construction GIE), in a range of positions including formworker/carpenter team leader during the construction of the cross-over and quality controller for the final equipment installed in the Tunnel. Stéphane Sauvage joined the Concession's road operations department, more specifically as a coordinator in the freight department, He is now in charge of the freight customer experience. He is also a first responder firefighter in underground environments and holds the first aid and resuscitation diplomas. Until 29 May 2018, he held the positions of Secretary of Eurotunnel's Social and Economic Committee, Force Ouvrière union delegate, member of the Social and Economic Committee, representative on the European Company Council and union representative on the Group Committee. After a four-year renewal in 2022, the Group Committee renewed Stéphane Sauvage's term of office on 27 January 2026 for a further four years, until the 2030 Annual General Meeting.

Stéphane Sauvage brings to the Board of Directors his vision as an employee and his in-depth knowledge of the Group and its activities.

Number of current offices in French or foreign listed companies, outside the Group on 25 February 2026: none

Other French or foreign positions held outside the Group: none


Offices and positions expiring within the last five years: none

4 CORPORATE GOVERNANCE

PHILIPPE VANDERBEC

Staff Representative Director of Getlink SE



 French, 58 years old

- **First appointment:**
6 June 2018
- **Length of service:**
7 years
- **End of current term:**
2026
- 355 Getlink SE **ordinary shares** held at 25 February 2026

Skills :

 Risk management  Governance / CSR  Customer service  Human resources / remuneration

Member of 2 committees: Nomination and Remuneration Committee and Safety and Security Committee.

Board meeting attendance rate: 100%

Nomination and Remuneration Committee attendance rate: 100%

Safety and Security Committee attendance rate: 100%

Biography, expertise and experience:

Philippe Vanderbec joined Eurotunnel in 1993 as a Shuttle driver. In 2000, he was appointed General Secretary of the Eurotunnel CGT union. In 2008, he was elected General President of the Calais Employment Tribunal and, in 2014, he became a trainer for CGT Employment Tribunal advisors in the Pas-de-Calais area and Secretary of the Getlink SE European Company Council. On 6 June 2018, the Getlink SE European Company Council unanimously appointed Philippe Vanderbec as a Staff Representative Director on the Board of Getlink SE. His appointment was renewed in 2022 for a further four years, until the General Meeting of 27 May 2026.

Philippe Vanderbec brings to the Board of Directors his vision as an employee and his in-depth knowledge of the Group and its activities. In addition, since 2025 Philippe Vanderbec has held the SciencesPo-IFA 2025 director certificate (cohort 74).

Number of current offices in French or foreign listed companies, outside the Group on 25 February 2026: none

Other French or foreign positions held outside the Group: none

Offices and positions expiring within the last five years: none

CORINNE BACH

Independent director and Environment and Climate Lead Director of Getlink SE



Skills :



Member of 3 committees: Audit Committee, Ethics and CSR Committee (Chairwoman) and Nomination and Remuneration Committee

Board meeting attendance rate: 100%

Audit Committee attendance rate: 100%

Ethics and CSR Committee attendance rate: 100%

Nomination and Remuneration Committee attendance rate: 100%



French 52 years old

- **First appointment:**
20 December 2016
- **Length of service:**
9 years
- **End of current term:** 2026
- **5,000** Getlink SE ordinary shares held at 25 February 2026

Biography, expertise and experience:

Corinne Bach is a graduate of the École Polytechnique and also holds qualifications from Imperial College London, INSEAD and Télécom Paris. She was chairwoman and chief executive officer of CanalOlympia and vice chairwoman of Vivendi Village within the Vivendi group from 2015 to 2018. She also gained experience working at SFR and NavLink, in both France and the USA. She then joined SFR, where she held various positions of responsibility in the strategy department and the consumer marketing department. In 2018, she was appointed director of development and operations at Studiocanal. In 2020, Corinne Bach founded Carbometrix, a company that supports financial institutions and their portfolio companies with their climate strategies, and became its co-chair. Corinne Bach's appointment as a Director of the Board of Getlink SE was ratified by the General Meeting held on 27 April 2017. The General Meeting of 27 April 2022 renewed Corinne Bach's term of office as a director until the end of the General Meeting held to approve the 2025 accounts.

Corinne Bach brings to the Board of Directors her experience as the head of various innovative technology services groups as well as her expertise in environmental strategy especially in the area of reducing greenhouse gas emissions, in the digital age.

Number of current offices in French or foreign listed companies, outside the Group on 25 February 2026: none

Other French or foreign positions held outside the Group:

Other positions	Company	Date
Joint Chair	Carbometrix	2020 to date

Offices and positions expiring within the last five years:

Expired offices	Company	Date
Chair	Roselend Conseil	2020 to 2023
Director	Magic Makers SAS	2016 to 2022
Director	Smile & Pay	2019 to 2020
Director	The Copyrights Group Limited	2017 to 2020
Director	Marketreach Licensing Services Limited	2017 to 2020
Director	L'Olympia SAS	2015 to 2020

BERTRAND BADRÉ

Independent director and Senior Independent Director of Getlink SE



Skills :

Risk management
 Accounting and finance
 Mergers and acquisitions
 Executive / senior management
 Governance / CSR
 Human resources / remuneration
 New technology
 Governmental affairs / regulation

Member of 1 committee: Audit Committee

Board meeting attendance rate: 100%

Audit Committee attendance rate: 100%



French, 57 years old

- **First appointment:**
18 December 2017
- **Length of service:**
8 years
- **End of current term:**
2026
- **4,000 Getlink SE ordinary shares** held at 25 February 2026

Biography, expertise and experience:

Bertrand Badré is a graduate of the École Nationale d'Administration, the Institut d'études politiques de Paris and of the Hautes Études Commerciales de Paris. Assigned to the l'Inspection générale des finances (French national audit office) in 1995, in 1999 he became deputy director of Lazard Bank in London then vice-president, and director in New York (2000). In 2003, he joined President Jacques Chirac's office. He became a partner of Lazard Bank in Paris then in 2007 he became finance director of Crédit Agricole then Société Générale. In 2013, Bertrand Badré was appointed finance director general at the World Bank and as such represented the organisation at the G7, G20 and the Financial Stability Board. He made a significant contribution to World Bank discussions on development finance. He is known for his commitment to implementing sustainable development objectives through a greater involvement of the private sector. Bertrand Badré left the World Bank group in 2016 and created an investment fund called Blue like an Orange Sustainable Capital, which aims to direct investment towards innovative economic projects in developing countries. Bertrand Badré is senior advisor for sustainability and ESG for JAB Holdings and their JCF fund. Bertrand Badré is the manager of Sipa Ouest-France (Société d'investissements et de participations), a French civil company in the media sector. In 2023, he became a member of the mission committee of the accountancy firm KPMG, which has *société à mission* status under the terms of the Loi Pacte 2019, a director of IDDRI and CGDEV (Center for Global Development). He is also a global trustee of the IFRS Foundation and a board director of the Haulotte group and chairman of the advisory board of Project Syndicate since from 1 January 2024.

Bertrand Badré was co-opted on to the Board of Getlink SE on 18 December 2017. His appointment was ratified at the Getlink SE General Meeting held on 18 April 2018 until the end of the General Meeting held to approve the 2021 accounts. His term of office as a Director was renewed for a further four years by the General Meeting of 27 April 2022.

Bertrand Badré brings to the Board of Directors his recognised experience and expertise in international finance and his knowledge of markets, as well as his vision on the implementation of sustainable development objectives.

Number of current offices in French or foreign listed companies, outside the Group on 25 February 2026: none

Other French or foreign positions held outside the Group:

Office	Company	Date
Chairman of the mission committee	KPMG	2023 to date
Director	Haulotte Group	2023 to date
Chairman	Blue like an Orange Capital France SAS	2021 to date
Chairman	Blue Orange consultants	2016 to date

Offices and positions expiring within the last five years:

Expired offices	Company	Date
Director	Liquidnet	2018 to 2021
Director, Chairman of the audit committee	Wealthsimple	2017 to 2021

SHARON FLOOD

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 / regulation

Member of 2 committees: Safety and Security Committee (chairwoman) and Audit Committee

Board meeting attendance rate: 100%

Safety and Security Committee attendance rate: 100%

Audit Committee attendance rate: 100%

British, 60 years old

- **First appointment:**
30 April 2020

- **Length of service:**
5 years

- **End of current term:**
2028

- 5,000 Getlink SE **ordinary shares** held at 25 February 2026

Biography, expertise and experience:

A Mathematics graduate from the University of Bath, Sharon Flood is also a fellow of the Chartered Institute of Management Accountants and holds an MBA from INSEAD. Sharon Flood has extensive experience in finance and strategy across a number of companies including Castorama/Kingfisher and John Lewis Department Stores where she served as finance director. She has also served as a group chief financial officer for Sun European Partners. Her varied career includes more than six years as a director of Network Rail, the owner of the UK's rail infrastructure, where she chaired the audit and risk, treasury and environmental sustainability committees and four years as president du conseil de surveillance for S T Dupont SA. She has previously served on a number of UK listed boards including chairing Seraphine Group PLC and held committee chair roles in audit/remuneration at Pets at Home Group PLC and Crest Nicholson PLC. She is currently on the board of Scottish Mortgage PLC, a FTSE 100 investment trust and serves as audit chair for Cityfibre. She is also Chair of Council for the University of Bath. Sharon was appointed as an independent Director of Getlink SE by the General Meeting held on 30 April 2020, effective as of 1 October 2020, and was reappointed for a further four years at the General Meeting held on 7 May 2024.

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

Number of current offices in French or foreign listed companies, outside the Group on 25 February 2026: 1

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

Other French or foreign positions held outside the Group:

Other positions	Company	Date
Non-executive director/chair of audit committee	Connect Infrastructure Topco Limited	2020 to date
Chair of Council/Trustee Board	University of Bath	2025 to date

Offices and positions expiring within the last five years:

Expired offices	Company	Date
External Member of Council/Trustee	University of Cambridge	2019 to 2025
Director	The Go-ahead Group Ltd	2024 to 2025
Director	Govia Thameslink Railway Ltd (The Go-ahead Group)	2024 to 2025
Trustee and chair of finance	The Science Museum Group	2015 to 2023
Non-executive director	Seraphine Group PLC / London (LSE)	2021 to 2023
Non-executive director/chair of remuneration and audit committees	Pets at Home Plc / London (LSE)	2017 to 2023
Non-executive director/chair of audit committee	Crest Nicholson Plc / London (LSE)	2015 to 2021
Non-executive director / chair of audit, risk, treasury and environmental sustainability committees	Network Rail	2014 to 2020

4 CORPORATE GOVERNANCE

JEAN-MARC JANAILLAC

Independent director of Getlink SE



Skills :

Risk management Accounting and finance Mergers and acquisitions Executive / senior management Governance / CSR Customer service Human resources / remuneration Governmental affairs / regulation

Member of 3 committees: Safety and Security Committee, Nomination and Remuneration Committee and Audit Committee (chairman)

Board meeting attendance rate: 100%

Safety and Security Committee attendance rate: 100%

Nomination and Remuneration Committee attendance rate: 100%

Audit Committee attendance rate: 100%



French, 72 years old

- **First appointment:**
30 April 2020
- **Length of service:**
5 years
- **End of current term:**
2028
- **3,000 Getlink SE ordinary shares** held at 25 February 2026

Biography, expertise and experience:

Jean-Marc Janailiac, a graduate of the École des Hautes Études Commerciales de Paris (HEC) and former student of the École Nationale d'Administration (ENA), started his career in the French civil service (1980-1997) after which he was successively deputy chief operating officer of AOM (1997-2000) and then chairman and chief executive officer of Groupe Maeva (2000-2002). He joined RATP in 2004 as director general of development and became chairman and chief executive officer (2004-2010) and then chairman of the management board (2010-2012) of RATP Développement. In 2012, he became chairman and chief executive officer of Transdev (2012-2016), an international group specialising in land transport. Jean-Marc Janailiac was also a director of Air France from 1989 to 1994 and chairman and chief executive officer of the Air France-KLM group and chairman of Air France (2016-2018). Since 2018, he has been chairman of Fnege (Fondation Nationale pour l'Enseignement de la Gestion des Entreprises). He is also chairman of the strategy committee of CDC's supervisory board. He was appointed as a member of the Board of Getlink SE at the General Meeting held on 30 April 2020 and reappointed for a further four years at the General Meeting of 7 May 2024.

Jean-Marc Janailiac brings to the Board of Directors, with his proven standing as a chairman and CEO, wide experience in governance, particularly in the regulated infrastructure sector, strong experience in finance, mergers and acquisitions and also an in-depth knowledge of international transport and transport business models.

Number of current offices in French or foreign listed companies, outside the Group on 25 February 2026: 1

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

Other French or foreign positions held outside the Group:

Other positions	Company	Date
Supervising commissioner	Caisse des dépôts et consignations	2020 to date
Director	Proxima	2024 to date

Offices and positions expiring within the last five years:

Expired offices	Company	Date
Member of the supervisory board	Navya / Euronext	2021 to 2022

BRUNE POIRSON

Independent director of Getlink SE



Skills :

Risk management Executive / senior management Governance / CSR Customer service New technology Governmental affairs / regulation

Member of 2 committees: Ethics and CSR Committee and Nomination and Remuneration Committee

Board meeting attendance rate: 85.7%

Ethics and CSR Committee attendance rate: 100%

Nomination and Remuneration Committee attendance rate: 100%



French, 43 years old



American

- **First appointment:**
27 April 2022
- **Length of service:**
3 years
- **End of current term:**
2026
- **3,500 Getlink SE ordinary shares** held at 25 February 2026

Biography, expertise and experience:

Brune Poirson, a Director of Getlink, is recognised for her expertise in corporate social responsibility (CSR) and environmental, social and governance (ESG) criteria. Here are some key points of her expertise:

As former French secretary of state to the minister for ecological and solidarity transition in France, she played a crucial role in implementing environmental and social policies. In particular, she initiated and secured the passage of the "loi anti-gaspillage pour une économie circulaire" (Anti-Waste Law for a Circular Economy (AGEC Law)), which aims to accelerate the change in production and consumption models in order to preserve resources, protect sovereignty and accelerate reindustrialisation. This legislation inspired and served as the basis for European legislation.

Brune Poirson has also been in charge of European and international negotiations on climate, energy and biodiversity, which has enabled her to work closely with various international stakeholders (foreign governments, NGOs, the UN and international financial organisations). She therefore has a global perspective on ESG issues. Furthermore, as Vice-President of the United Nations Environment Assembly (UNEA), she participated in the development of the international environmental agenda.

Today, Brune Poirson continues her commitment to combatting global warming in the private sector. For four years, she served as director of sustainable development for the Accor Group (member of the executive committee), one of the world's leading hospitality companies, where she was responsible for transforming industry practices in 110 countries and orchestrating the roll-out of strategies for decarbonisation, water conservation and waste reduction, as well as social policies. Today, she is a senior advisor and founder of Udaan, which supports businesses seeking to reduce the vulnerability of their value chains, secure access to critical raw materials and protect purchasing power.

As a Director of Getlink SE, she brings her expertise to bear in ensuring that the business's practices are aligned with ESG standards.

Number of current offices in French or foreign listed companies, outside the Group on 25 February 2026: none

Other French or foreign positions held outside the Group:

Other positions	Company	Date
Chairwoman	Brune Poirson Entreprise SAS	2022 to date

Offices and positions expiring within the last five years:

Expired offices	Company	Date
Group Chief Sustainability Officer, member of the executive committee	Accor	2021 to 2025

4 CORPORATE GOVERNANCE



British. 73 years old

- **First appointment:**
27 April 2022
- **Length of service:**
3 years
- **End of current term:**
2026
- **2,500** Getlink SE ordinary shares held at 25 February 2026

PETER RICKETTS

Independent director of Getlink SE

Skills :

Risk management / Governance / CSR / Human resources / remuneration / Governmental affairs / regulation

Member of 1 committee: Nomination and Remuneration Committee (chair)

Board meeting attendance rate: 100%

Nomination and Remuneration Committee attendance rate: 100%

Biography, expertise and experience:

Peter Ricketts, Baron Ricketts of Shortlands, has an MA degree from Pembroke College Oxford and honorary doctorates from the University of Kent (DCL) and the University of Bath (DLL), Peter Ricketts, Baron Ricketts of Shortlands, began his career at the UK Foreign and Commonwealth Office (FCO) in 1974. He was posted to the UK delegation to NATO in Brussels before becoming assistant private secretary at the FCO to the then Foreign Secretary Sir Geoffrey Howe in 1983, then First Secretary at the Embassy in Washington (USA) in 1985, Head of Division in Hong Kong in 1990, advisor for European and Economic Affairs in the French Embassy in 1995 and deputy political director in 1997. In 2000, he was appointed chairman of the Joint Intelligence Committee, then in 2001 political director of the FCO. From 2003 to 2006, he was the UK Permanent Representative to NATO. In 2006, he became Permanent Under Secretary of the FCO, and in 2010, National Security Adviser to the UK government. From 2012 to January 2016, he was the UK's ambassador to France and Monaco. Chairman of the Normandy Memorial Trust (UK charity) until 2021, a member of the House of Lords, chairman of the House of Lords European Affairs Committee since 2023, vice chairman of the Royal United Services Institute in London, Peter Ricketts was a member of the board of directors and a member of the nomination, remuneration and governance committee of Engie between 2016 and 2024. He was appointed a member of the Board of Directors of Getlink SE by the General Meeting of 27 April 2022.

Peter Ricketts brings to the Board of Directors his rich and renowned knowledge and experience in the field of British geostrategic issues and public affairs and his experience as a member of an appointments, remuneration and governance committee in matters relating to human resources.

Number of current offices in French or foreign listed companies, outside the Group on 25 February 2026: none


Other French or foreign positions held outside the Group:


Other positions	Company	Date
Vice chairman	Royal United Services Institute	2021 to date
Chairman	Franco-British Council	2020 to date

Offices and positions expiring within the last five years: 1

Expired office	Company	Date
Independent Director, member of the Appointments, Remuneration and Governance Committee	Engie / Euronext Paris	2016 to 2024

4.2.1.4 Presentation of the members of the board of directors whose terms of office ended during the 2025 financial year



 French, 69 years old

- **First appointment:**
19 July 2023
- **Length of service:**
1 year
- **End of current term:**
23 July 2025
- 0 Getlink SE **ordinary shares** held at 25 February 2026

JEAN MOUTON

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 / regulation

Member de 1 committee: Nomination and Remuneration Committee

Board meeting attendance rate: 100%

Nomination and Remuneration Committee attendance rate: 100%

Biography, expertise and experience:

Jean Mouton is a graduate of the École Supérieure des Travaux Publics and holds an MBA from the University of Chicago. After starting his career at Vinci, he held the positions of senior partner and managing director for the Boston Consulting Group then that of senior advisor until 2020. Chairman of the Nexans board of directors since 2019, he is also a member of the supervisory board of the Aéroports de la Côte d'Azur group.

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

Jean Mouton ceased to be a Director of Getlink on 23 July 2025. He was replaced by Andrea Mangoni, who was co-opted as a Director by the Board of Directors on 24 July 2025. The ratification of this co-optation will be proposed to the general meeting on 27 May 2026.

Number of current offices in French or foreign listed companies, outside the Group on 25 February 2026: 1

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

Other French or foreign positions held outside the Group:

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

Offices and positions expiring within the last five years:

Office	Company/Place of listing	Date
Director	Mundys*	2022-2023
Associate director	Boston Consulting Group	2019-2020

* Formerly Atlantia S.p.A.

4 CORPORATE GOVERNANCE

4.2.2 THE PREPARATION, ORGANISATION AND WORK OF THE BOARD OF DIRECTORS

4.2.2.1 Ethics of the Board of Directors (relevant legal, Articles of Association and Internal Rules provisions)

The Board has approved a set of Internal Rules to complement the laws, regulations and Articles of Association, specifying the role and functional practices of the Board and its committees, with particular attention given to the principles of the Afep/Medef Code. The Internal Rules have been amended on several occasions, in line with changes in legislative and regulatory provisions, Getlink's own developments and as part of a continuous process of improving governance. In 2024, the Internal Rules were amended in order to specify the tasks of the Audit Committee and the Ethics and CSR Committee and how they relate to the formalisation of cross-functional preparatory meetings, in accordance with the obligations arising from the transposition of EU Directive 2022/2464, known as the CSRD (Corporate Sustainability Reporting Directive).

The Internal Rules include specific provision concerning the composition of the Board and the independence criteria applied to its members, the duties and powers of the Board, the rules relating to conflicts of interest, confidentiality, the information provided to members and the Internal Rules of each of the committees.

The main provisions of these Internal Rules are described below.

(a) Chairman of the Board

The Board appoints one of its members as Chairman for a period identical to their term of office as director, unless the Board sets a shorter term. The Chairman must be an individual.

The Chairman of the Board leads and organises the work of the Board and reports on this to the General Meeting. He ensures the proper functioning of Getlink SE's bodies and, in particular, that members of the Board are able to perform their duties.

The age limit for the position of Chairman of the Board is 70. The Committee 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. The Committee, wishing to reserve the necessary flexibility to organise the succession in the best possible way, has proposed to the Board that the age limit laid down in the Articles of Association for the Chairman of the Board be raised to 75. Following that recommendation, a resolution to amend Article 19 of the Articles of Association was approved at the General Meeting held on 14 May 2025. The amendment to the Articles of Association reconciles 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 members.

Should the Chairman be temporarily unable to carry out his duties or in the event of his death, the Board may appoint a director to serve in his place. When the impediment is temporary, the appointment is for a limited period, which may be renewed. In the event of the incumbent's death, the appointment is effective until a new Chairman is appointed.

(b) Board of Directors

Pursuant to the Articles of Association, Getlink SE is managed by a Board composed of between three and thirteen members plus the number of director(s) representing employees required by law.

Staff Representative Director(s)

The General Meeting held on 30 April 2020 voted to harmonise articles 15, 16 and 17 of the Articles of Association relating to members of the Board in order to reflect the wording of article L. 225-45 arising from French law 2019-486 dated 22 May 2019 relating to the growth and transformation of businesses, known as the "PACTE law" and has supplemented these arrangements with the possibility of making optional appointments.

Getlink appointed three Directors representing employees and their terms of office will expire at the end of the annual General Meeting of 27 May 2026. In order to comply with Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving the gender balance among Directors of listed companies and related measures (the 'WoB Directive') transposed into French law by Order No. 2024-934 of 15 October 2024 and Decree No. 2025-744 of 30 July 2025, the reduction in the number of Directors representing employees was decided by the Board at its meeting on 24 October 2025. Following the elections held on 26 and 27 January 2026, the group committee and the European company committee appointed two Directors representing employees who, in accordance with the articles of association of Getlink SE, will serve a four-year term starting at the General Meeting on 27 May 2026.

Staff Representative Directors have the same standing, rights and responsibilities as other directors.

Senior Independent Director

The Internal Rules of the Board allow for the appointment of a Senior Independent Director who must be independent as defined by the Afep/Medef Code. The Senior Independent Director is appointed for the duration of his term of office as director. Notwithstanding the separation of functions in place since 2020 and in order to align with best governance practices, the role of Senior Independent Director has been entrusted to Bertrand Badré, an independent director, who has extensive experience in the field of governance, as shown in his director's biography; Bertrand Badré has, through his length of service on the Board, also developed a detailed knowledge of Getlink, its sector of activity, its financing and its major challenges.

The Senior Independent Director assists the Board. In order to ensure the proper functioning of the governing bodies, he has the following duties:

- monitor and manage any potential conflict of interest situations that may arise for the executive officers and other directors;
- suggest additional agenda items to the Chairman for meetings of the Board;
- ensure that the Board and committees adopt good governance; and
- manage the annual assessment of the Board on the basis of an anonymous detailed questionnaire on the roles and competence of the Board, its functioning as a whole and the areas dealt with by the Board and its committees.

As Senior Independent Director, he may be given additional duties related to the proper functioning of the Board. This may include providing support for the operations of the Board, conducting an annual assessment of its performance and arranging meetings within the framework of ad hoc committees and executive sessions that he chairs.

The Senior Independent Director will receive remuneration for this role equivalent to that of a committee chairman.

Environment and Climate Lead Director

In order to support the Group to move towards a lower carbon economy, the Board of Directors of Getlink SE has instituted the possibility of appointing an Environment and Climate Lead Director. The Environment and Climate Lead Director at the date of this Universal Registration Document is the chairwoman of the Ethics and CSR Committee, namely Corinne Bach.

The role of the Environment and Climate Lead Director is to ensure that the Board of Directors is able to make informed decisions on a just transition and encourage a long-term transformational approach to climate change issues.

The Environment and Climate Lead Director transparently monitors the company's progress in relation to the transition programme decided by the Board of Directors. To this end, the Environment and Climate Lead Director may, in particular:

- ensure that the Board of Directors is fully informed of the progress of the workstreams in accordance with the defined trajectory and in relation to crucial milestones, to enable the company to prepare itself on different time scales;
- provide regular, cross-functional updates on science, innovation, peer initiatives and regulations to the Ethics and CSR Committee;
- invite experts, in the Ethics and CSR Committee or in the full meeting of the Board of Directors, to discuss specific issues, to strengthen collective knowledge; and
- consider the creation of an independent stakeholder panel to inform Board decisions.

(c) Information and training of directors – communication via a secure digital platform

The Chairman of the Board of Directors ensures that the directors have the information they need to carry out their duties. This information is provided to them in a timeframe that allows them to carry out their duties in the best possible conditions. A briefing on the Group's main areas of activity, market trends and the economic, financial and institutional context is sent to the directors every month. The Board is also regularly informed of market developments, the competitive environment and the main challenges facing the company including in the area of social, societal and environmental responsibility. More generally, the directors receive all useful information between meetings of the Board, if the importance or urgency of the information so requires. In particular, Directors may supplement this information with meetings with the Group's main executives.

Accordingly, in 2025, presentations given prior to or during Board meetings and at the annual strategy session focused on the latest technological trends (generative AI), issues relating to the Group's regulated environment or more operational subjects relating to the Group's asset renewal plan in the rail sector, the Group's sustainable development and smart borders offerings and the Group's electricity transmission activities. In January 2026, the Board members were invited to take part in discussions on the implementation of the Group's climate strategy, as part of the *Rencontres du Climat* (climate talks), which aim to share and develop with public and private decision-makers the research work carried out by the Toulouse School of Economics and its chair InECCA - Initiative for Effective Corporate Climate Action - created in May 2022 in partnership with Getlink.

Getlink, which is a member of the Institut Français des Administrateurs (French institute of directors), offers all directors the opportunity to benefit from the training that it offers and Getlink also offers training on the specific characteristics of the Group, its businesses and its sector of activity, or on specific topics falling within the remit of the committees on which they sit. One of the Staff Representative Directors was given training by the Institut Français des Administrateurs (IFA) in governance and compliance (developing a compliance culture, identifying and prioritising governance risks with regard to compliance, measuring the responsibilities of corporate officers, organising governance to manage the new governance challenges in connection with the CSRD, preventing corruption, embargoes etc), understanding the scope of local regulations and extraterritorial laws, as well as the certification programme for company directors given by Sciences Po and other training courses, particularly in languages.

4 CORPORATE GOVERNANCE

At the instigation of the Chairman of the Board of Directors, all new directors receive training to give them a better insight into the company and its activities. Getlink SE organises training in the specific areas of the Group's businesses to help them integrate, including site visits. These visits, which allow a dialogue with the Group's operational teams, contribute to a better understanding of Getlink's business.

The Board of Directors has a digital platform, which makes the documents of the Board of Directors and the committees available in a fluid, rapid and secure manner. The Board of Directors has been using a secure video-conferencing tool for its meetings when they are held remotely.

(d) Meetings of the Board

The Board meets as frequently as the interests of the company require and at least three times each year. Meetings are called by the Chairman or by the director designated to act in the Chairman's place and are held at the registered office or at any other place specified by the person who calls the meeting. However, if the Board has not met for more than two months, directors representing at least one third of the members of the Board and/or the Chief Executive Officer, if appointed, may request that the Chairman call a meeting on a specific agenda.

Meetings of the Board are conducted in French with a free translation into English. Documents provided to members for meetings of the Board, as well as minutes of the meeting, are prepared in French with a free translation into English.

The General Meeting of 14 May 2025 amended Article 20 of the Articles of Association ('Deliberations of the Board') in order to bring them into line with Law no. 2024-537 of 13 June 2024 aimed at increasing the financing of businesses and the attractiveness of France (the "Attractiveness Law"); the purpose of the amendment to the Articles of Association is to simplify the procedures for decision-making by the Board through written consultation, to specify the procedures for this consultation and to provide for the possibility for any director to object to the use of written consultation.

(e) Quorum

The presence of at least one half of the serving members is required for a meeting of the Board to proceed to business. The Internal Rules of the Board provide that members are deemed to be present within the meaning of article L. 225-37 of the French Commercial Code, for the purpose of calculating the quorum and majority, when they participate by videoconference or other means of telecommunication that enable them to be identified and to participate in the meeting in accordance with governing laws and regulations.

In the event of a directors' written resolution, the directors are deemed to be "present or represented" if they have replied in writing within the prescribed time limit.

(f) Majority

Decisions are taken by a majority of members present or represented, with the Chairman casting the deciding vote in the event of a tied vote.

(g) The Board's responsibilities

The Board determines Getlink SE's business objectives and oversees their implementation. Subject to the powers expressly granted to shareholders in General Meetings and within the limits of the corporate purpose, the Board may consider any matter affecting the proper functioning of Getlink SE and takes decisions in this respect in the interest of all shareholders.

The Board of Directors is committed to promoting the creation of long-term value in the organisation by considering the social and environmental challenges of its activities. The Board regularly considers, in connection with the strategy it has defined, financial, legal, operational, social and environmental and other opportunities and risks, as well as the measures taken as a result. The Board ensures, where appropriate, that a system is in place to prevent and detect corruption and influence peddling. It also ensures that executive officers implement a policy of non-discrimination and diversity, in particular with regard to the balanced representation of women and men on management bodies.

In its relations with third parties, Getlink SE is bound by decisions of the Board that do not fall within its corporate purpose, unless it can prove that the third party knew or should have known in the circumstances that the decision exceeded the corporate purpose. However, the publication of the Articles of Association does not alone constitute such proof.

The Board may carry out such controls and checks as it deems appropriate. Each director receives all information and documents needed to perform their duties in accordance with the conditions set out in the Internal Rules of the Board and recommended by the Afep/Medef Code, particularly as regards confidentiality.

The Board may decide to establish committees for the purpose of considering issues that the Board or its Chairman may submit for their review. The Board determines the composition and terms of reference of the said committees, which conduct their business under the responsibility of the Board. The Board also determines the remuneration of the committee members, if any.

The Board decides or authorises the issue of debt securities pursuant to article L. 228-40 of the French Commercial Code, unless the General Meeting resolves to exercise this power.

(h) Board members' rights, information and ethics (Ethics Charter, code of conduct, Internal Rules)

From the outset the Group has been built on strong values, which ensure cohesion and ensure its future and its development. The Board is committed to promoting these values within the Group, as well as best practice in governance and ethics.

Governance

The Board of Directors ensures that the ethical culture and principles applicable to management and the entire staff are communicated within the business. As set out in section 3.4 of this Universal Registration Document, general management supports the ethics and compliance policy with, in particular, a strong zero-tolerance anti-corruption message.

Group Ethics Charter

As indicated in section 3.4 of this Universal Registration Document, the Group has established a Group Ethics Charter. In accordance with the United Nations Global Compact, the Group Ethics Charter describes the fundamental values which must guide every team member, whatever the circumstances, by reference to the OECD guidelines for multinational companies. The Ethics Charter was updated in 2022 to bring it into line with the new “whistleblowing” policy amended following the entry into force of French law 2022-401 of 21 March 2022 and its implementing decree no 2022-1284 of 3 October 2022. The revised version of the Group Ethics Charter was introduced in 2023 following the information-consultation procedure with the staff representative bodies concerned and published on the Getlink website: “charte-en-web_compressed.pdf (getlinkgroup.com)”.

The Directors’ Charter

The Directors’ Charter sets out the rights and obligations of each director, in particular with regard to conflicts of interests. Each director undertakes to abide by this charter and carry out their duties with independence, integrity, loyalty and professionalism. The Board members undertake to respect the guidelines contained in this Charter and set out below.

- **Attendance:** each director undertakes to devote the necessary time and attention to his duties. He shall ensure that the number and burden of his directorships leave him sufficient availability, particularly if he also holds executive functions. He should attend meetings of the Board of Directors and of the specialist committees of which he is a member diligently and assiduously. He attends General Meetings of Getlink SE’s shareholders.
- **Ethics, loyalty and good faith:** The director does not take any initiative that could harm the interests of the business and acts in good faith in all circumstances. He personally undertakes to respect the total confidentiality of the information he receives, the debates in which he participates and the decisions that are taken. He shall refrain from using for his own benefit or for the benefit of anyone else the confidential or privileged information to which he has access. In particular, when they have information about the business that has not been made public, they must not use it to trade in the business’s securities nor have a third party trade in them.
- **Conflict of interest:** as indicated in the following text, the Chairman of the Board and/or the Senior Independent Director ensures that the Board and its committees abide by governance practices and is responsible for handling any conflict of interests of executive officers and other members of the Board: *“Directors undertake, in all circumstances, to maintain their independence of analysis, judgement, decision and action and to reject any direct or indirect pressure on them from other directors, groups of shareholders, creditors, suppliers, and more generally, any third party. In particular, directors must avoid plurality of functions within companies, which directly or indirectly compete with the company, such plurality being likely to affect the interest of the company, or its governance. [...] Directors undertake not to seek or accept from the company or the subsidiaries thereof, directly or indirectly, any advantages likely to affect their independence.”*

Conflicts of interest within the Board are managed as follows:

- all directors are under the obligation to inform the Board of any circumstances – even potential – of a conflict of interest between themselves (or any individual or legal entity with which they have a business relationship) and Getlink SE or any of the companies in which Getlink SE has an interest, or any company with which Getlink SE intends to enter into an agreement of any nature whatsoever;
- if a director is unsure about the existence of a conflict of interest – even potential – he or she must immediately inform the Chairman of the Board who will have the responsibility of deciding whether or not the Board must be informed, and thereupon initiate the procedure for managing conflicts of interest;
- if the member of the Board referred to in the previous subparagraph is in fact the Chairman of the Board, the Chairman must inform the Senior Independent Director of the Board, or failing that, the Board itself;
- the relevant director must refrain from voting in the Board’s decision regarding the conclusion of the agreement in question and from participating in the discussion preceding that vote; and
- additionally, the Chairman of the Board, the members of the Board, the Chief Executive Officer and, as the case may be, the deputy chief executive officer(s) are under no obligation to communicate information or documents relating to the agreement or the transaction from which the conflict of interest arose to the member or members of the Board when they have reasonable grounds to believe that the member or members have a conflict of interest; they must inform the Board of the information or documents being withheld.

4 CORPORATE GOVERNANCE

Securities Ethics Charter

The Board drew up a code of conduct governing transactions in securities so as to ensure the prevention of any insider trading issues. This code was updated most recently in January 2023. The Securities Ethics Charter sets out the essential ethical principles and the applicable preventive measures, with specific preventive measures for financial transactions. The code contains a description of the legal and regulatory provisions applicable, together with details of potential sanctions. This code sets out the blackout periods for securities transactions and the exercise of options. This recommendation covers all types of exercises of options including simple exercises, i.e. options exercised without an ensuing sale. The code defines the following blackout periods:

- a minimum of 30 calendar days prior to the publishing of the annual and half-yearly financial statements; and
- a minimum of 15 calendar days prior to the publishing of the quarterly disclosures.

Each director undertakes to comply with the Securities Ethics Charter and in particular with the following obligations:

- a general obligation to abstain from holding inside information on any issuer;
- compliance with the calendar of negative windows published by Getlink SE each year; and
- reporting obligations.

When a director enters into a transaction in Getlink SE's securities, he is obliged to report it to Getlink SE and to the relevant regulator within the time limits and in accordance with the provisions provided for by the relevant regulations. This reporting obligation is also applicable to transactions in Getlink SE's securities carried out by persons closely connected to the director as defined in the European Market Abuse Regulation.

The Securities Ethics Charter sets out how requests for authorisation relating to the execution of transactions on Getlink securities by the persons concerned and requests for advisory opinions during negative windows are handled.

The Securities Ethics Charter is part of the regulations established by Regulation (EU) No. 596/2014 on market abuse in relation to the disclosure of inside information (the "MAR Regulation").

(i) Directors' fitness to serve (statements as at the date of this Universal Registration Document)

In accordance with Article L. 225-37-4 of the French Commercial Code, the list of positions held by the Chairman, Chief Executive officer and directors of Getlink is set out in section 4.2.1 above.

- **Declaration of non-conviction:** to the best of Getlink SE's knowledge, during at least the last five years none of the members of the Board of Directors nor general management has been convicted of fraud, bankruptcy, receivership, liquidation or had a business or businesses placed under judicial administration, official public summons and/or sanction pronounced by statutory or regulatory authorities nor has been prevented by a court from acting as a member of an administrative, management or supervisory body of an issuer or from intervening in the management or conduct of the affairs of an issuer.
- **Conflicts of interest:** to the best of Getlink SE's knowledge, there are no potential conflicts of interest between the duties to Getlink SE of any of the persons referred to in sections 4.1.1, 4.1.2 and 4.2.1 above and their private interests or other duties.
- **Summary statement of transactions** in Getlink shares reported to the AMF by persons discharging executive officer responsibilities and persons closely connected to them.

In accordance with Article 223-26 of the AMF General Regulation, the transactions in Getlink shares below have been reported to the AMF by the Chairman of the Board, the Chief Executive Officer, the other directors of Getlink SE or persons closely connected to them during the 2025 financial year and at the start of 2026:

Director	Financial instrument	Type of transaction	Transaction date	Transaction location	Unit price*	Number	Transaction amount*
Andrea Mangoni	Shares	Acquisition	10/12/2025	Euronext Paris	15.25	3 942	60,115
Elisabetta De Bernardi	Shares	Acquisition	10/12/2025	Off market	15.18	700	10,626
P. Vanderbec	Shares	Grant	15/05/2025	Off market	16.96	130	2,205
P. Vanderbec	Shares	Disposal	16/05/2025	Euronext Paris	17.42	100	1,742
B. de Ruffray	Shares	Purchase	12/03/2025	Euronext Paris	15.40	2,000	30,800
Y. Leriche	Shares	Acquisition	15/05/2025	Off market	16.96	21,500	364,640
S. Sauvage	Shares	Grant	15/05/2025	Off market	16.96	130	2,205
B. Poirson	Shares	Purchase	01/04/2025	Euronext Paris	16.14	2,500	40,350
S. Flood	Shares	Purchase	15/03/2025	Off market	15.50	1,711	26,520
J. Gounon	Shares	Release of pledge	10/10/2025	Off market	–	235,294	–

* Amounts in euros unless stated to the contrary.

As indicated in section 4.2.1 of this Universal Registration Document, the Articles of Association set a minimum number of shares that directors must hold during their term of office. The Chairman of the Board and the Chief Executive Officer are bound by this statutory shareholding requirement.

In addition, the executive officers are bound by a shareholding obligation, it being specified that in the case of the executive officer, a significant part of his remuneration depends on and/or is indexed to the performance of Getlink shares. The remuneration policy for executive officers, presented in chapter 5 of this Universal Registration Document, specifies, in section 5.1.1 of this Universal Registration Document, the specific rules for holding and retaining long-term remuneration instruments for chief executive officers:

- individually limited grants;
- restrictive rules for holding and retaining shares;
- prohibition of leveraged transactions on Getlink shares or speculative transactions on all performance shares; and
- final grant (in case of departure of the chief executive officer) at most prorated according to the actual presence of the executive officer in the Group during the period of assessment of the performance conditions.

Transactions by the Chairman, chief executive officers and Board members in Getlink SE's financial instruments are governed by the Securities Ethics Charter described in section 4.2 of this Universal Registration Document.

Service contracts between members of the administrative and management bodies and Getlink SE

No Getlink SE director is bound by an employment contract and/or a service contract with the company.

(j) Non-regulated agreements

Getlink has set up an internal control procedure for regulated and non-regulated agreements in accordance with the relevant regulations pursuant to French law 2019-486 for the growth and transformation of companies of 22 May 2019 (the "PACTE law").

The agreements covered by article L. 225-38 of the French Commercial Code, referred to as "regulated agreements", are subject to a specific procedure and must be subject to prior authorisation by the Board of Directors and a special report by the statutory auditors before being presented to the General Meeting for approval.

Agreements relating to current operations and concluded under normal conditions as well as intra-group agreements between two companies, one of which directly or indirectly holds 100% of the capital of the other, are in principle excluded from this control procedure.

The internal procedure describes the following:

- the parties involved and the criteria to be considered in order to qualify a current transaction and a transaction concluded under normal conditions;
- the procedure for identifying agreements, which is based on an assessment conducted by the finance department, the legal department with the support of the teams concerned and a review at least once a year of current agreements entered into under normal terms and conditions; and
- the specific procedures to be applied depending on whether the agreement is a standard agreement entered into under normal conditions, subject to an annual review by the Board of Directors, or a regulated agreement, subject to prior authorisation by the Board and approval by the General Meeting as well as an annual review.

Extracts of the Board's Internal Rules

Role of the Board of Directors (article 1)

The Board of Directors has the following roles as part of its management responsibilities for Getlink SE, which it undertakes in the best interests of the company taking into consideration the social and environmental aspects of its activity and the framework of its legal and constitutional obligations:

- appoints or removes the executive officers and decides whether the Chairman and Chief Executive Officer roles should be combined or separate;
- defines Getlink's strategy guidelines, including medium-term strategic plans and including CSR, as well as proposed investments, divestments and internal reorganisations and the Group's overall human resources policy, in particular its remuneration, profit-sharing and staff incentive policy as well as its policy of non-discrimination and diversity, in particular with regard to equal pay and balanced representation of women and men in management bodies and carries out an annual appraisal of the performance of general management;
- considers major strategic transactions involving the acquisition or disposal of equity investments and assets, partnership agreements, joint ventures or cooperation agreements relating to research, development, industrial or commercial matters, litigation and significant transactions and more generally any operation or undertaking that could have a significant impact on the financial or operating situation of the Group; any significant transaction outside the annual budget is subject to prior approval by the Board; this rule applies to external acquisitions and disposals, as well as major investments in organic growth or significant internal reorganisation including those envisaged in article 3 of the Internal Rules;
- approves the annual financial statements, approves the management and corporate governance reports, approves the half-yearly financial statements and the forecast financial statements referred to in article L. 232-2 of the French Commercial Code;
- authorises Getlink SE's Chief Executive Officer, with the option of sub-delegation, to grant sureties, endorsements and guarantees, setting an overall ceiling for each financial year and, where applicable, a maximum amount per transaction;
- approves the annual budgets and regularly monitors their execution;

4 CORPORATE GOVERNANCE

- is kept informed by its Chairman and its committees of all significant events affecting the business, financial situation and cash flow of Getlink SE and the Group and of the company's commitments. It is informed in a timely manner of the company's liquidity position so that it can take, where necessary, decisions regarding its financing and its debt;
- sets the annual performance objectives of the executive officers and determines their remuneration in accordance with the principles defined, as amended, and submits this remuneration to the General Meeting for vote in accordance with the conditions required by law and the recommendations of the Afep/Medef Code;
- takes note of the essential characteristics of the internal control and risk management systems adopted and implemented by general management. Specifically, the Board checks with general management that the steering procedure and internal control and risk management systems are able to ensure the reliability of the company's financial disclosures and give a true and fair view of the results and financial position of the company and the Group;
- takes note of the essential characteristics of the anti-corruption measures adopted and implemented by general management;
- ensures that strategies and objectives are in place for the known major risks facing the company, and that these major risks are taken into account in the company's management;
- approves the Group governance policy, i.e. the corporate governance guidelines given by Getlink SE to the entities it consolidates and the appointment of their corporate officers; a director may be appointed as a member of the board of directors of a Group subsidiary;
- ensures that proper information is provided to shareholders and the public, particularly through the control that it exercises over information provided by the organisation; in this capacity, it defines the communication policy of Getlink SE. In particular, it approves the text of press releases announcing annual and half-yearly financial results as well as any significant event with respect to the financial markets; and
- approves regulated agreements as required by the laws and regulations in force at the relevant time.

The Internal Rules state that shareholders should be consulted when the sale of assets representing one half or more of the company's assets over the last two financial years is considered. This threshold is considered to have been attained when two ratios reach or exceed half of the consolidated amount (calculated for the divesting company over the previous two financial years). Ratios include:

- revenue realised by the assets or operations sold to total consolidated revenue;
- the sale price of the asset(s) sold to the stock market capitalisation of the Group;
- the net carrying amount of the asset(s) sold to the total consolidated balance sheet;
- the pre-tax current net result generated by the assets or operations sold to consolidated pre-tax current net result; and
- the number of employees of operations sold compared to the total Group workforce.

Members of the Board (article 2)

- Irrespective of their specific position or competences, each director must act in the best interest of the company.
- Each director must devote the time and attention necessary to fulfil their duties and participate in meetings of the Board and of the committees of which they are a member.
- The Board must be composed of members chosen for their skill and experience relevant to the business of the Group.
- Members of the Board may attend training sessions on matters specific to the business, its activities or its business sector, such training being organised by Getlink SE on its own initiative or at the request of the Board.
- Each director is required to notify the AMF and Getlink SE of all acquisitions, disposals, subscriptions, exchanges of financial instruments issued by Getlink SE or transactions in related financial instruments as required by applicable regulations.
- The duties of directors are as described in the Afep/Medef Code. Before accepting the position, Directors must ensure that they are aware of the general obligations of Board members and of those specific to their role. Directors must be aware of all relevant provisions of the governing law, the Articles of Association of Getlink SE and the Internal Rules of the Board that apply to them.
- Each director has the obligation to disclose to the Board any actual or potential conflict of interest between them and Getlink SE or the Group and must abstain from discussions and votes on matters considered at meetings of the Board to which the conflict of interest relates, unless the conflict of interest arises in connection with an agreement entered into in the ordinary course of business under normal conditions. *In respect of Eleclink, the Internal Rules contain restrictions for members who represent or have a professional activity in an electricity generation or supply company.*
- The number of additional appointments held by members of the Board in listed companies outside the Group is limited to two additional appointments in listed companies outside the Group for executive officers and to four additional appointments in listed companies outside the Group for other directors. This includes any appointments held in foreign listed companies. Board members must inform the Board of any new appointment. The limit is assessed on each appointment or re-appointment. In accordance with recommendation 20.2 of the Afep/Medef Code, executive officers must receive prior advice from the Board before accepting another appointment in a listed company.
- Board members must all contribute towards determining the business strategy of the Group and overseeing the implementation of such strategy. They must supervise the management of the Group appropriately.

- All papers and packs provided at meetings of the Board and all information obtained during or outside such meetings of the Board are strictly confidential without exception, regardless of whether it was marked confidential. Board members must consider themselves bound to secrecy beyond a mere obligation of discretion.
- In addition to this obligation of confidentiality, Directors undertake not to make public statements in their capacity as members of the Board on any matter pertaining to the Group, whether or not related to meetings of the Board, without the prior consent of the Chairman.
- Every director must comply with all market regulations intended to prevent market abuse that would be harmful to the interests and reputation of the Group.

Independent Directors (article 2.2.2)

At least half of the directors must be independent within the scope of and in accordance with the criteria set out in recommendation 10.5 of the Afep/Medef Code.

The criteria for directors to be viewed as independent are the following:

- *not to be nor have been during the course of the previous five years:*
 - *an employee or chief executive officer of Getlink SE;*
 - *an employee, chief executive officer of a company or a director of a company consolidated within Getlink SE;*
 - *an employee, chief executive officer or a director of the company's parent company or a company consolidated within this parent;*
- *not to be nor have been during the previous five years an executive corporate officer of a company in which Getlink SE holds, either directly or indirectly, a directorship or in which an employee appointed as such or an executive corporate officer of the company (currently in office or having held such office for less than five years) is a director;*
- *not to be a customer, supplier, investment banker, commercial banker nor advisor:*
 - *that is material to Getlink SE or the Group;*
 - *or for whom Getlink SE or the Group represent a significant part of their business.*

The evaluation of how significant the relationship is with Getlink SE or the Group must be debated by the Board and the quantitative and qualitative criteria that led to this assessment (continuity, economic dependence, exclusivity etc) are described in the corporate governance report. The Board of Directors assesses the significance of the business relationship with the company. The significance or not of a business relationship is not only considered in terms of quantitative criteria. The Board also considers other parameters when determining whether such a relationship is material and free of major conflict.

- *not to be related by close family ties to a corporate officer;*
- *not to have been an auditor of the company within the previous five years;*
- *not to have been a director of Getlink SE for more than 12 years.*

Board members representing substantial shareholders of the company may be considered independent so long as such shareholders do not participate in the control of the company. However, where the interest of the shareholder in question exceeds 10% of the share capital or voting rights, the Board must consider the matter of the director's independence, on the basis of a report from the Nomination and Remuneration Committee, taking into account the structure of the capital of the company and the existence of potential conflicts of interest.

Independent directors who have served more than 12 years as a director of Getlink SE shall no longer be considered independent and shall resign from office as a director of Getlink SE no later than 12 months afterwards.

Directors who have reached the age of 80 shall resign from office no later than 12 months after their 80th birthday.

Chairman of the Board of Directors (article 2 bis)

In accordance with the law and the company's Articles of Association, it is up to the Board of Directors to decide whether or not to entrust the general management of the company to the Chairman of the Board, at the time of his appointment.

Main responsibilities

In either case, the Chairman organises and directs the work of the Board of Directors, ensures the proper functioning of the company's bodies and, in particular, that the directors are able to carry out their duties in accordance with the principles of good governance.

4 CORPORATE GOVERNANCE

The Chairman organises and directs the work of the Board and ensures that the Board and the Board Committees operate efficiently and in accordance with the principles of good governance. Within this framework, the Chairman ensures that:

- the highest standards of integrity, probity and governance are promoted within the Group, in particular at Board level, thereby ensuring the effectiveness of the Board;
- the relationship between the directors/Chairmen of Board Committees is managed and, in this respect:
 - effective relationships and open communication are promoted and an environment that allows for constructive debate and exchange, both during and outside of meetings, among directors is created;
 - he provides leadership and governance to the Board of Directors so as to foster the necessary conditions for overall effectiveness of the Board and individual directors and that all key and appropriate issues are well prepared and discussed by the Board and the various committees in a timely manner;
 - the schedule of Board meetings is set, in consultation with the Chief Executive Officer and the Board secretary, and that the agenda takes full account of issues of importance to the Group and those that may be raised by directors and that sufficient time is devoted to an in-depth discussion of significant and strategic issues with the Board devoting the necessary time to issues concerning the future of the Group, and in particular its strategy;
 - deal with conflicts of interest, lead the Board evaluation process, the search for new Board members and the induction programme in conjunction with the relevant committees;
 - shareholder General Meetings are organised, in conjunction with the Chief Executive Officer and the chairs of the various committees and chairing those meetings, relations with shareholders are supervised and that there is effective communication with them;
- the relationship with the Chief Executive Officer is managed:
 - he acts as an experienced advisor to the Chief Executive Officer on all matters concerning the interests and management of the company;
 - the Chief Executive Officer implements the strategies and policies determined by the Board effectively, without prejudice to the prerogatives of the Board of Directors and its committees, the Chairman is regularly informed by the Chief Executive Officer of any significant event relating to the company's strategy within the framework of the guidelines set by the Board, as well as major external growth projects, major financial transactions, corporate actions or the appointment of business unit managers and key corporate functions. He receives from the Chief Executive Officer all useful information in order to coordinate the work of the Board and its committees.
- he manages all potential conflicts of interest as set out in the Directors' Charter.

Information

The Chairman ensures that the information provided to the directors enables them to make informed decisions and, when he is not in charge of general management, he ensures that the Chief Executive Officer communicates the documents and information necessary for the directors to be able to perform their duties. The Chief Executive Officer keeps the Board regularly informed of significant events and situations relating to the life of the Group and the Board may ask him for any information that may enlighten the Board and its Committees. He may meet with the statutory auditors in order to prepare the work of the Board. The Chairman of the Board is kept informed by the Chief Executive Officer of significant events and situations, in particular urgent situations relating to the life of the Group, so that the Chairman may inform the Board. He may ask the Chief Executive Officer for any information likely to be useful to the Board.

The Chairman of the Board's duties include ensuring that the Board is informed of any issue relating to compliance with the principles of corporate social and environmental responsibility, market trends, the competitive environment and the main challenges (regulatory issues, when applicable), and that the Chief Executive Officer communicates in a timely manner any information that he deems relevant in this respect; the Chairman of the Board ensures that shareholders' rights are respected when General Meetings are being organised.

Chief Executive Officer (article 3)

The Chief Executive Officer is vested with the broadest powers to act in all circumstances in the name of the company subject to the restrictions resulting from the obligation to submit decisions relating to the significant transactions referred to in article 1 of these Internal Rules to the Board for prior approval.

The following transactions are considered to be significant (non-exhaustive list):

- any acquisition and disposal of assets or equity interests, investment or divestment, creation, acquisition or disposal of any subsidiary or equity interest, or internal restructuring, when the total of such investment exceeds €20 million;
- to the extent compatible with the contracts and commitments in force at the relevant time, any borrowing of an amount in excess of €10 million, as well as any refinancing or voluntary repayment of any indebtedness;
- any transaction having an impact on equity, where the amounts involved exceed €10 million;
- in the event of a dispute, the conclusion of all treaties or transactions, or the acceptance of all compromises, when the amounts involved exceed €10 million;
- the granting of any security interest in the company's assets.

When such transactions, decisions or commitments give rise to successive payments linked to the achievement of results or objectives to the third party or parties involved in the contract, the limits are assessed by adding these different payments together. The prior approval procedure is not applicable to intra-group transactions and decisions that will give rise to the conclusion of agreements exclusively involving subsidiaries and the company itself.

The Chief Executive Officer is responsible for the appointment of senior management; however, he will inform the Board of the identity, skills and experience of the selected candidates before appointing the main operational managers and heads of functions.

Board proceedings, videoconferencing or teleconferencing (article 4)

The Internal Rules of the Board state that directors may participate in meetings by all means authorised by law and the Articles of Association, including videoconferencing or teleconferencing as long as such videoconferencing or teleconferencing facilities (i) enable the transmission of at least the voices of the participants and (ii) satisfy technical requirements enabling the continuous and simultaneous transmission of the proceedings.

The Board may also take written decisions as set out in the third paragraph of article L. 225-37 of the French Commercial Code. Thus, on the initiative of the Chairman, the Board may adopt, by way of written consultation, certain decisions, provided that they are included in the matters provided for by law.

Information for Board members (article 5)

The Chairman or the Chief Executive Officer gives each director the documents and information needed to carry out their duties, subject to the confidentiality obligations described in the Internal Rules.

Committees (article 6)

The Board may establish temporary or permanent specialised committees consisting of members appointed by the Board, with one committee member designated by the Board as the committee chairman.

The Board has established an Audit Committee, a Nomination and Remuneration Committee, a Safety and Security Committee and an Ethics and CSR Committee.

Senior Independent Director (article 7)

The Board may appoint a Senior Independent Director. This director must be an independent director within the meaning of article 2.2.2 of the Internal Rules above.

The Senior Independent Director assists the Board of Directors. In order to ensure the proper functioning of the governing bodies, he has the following duties:

- monitor and manage any potential conflicts of interest of executive directors and other members of the Board of Directors;
- suggest items for the agenda of Board meetings to the Chairman, as appropriate;
- ensure that the Board and its Committees adopt good corporate governance;
- conduct an annual evaluation of the Board of Directors on the basis of a detailed anonymous questionnaire covering the roles and responsibilities of the Board, its overall operation and the areas of activity of the Board and its committees.

Environment and Climate Lead Director (article 8)

The Board may appoint a Environment and Climate Lead Director. The role of that director is to ensure that the Board of Directors is able to drive forward a fair transition in full knowledge of the facts and encourage a long-term transformational approach that will enable progress to be made on climate issues.

4 CORPORATE GOVERNANCE

4.2.2.2 Operation of the Board of Directors

In 2025, the Board held seven meetings including one in the form of a strategy meeting. The average attendance rate per meeting for directors was more than 98%, demonstrating the involvement and availability of the directors throughout the year.

Attendance at meetings of the Board in 2025

Board Meetings	Number of meetings	Attendance
Jacques Gounon	7	7 100%
Corinne Bach	7	7 100%
Bertrand Badré	7	7 100%
Elisabetta De Bernardi di Valserra	7	7 100%
Mark Cornwall	7	7 100%
Sharon Flood	7	7 100%
Jean-Marc Janaillac	7	7 100%
Marie Lemarié	7	7 100%
Yann Leriche	7	7 100%
Jean Mouton	3	3 100%
Andrea Mangoni	4	4 100%
Brune Poirson	7	6 85.7%
Benoît de Ruffray	7	7 100%
Peter Ricketts	7	7 100%
Stéphane Sauvage	7	7 100%
Philippe Vanderbec	7	7 100%

The strong participation of directors throughout the year should be noted. The frequency of meetings and attendance rate are the first objective factor which this year once again offer assurance that the Board is fully in a position to fulfil its role.

The Internal Rules provide that, in certain areas, the Board's discussions are prepared by the specialist committees, which enables the Board of Directors to carry out its functions in the best possible conditions. The attendance rate at meetings of the various specialist committees is 100% for the 2025 year. Information on these specialist committees is set out in section 4.2.2.3 below.

Recurring topics

In 2025, in addition to financial and legal authorisations, the Board placed its focus mainly on issues of strategy, the accounts, financial communications, risks and corporate and business governance. At each of its meetings, the Board discussed the progress of the business, took note of share activity and relative performance.

The company's results

- Report on the work of the Audit Committee, as set out in section 4.2.2.3 below.
- Review and approval of the consolidated and parent company financial statements and related reports as at 31 December 2024.
- Review of the consolidated summary financial statements and the half-yearly activity report both as at 30 June 2025.
- Review and approval of the press releases relating to the annual and half-yearly consolidated accounts.
- Proposal for the appropriation of the result and distribution of dividends.
- Preparation of the management forecast documents for 2025.
- Approval of the budget.

Strategy

A dedicated Board session was held to review the overall strategy and business development in line with the business model, including external growth projects, capital allocation, investor perception analysis, Equity Research's analysis of the Group's vision, shareholder dividend policy and investments in infrastructure and rolling stock.

Corporate governance

- Review and approval of the draft resolutions proposed at the 2025 Annual General Meeting.
- Review and approval of the management report for the 2024 financial year and the corporate governance report.
- Informing the Board on Getlink's dialogue with its shareholders and proxy agencies, in particular in connection with the preparation of the Annual General Meeting.
- Review of the information relating to the sustainability report and the report of the relevant auditors.
- Review of the composition of the Board and the staggering of terms of office in preparation for the 2025 Annual General Meeting and review of the directors' succession plan as set out in section 4.1.1 above.

- Approval of the amendment to the Articles of Association, the revised version of which was approved by the 2025 General Meeting as indicated in section 4.1.1 above.
- Review and oversight of the tender procedure for the rotation of the statutory auditors and approval of the new statutory auditors on the recommendation of the Audit Committee responsible for overseeing the tender procedure, as indicated in section 8.5 of this Universal Registration Document.
- Updating of the Board's Internal Rules, in particular to specify the tasks of the Audit Committee and the Ethics and CSR Committee and how they relate to the formalisation of cross-functional preparatory meetings, in accordance with the obligations arising from the transposition of EU Directive 2022/2464, known as the CSRD (Corporate Sustainability Reporting Directive).
- Reports on the work of the various committees as set out in section 4.2.2.3 above.
- Review of the succession plan for the Chairman of the Board in anticipation of the end of his term of office at the end of the 2026 General Meeting and the proposal to amend Article 19 of the Articles of Association relating to the age limit applicable to the Chairman of the Board to be submitted to the General Meeting of Shareholders of 14 May 2025. The General Meeting held on that day voted in favour of the decision and the corresponding amendment to the Articles of Association;
- Review of the qualifications of the independent directors.
- Reviewing the diversity objectives of the Board.
- Review of the self-assessment of the functioning of the Board and the specialist committees prepared by the Senior Independent Director. The Board considered the results of the self-assessment in accordance with the methodology adopted by the Board for conducting such assessments, which complies with the current Afep/Medef Code (as set out in section 4.2.3 below).
- Annual review of current and regulated agreements.
- Monitoring of the gender balance of executive officers.

Remuneration

- Report on the work of the Nomination and Remuneration Committee, as set out in section 4.2.2.3 below.
- Remuneration of the executive officers.
 - Review of the remuneration for the 2025 financial year (*ex-post* remuneration).
 - Determination of the remuneration principles for the 2026 financial year (*ex-ante*)
- Allocation of free shares under the collective plan for all Group employees and under the plan for the allocation of performance shares to key employees and chief executive officers.

Financial management of the company

- Reporting on the work of the Audit Committee, as set out in section 4.2.2.3 below.
- Information to the Board on the financial and cash flow situation, in particular during the presentation of the accounts: the financial management's presentation also integrated the risks and significant off-balance sheet commitments and highlighted the essential points of the results of the legal audit and the accounting options adopted.
- Review of the use of delegations to the Board proposed to the 2025 Annual General Meeting, including the renewal of the share buy-back programme and their allocation.
- Review of the delegations to the Board to be proposed to the 2026 Annual General Meeting, including the renewal of the share buy-back programme and their allocation.
- Annual renewal of the Chief Executive Officer's powers in respect of sureties, endorsements and guarantees.
- Monitoring management of debt and refinancing opportunities.
- Reviewing share price trends and comments from investors and analysts.
- Monitoring of the main macroeconomic indicators, in particular inflation and its impact including on the financing structure.

Risk management

- Reports on the work of the Audit Committee, the Ethics and CSR Committee and the Safety and Security Committee as set out in section 4.2.2.3 below.
- Review of the Group's risk mapping.
- Review and monitoring of the Internal Audit Department plan.

CSR and climate issues

- Report on the work of the Ethics and CSR Committee, as set out in section 4.2.2.3 below.
- Oversight of the CSR plan, its results and objectives.
- Review of the concrete actions deployed in application of Getlink's policies in terms of environmental (and particularly climate-related) and social contributions, societal contributions, and strengthening the sustainability of its value chain.
- Review of the sustainability statement as well as the double materiality matrix as set out in chapter 6 of this Universal Registration Document, with regard to the sustainability statement prepared by the sustainability auditors and a comparison with peer statements, including the EU climate taxonomy.

4 CORPORATE GOVERNANCE

One-off topics

Corporate governance	CSR and climate challenges	Strategy
<ul style="list-style-type: none"> ▪ Co-option of Andrea Mangoni to replace Jean Mouton. ▪ Review of Board succession and proposals to be submitted to the next general meeting of shareholders on 27 May 2026. ▪ Review of the work of the Nomination and Remuneration Committee relating to the organisation of the succession of the Chairman of the Board in anticipation of the expiry of his term of office at the end of the General Meeting to be held on 27 May 2026. 	<ul style="list-style-type: none"> ▪ Energy strategy (supply and decarbonisation). ▪ Confirmation of the new sustainability trajectory for 2030 with the approval of a roadmap for 2030 and the formalisation of a simplified CSR policy accessible on the website. ▪ Continued strengthening of the corruption prevention system. ▪ Presentation to the Audit Committee and the Ethics and CSR committee on the organisation of the compliance function within the Group. 	<ul style="list-style-type: none"> ▪ Consideration of the long-term strategic plan, growth drivers and strategic ambitions. ▪ Oversight of the asset management and investment plan. ▪ A Data and AI plan aimed at improving service quality and operational excellence. ▪ Consideration of external growth projects.
Finances/financing	Safety and security	
<ul style="list-style-type: none"> ▪ Review of the 2025 Green Bonds refinancing project (transaction completed in April 2025). ▪ Debt management monitoring. 	<ul style="list-style-type: none"> ▪ Follow-up to the malfunction on the electricity interconnector between France and Great Britain, which led to the suspension of Eleclink activity. ▪ Examination of the Get Safer 2024-2026 plan. 	

Executive session

Two executive sessions were organised in respect of the 2025 financial year without the executive directors (Chief Executive Officer and Staff Representative Directors) being present. The Senior Independent Director presented the results of the 2024 Board of Directors' self-assessment and the directors discussed a number of governance issues including the role of independent directors.

Annual strategy seminar

The directors meet once a year in an ad hoc session to discuss Getlink's strategy. During the meeting, the Board members analysed the Group's position from a financial, strategic, social and regulatory point of view as well as future action plans and the results of the actions undertaken and discussed the relevance of the action plans implemented. During the dedicated Board session, the Directors reviewed the overall strategy and business development in line with the business model including external growth projects, investments in infrastructure and rolling stock and the capital allocation policy.

The Board met twice **between the beginning of this year and 25 February 2026**, the date on which the Board approved the financial statements for the year ended 31 December 2025. The average attendance rate was 100%.

These meetings dealt with the review of strategic, financial, operational and non-financial risks and their ranking, the work on the consolidated and parent company financial statements at 31 December 2025, the management report, the sustainability statement and the governance report drawn up pursuant to the provisions of article L. 225-37 of the French Commercial Code, the Board's reports to the General Meeting, as well as determining the variable annual remuneration of the Chief Executive Officer for the 2025 financial year, the remuneration policy and the remuneration criteria for 2026.

The Board noted the work of the Nomination and Remuneration Committee in relation to the organisation of the succession of the Chairman of the Board, 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. It was on that occasion that Yann Leriche was appointed vice-Chairman of the Board, without granting him any special powers.

The Board noted the appointment by the Group Committee and the European Company Council of Stéphane Sauvage and Mark Cornwall as Directors representing employees, whose terms of office will expire at the end of the General Meeting of 27 May 2026, as indicated in section 4.2.1 above and more specifically in the Directors' profiles. The Board also took note of the work of the Ethics and CSR Committee.

The Board carried out the annual review of regulated agreements, the work of the internal audit department in 2025 and the 2026 internal audit schedule, as well as the internal control system and the processing of accounting and financial information. The Board of Directors agreed the agenda for the General Meeting to be held on 27 May 2026 as well as the draft resolutions to be submitted to the said General Meeting. The Board considered the information presented to shareholders in this Universal Registration Document to enable shareholders to evaluate the management of the company and its Board and strategy.

Summary of the activities of the Senior Independent Director and the Environment and Climate Lead Director:

- In 2025, Bertrand Badré, the Senior Independent Director, oversaw the 2025 assessment of the operation of the Board of Directors and its Committees, reviewing the self-assessment questionnaires, monitoring the responses of each director and preparing the feedback to the Board. He also took part in the meetings of the independent directors held during the year.
- Corinne Bach, the Environment and Climate Lead Director, was involved in coordinating the work of the Audit Committee and the Appointments and Remuneration Committee, of which she is a member, and the Ethics and CSR Committee, which she chairs, in order to ensure effective coordination in respect of the drafting of the sustainability statement published in section 6.1 of this Universal Registration Document.

4.2.2.3 Committees of the Board of Directors

The Board delegates to its specialist committees the task of preparing and submitting information on specific topics for the Board's approval. Four committees investigate matters that fall within their field of responsibility, and submit their opinions and recommendations to the Board namely the Audit Committee, the Nomination and Remuneration Committee, the Safety and Security Committee and the Ethics and CSR Committee, all of whose terms of reference are governed by the Internal Rules of the Board and its committees.

Composition of the Board Committees (at 25 February 2026)

Committee	Audit	Nomination and Remuneration	Ethics and CSR	Safety and Security
Jacques Gounon			Δ	Δ
Yann Leriche				Δ
Corinne Bach	Δ	Δ	•	
Bertrand Badré	Δ			
Mark Cornwall			Δ	Δ
Elisabetta De Bernardi di Valserra	Δ			
Sharon Flood	Δ			•
Jean-Marc Janailac	•	Δ		Δ
Marie Lemarié	Δ			
Andrea Mangoni ²⁷		Δ		
Brune Poirson		Δ	Δ	
Benoît de Ruffray		Δ		
Peter Ricketts		•		
Stéphane Sauvage		Δ	Δ	Δ
Philippe Vanderbec		Δ		Δ

Δ Committee member • Committee chairperson

Audit Committee*Composition and duties set out in the Internal Rules*

The Audit Committee is composed of at least three members chosen from among the directors other than the Chief Executive Officer or Chairman of the Board, including at least two independent directors. The Board appoints one of the members as chairman of the Audit Committee. At least one member of the Audit Committee must have "specific expertise in finance or accounting matters" and be "independent" and the other members of the Audit Committee must be competent in financial and accounting matters even if they are not experts in the matter.

The Audit Committee meets at least four times a year when meetings are called by its chair.

The role of the Audit Committee is to oversee matters relating to the preparation and control of accounting, financial and sustainability information. Accordingly:

- The Audit Committee examines the consolidated and parent company financial statements as well as the budgets and forecasts before presentation to the Board; it reviews the accounting and financial information, particularly the financial statements, checking that important events or complex transactions have been properly accounted for.

The Audit Committee is informed of the architecture of all systems for establishing accounting and financial information; when financial information is taken from an accounting process, it must be coherent with the accounting information that is produced; if it is not taken from an accounting process, the Audit Committee must make sure that the information comes from a process that is sufficiently structured and organised to be able to judge the quality and reliability of this information.

The Audit Committee monitors the sustainability reporting process, including the double materiality analysis process used to determine the information to be published in accordance with the applicable sustainability reporting standards. Where appropriate, the Committee makes recommendations to ensure the integrity of these processes. It coordinates its work with that of the Ethics and CSR Committee in conjunction with the Environment and Climate Lead Director.

²⁷ Andrea Mangoni replaced Jean Mouton with effect from 23 July 2025 i.e. the date that he was co-opted.

4 CORPORATE GOVERNANCE

- It monitors the effectiveness of internal control and risk management systems: the Audit Committee checks the existence of internal control and risk management systems, that they are being made use of, and makes sure that the weaknesses identified are dealt with by corrective action. This concerns risks that have been reflected in the accounts and those identified by the internal control and risk management systems that may have an impact on the accounts. To this end, the Committee:
 - meets with the heads of internal audit and risk control and gives its opinion on the organisation of their services.
 - is informed of the internal audit programme and receives internal audit reports or a periodic summary of these reports; the Committee examines the annual programme of internal and external audits drawn up in consultation with the Safety and Security Committee and the Ethics and CSR Committee for all matters falling within their respective remits. The Audit Committee has direct access to the head of internal audit;
 - reviews significant off-balance sheet commitments;
 - examines the main risks, including non-financial risks, as appropriate, in coordination with the Ethics and CSR Committee and the Security and Safety Committee; and
 - is informed of malfunctions and weaknesses, the importance of which it assesses before bringing them to the attention of the board, if necessary.
- With regard to the statutory auditors and the sustainability auditors:
 - it proposes to the Board of Directors, after a consultation procedure where appropriate, the renewal or appointment of Statutory Auditors and, in coordination with the Ethics and CSR Committee, issues a recommendation on the sustainability auditor(s); examines the proposed fees, is informed of all the fees received with an indication of the fees received for assignments outside the scope of the statutory audit;
 - it monitors the performance of engagements to certify financial statements and sustainability information;
 - it regularly meets with the statutory auditors and sustainability auditors in order to be informed of the performance of their engagements to certify the accounts and sustainability information, the conclusions of their work, the main areas of risk or uncertainty on the accounts and sustainability information identified by them, their audit approach and any difficulties encountered during the performance of their engagements; and
 - it ensures compliance with the conditions of independence of statutory auditors and sustainability auditors and approves the provision of non-audit services by their firms or networks.
- It proposes a financial communication policy to the Board of Directors and monitors its implementation.
- It prepares the Board of Directors' discussions on the annual budget and monitors its implementation.
- It examines the accounting and financial impact of any transaction:
 - significant transactions falling within the competence of the Board as defined in article 3 of the Internal Rules;
 - of any transaction outside the announced strategy of the company or the Group; and
 - of significant refinancing or that is likely to substantially modify the financial structure of the company or the Group.
- It examines, more generally, any accounting or financial issue at the request of the Board, particularly in the event of operations affecting the scope or activity of the business.

The Audit Committee is able to commission external technical research.

Composition, duties and proceedings in 2025

At 25 February 2026, the Audit Committee is composed of six members: Jean-Marc Janaillac (chairman), Corinne Bach, Bertrand Badré, Elisabetta De Bernardi di Valserra, Sharon Flood and Marie Lemarié. Four out of the six members of the Committee including the Chair are independent directors, i.e. an independence rate of 67% in compliance with the recommendation of the Afep/Medef Code (article 17.1) which recommends that two-thirds of the members of the Committee be independent.

All six members of the Committee have specific financial, accounting and risk management skills with regard to their academic background, experience and specific knowledge relevant to the Committee's work:

- The Committee's Chairman, Jean-Marc Janaillac, brings to the Committee the broad financial expertise inherent from his experience as a senior executive of leading groups: deputy chief operating officer of AOM followed by chairman and chief executive officer of Groupe Maeva; he then joined the RATP executive committee in 2004 and became the chairman and chief executive officer then chairman of the management board of the RATP subsidiary RATP Dev. In 2012, he became chairman and chief executive officer of Transdev until 2016 before becoming chairman and chief executive officer of Air France KLM and chairman of Air-France (2016-2018). He has been a board member of FNAC Darty since 2019.
- Corinne Bach: former chief development and operations officer at Studiocanal, former vice-chairwoman of Vivendi Village and former director of Olympia SAS and from 2020 founder and joint chair of Carbometrix and chair of Roselend Conseil.
- Bertrand Badré: former chief finance executive officer at the World Bank and CFO at Crédit Agricole and Société Générale, as well as a former member of President Jacques Chirac's office. Bertrand Badré is currently the CEO and founder of the investment fund, Blue like an Orange Sustainable Capital.
- Elisabetta De Bernardi di Valserra started her career at Morgan Stanley in 2000, in the corporate finance team of the investment bank, where she worked until 2013. Between 2013 and 2015, she was a partner at Space Holding, in charge

Audit Committee



of IPOs of entities dedicated to acquisitions. Between 2015 and 2020, she was investment director of Edizione Srl and in 2020 she joined Mundys (formerly Atlantia S.p.A. until 15 March 2023), where she held the position of director of airport investments & service mobility until April 2024. She is currently Chief Asset Management Officer at Mundys.

- Sharon Flood: a fellow of the Chartered Institute of Management Accountants, Sharon Flood has a degree in mathematics from Bath University and an MBA from INSEAD. She has a proven track record in finance and strategy in a number of companies, including Castorama/Kingfisher and John Lewis department stores, where she was finance director. She was also chief financial officer of Sun European Partners. Her extensive career includes a number of directorships in companies where she was chairman of the audit committee.
- Marie Lemarié: is a graduate of École polytechnique, ENSAE and Boston University (Master in Economics). After starting her career as an economist (RexeCode) and in asset management (State Street Bank), she joined Aviva (an international insurance group) in 2003. She was head of investment management at Aviva France until 2011. In 2012, she joined the French insurance group Groupama, where she headed up investment management, mergers and acquisitions, financing and capital management. Between 2018 and 2024, she was chief executive officer of Scor Ireland, where she remains a director and where she became the CFO strategic advisor in November 2024. Between 2012 and 2024, she was a director on the board and audit committee of Eiffage, where she serves as a *censeur*.

Their training and professional experience cover a broad and comprehensive range of fields, as confirmed by their professional careers presented in section 4.2.1 above. In order to help it fulfil its purpose, the Audit Committee is able to commission external technical research on the topics that it considers.

The Audit Committee met six times (including a joint meeting with the Ethics and CSR Committee and the Safety and Security Committee) in 2025 with an average attendance rate of 100%.

Audit Committee meeting attendance in 2025

Committee meetings	Number of meetings	Attendance	
Jean-Marc Janaillac (chairman)	6	6	100%
Corinne Bach	6	6	100%
Bertrand Badré	6	6	100%
Elisabetta De Bernardi di Valserra	6	6	100%
Sharon Flood	6	6	100%
Marie Lemarié	6	6	100%

During the accounts closing preparation process, the Audit Committee meets with the statutory auditors and is presented with the accounts by the finance department. More detailed presentations are given by other managers or external consultants on certain subjects, including internal control and risk management.

During 2025, the Audit Committee examined the parent company and consolidated financial statements for the year ended 31 December 2024 and the draft 2025 half-year financial statements before they were presented to the Board, and expressed its opinion on these draft financial statements to the Board. As part of this work, the Audit Committee examined the accounting treatment of material transactions during the period, accounting methods, the scope of consolidation and the main items of financial communication relating to the accounts. It also examined material off-balance sheet commitments. It met with the internal audit director. As part of the preparation of the resolutions submitted to the Annual General Meeting of 14 May 2025, the Committee examined the extent of the financial authorisations subject to renewal.

It considered the internal audit plan for 2025. The internal audit director also reported to the Audit Committee on the activities of the internal audit department for 2025. The Committee also monitored the 2025 budget. The Audit Committee was briefed on the internal audit department's draft 2024-2027 strategic plan, which aims to transform the internal audit function, modernise its approach and meet stakeholder expectations, in line with the overhaul of the profession's international standards, which came into force in 2025 and which were the subject of a presentation to the Audit Committee. The Committee also met with the new director of the internal audit department who took up his position at the end of 2025.

The Committee monitored the performance of the statutory auditors' duties and ensured that their independence was respected.

The Committee examined the monitoring of debt management and refinancing opportunities. It also reviewed cash management and examined various external growth opportunities.

In 2025 the Audit Committee reviewed the procedures for identifying, monitoring and managing risks and internal control, reviewed the risks and analysed the risk map and in a joint meeting with two other committees (the Safety and Security Committee and the Ethics and CSR Committee) examined significant financial, operational and CSR risks. It reported to the Board on its work.

4 CORPORATE GOVERNANCE

The Audit Committee met twice **between the beginning of this year and 25 February 2026**. The attendance rate of its members was 100%. These meetings focused on the draft consolidated and parent company financial statements at 31 December 2025, the accounting treatment of material transactions during the year and accounting methods. The Audit Committee reviewed the regulated agreements, the list of all current agreements entered into under normal conditions and the criteria for the assessment of those agreements. The strategy of the statutory auditors and their approach to the audit of the parent company and consolidated financial statements for the year ended 31 December 2025 was presented to the Audit Committee. The statutory auditors also presented their review of internal control in the context of the audit of the 2025 accounts to the Audit Committee. In the context of the 31 December 2025 year end, the Committee reviewed the statutory auditors' report on taxonomy, revenue, Capex and Opex information for eligible and aligned activities. The Audit Committee considered changes in risks as a follow-up to the preliminary review carried out in December 2025 at the joint meeting of the Audit, Safety and Security and Ethics and CSR Committees. The Committee also reviewed the internal audit plan for the second half of 2025 and the 2026 internal audit plan and analysed the accounting treatment of the Eleclink profit-sharing provision.

The Audit Committee's meeting to examine the accounts, in advance of the Board doing so, took place on 17 February 2026, i.e. eight days before the Board meeting. At those meetings, the Audit Committee also reviewed the strategy for optimising the Group's financing and treasury activities in 2025 and the report of the statutory auditors responsible for verifying the sustainability information relating to the first sustainability report published in section 6.1 of this Universal Registration Document.

A meeting was held on 28 January 2026 to enable members of the Audit Committee to meet the statutory auditors without executive members of staff being present.

Nomination and Remuneration Committee

Composition and duties set out in the Internal Rules

The Nomination and Remuneration Committee is composed of at least three members chosen from among the directors other than the Chairman and the Chief Executive Officer, including at least two independent directors. The Board appoints one of the members as chairman of the Committee. This director must be an independent member within the meaning of Article 2.2.2 above.

The Chairman and the Chief Executive Officer are not members of this Committee. When their attendance is needed, they may join in the work of the Committee in accordance with recommendations 18.2 and 18.3 of the Afep/Medef Code.

Members of the Nomination and Remuneration Committee must not:

- have any personal financial interests in the decisions of the Nomination and Remuneration Committee, other than those of a director and a member of the Nomination and Remuneration Committee; and
- have any reciprocal relationship with an executive director of Getlink SE.

On the topic of appointments, the Committee's main role is to:

- review the composition of the Board of Directors. In that regard, it:
 - submits to the Board of Directors proposals for the renewal of the terms of office of the members of the Board and its Committees, as well as any new appointment, while ensuring that diversity is maintained;
 - considers the independence of directors, in particular according to the criteria proposed by the Afep/Medef Code;
 - considers the organisation of the self-assessment process of the Board of Directors and its Committees (applicable, as the case may be, in the absence of or in conjunction with the Senior Independent Director); and
 - considers the succession plans relating to the executive officers;
- prepares the review by the Board of Directors of (i) the Group's general human resources policy and (ii) the appointment of key senior managers who are not executive officers.

On the topic of remuneration, the Committee's main role is to:

- prepare for the Board the remuneration and benefits of the executive officers (remuneration policy, individual remuneration, performance assessment with regard to the annual or multi-year variable portion, long-term incentive plans), the employee shareholding policy, the Directors' remuneration fee package and the mechanism for sharing it among them;
- prepare the annual performance objectives for the Chairman and Chief Executive Officer and the Chief Executive Officers;
- keep up-to-date with the remuneration policies applied to senior managers as well as their salaries and profit-sharing plans.

The Nomination and Remuneration Committee is able to commission external technical research.

Composition, duties and proceedings in 2025

At 25 February 2026, the Nomination and Remuneration Committee is composed of eight members: Peter Ricketts (chairman), Corinne Bach, Jean-Marc Janaillac, Andrea Mangoni, Brune Poirson, Benoît de Ruffray, Stéphane Sauvage and Philippe Vanderbec. Two Staff Representative Directors are members of the Nomination and Remuneration Committee. Four of the six members (excluding the Staff Representative Directors) of the Committee including the chairman are independent directors i.e. an independence ratio of 67% in accordance with the provisions of the Afep/Medef Code (articles 18.1 and 19.1), which require that the Committee be composed of a majority of independent directors including the chairman. The Nomination and Remuneration Committee met four times in 2025. The average attendance rate of members per meeting was 100%.



Nomination and Remuneration Committee meeting attendance in 2025

Committee meetings	Number of meetings	Attendance	
Peter Ricketts (chairman)	4	4	100%
Corinne Bach	4	4	100%
Jean-Marc Janaillac	4	4	100%
Jean Mouton	1	1	100%
Andrea Mangoni	3	3	100%
Brune Poirson	4	4	100%
Benoît de Ruffray	4	4	100%
Stéphane Sauvage (representing employees)	4	4	100%
Philippe Vanderbec (representing employees)	4	4	100%

In 2025, the work of the Committee focused on the following topics:

- Changes linked to the management structure.
- A review of the results of the self-assessment and its recommendations set out in the section “Self-assessment of the Board of Directors” (in section 4.2.3). The Senior Independent Director led the process to assess the Board’s functioning, monitored its work and then analysed the results, which cover the various levers of the Board’s performance, in particular the commitment of its members, the contribution of each member of the Board of Directors, the relevance of its work, the appropriateness of its composition in relation to the issues at stake, its resilience to crises and the Board’s agility in seizing opportunities.
- Consideration of the organisation’s performance on equal pay for men and women and the actions planned within the Group as part of the project relating to the charter on professional equality. The Committee received a presentation from the Group chief human resources officer on the Group’s human resources policy.
- The remuneration policy for executive officers submitted to the General Meeting of 27 May 2025. In this context, after reviewing the remuneration policy for employees the Committee examined in particular the principles and rules adopted to determine the remuneration and benefits of all kinds granted to executive officers, the determination of the amount of the Chief Executive Officer’s variable remuneration for 2024, the setting of the remuneration policy for executive officers and the criteria for determining the variable remuneration of executive officers. The Committee focused on the scheme for linking employees and executive officers with the performance of the business, including a collective plan for the free grant of ordinary shares to all employees of Getlink SE and all Group subsidiaries (with the exception of chief executive officers and senior officers) and a grant of performance shares to senior staff and managers.
- Consideration of the composition of the Board, taking into account the expertise of the directors, the need to maintain the independence, internationalisation and feminisation of the Board, and the structural characteristics of the Board of Directors as defined in the Board’s diversity policy.
- Consideration of the skills matrix listing the main skills and experience deemed necessary by the business in order to decide on the proposals to renew the terms of office of Jacques Gounon, Elisabetta De Bernardi di Valserra, Andrea Mangoni, Brune Poirson and Peter Ricketts for a period of four years and those of Corinne Bach and Bertrand Badré for two and three years respectively.
- The proposals to be presented to the Board regarding the assessment of the independence of the directors, with regard to the Afep/Medef Code independence criteria.
- Elements of the succession plan and associated decision-making processes; the current terms of office of the executive officers. The Nomination and Remuneration Committee works closely with the Chairman and senior management to ensure the overall consistency of the succession plan and to monitor key positions (see section 4.1.1 above).
- Compliance by Getlink SE with Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving the gender balance among Directors of listed companies and related measures (the “WoB Directive”), now transposed into French law, by recommending that the number of Directors representing employees be reduced to two.

4 CORPORATE GOVERNANCE

- Updating of the succession process for the Chairman of the Board, whose term of office as Chairman of the Board, which is aligned with his term of office as director, expires at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2025 (see section 4.1.1 above).

The Nomination and Remuneration Committee met twice between **the beginning of this year and 25 February 2026**. The attendance rate was 100%. The Committee's work covered the following topics:

- The remuneration policy for directors, Chairman and chief executive officers to be submitted to the General Meeting of 27 May 2026. Within this framework, the Committee, after reviewing the employee remuneration policy, examined in particular the principles and rules adopted to determine the remuneration and benefits of all kinds granted to the directors, Chairman and chief executive officers, including the Chairman's and the Chief Executive Officer's fixed annual remuneration, the Chief Executive Officer's variable remuneration for 2025 as well as the setting of the remuneration policy and the criteria for determining the variable remuneration of the Chief Executive Officer and all elements of his remuneration in respect of 2026. The Committee considered the 2026 scheme for associating employees and executive officers with the performance of the business, including a collective plan for the allocation of ordinary shares to all employees of Getlink SE and all Group subsidiaries (with the exception of executive officers) and an allocation of performance shares to executive officers and managers. The Committee considered the organisation's policy on professional and salary equality between women and men, and considered the actions planned in the Group, in line with the draft charter on professional equality.
- The Committee reviewed the succession plan for the Chairman of the Board, whose term of office expires at the end of the 2026 Annual General Meeting.
- The Committee reviewed the expiry of the directors' terms of office and decided to propose the renewal of the directors' terms of office to the next General Meeting on 27 May 2026 under the conditions set out in section 4.2.1.1.
- The Committee considered the proposals to be presented to the Board relating to the assessment of the independence of the directors with regard to the independence criteria in the Afep/Medef Code.
- The Committee approved the report on corporate governance presented in this chapter of the Universal Registration Document, including the information relating to the remuneration of chief executive officers as described in chapter 5 of this Universal Registration Document.
- The Nomination and Remuneration Committee sought external technical research in 2025.

Safety and Security Committee

Composition and duties set out in the Internal Rules

The Safety and Security Committee reviews all matters concerning safety and security within the company or the Group and reports to the Board.

The remit of the Safety and Security Committee is to:

- assess safety performance (rail, employees, customers). To this end, it is informed of the main incidents and accidents, the results of audits, the annual performance report including the monitoring of indicators and action programmes. The Committee may submit to the Board of Directors any initiative falling within its remit, aimed at improving the business's performance levels, in particular through the updating of risk prevention and management strategies;
- monitor security-related issues, such as the prevention of clandestine attempts to cross the Channel, illegal intrusions, coordination with the authorities of the States in favour of the strengthening of controls and more generally the review of all major projects, etc.;
- monitor the effectiveness of the systems put in place in terms of security, organisation, policies and procedures in force. In particular, the Committee receives reports on the safety implications of any major changes to the procedures or design of the Transport System, and gives advice as necessary in the context of submissions to the Safety Authority of the Channel Tunnel Intergovernmental Commission;
- ensure that all appropriate measures identified following incidents or accidents are implemented and, more generally, that any weaknesses identified give rise to corrective action; and to
- monitor the main risks in relation to its prerogatives in coordination, as appropriate, with the Audit Committee and the Ethics and CSR Committee.

The Committee reports regularly to the Board of Directors.

Composition

The Safety and Security Committee is composed of directors appointed by the Board, including the Chief Executive Officer if he is a member of the Board. If that is not the case, he attends all meetings as an invitee. Other officers and executives may be invited to participate in the Safety and Security Committee depending on the agenda.

Meetings

The Safety and Security Committee meets as required and at least twice a year, with meetings being convened by the chair.

Composition, duties and proceedings in 2025

At 25 February 2026, the Safety and Security Committee is composed of seven members: Sharon Flood (chairwoman), Jacques Gounon, Jean-Marc Janailac, Yann Leriche as well as three Staff Representative Directors, Mark Cornwall, Stéphane Sauvage and Philippe Vanderbec. This Committee is tasked with monitoring safety and security issues within each sector of activity of the Group. The main operational managers attend each of the Committee meetings relating to their area of the business.



The Safety and Security Committee met five times in 2025, including the joint meeting with the Ethics and CSR Committee and the Safety and Security Committee. The average attendance rate of directors per meeting was 100%.

Safety and Security Committee meeting attendance in 2025

Committee meetings	Number of meetings	Attendance
Sharon Flood (chairwoman)	5	5 100%
Marc Cornwall (representing employees)	5	5 100%
Jacques Gounon	5	5 100%
Jean-Marc Janailac	5	5 100%
Yann Leriche	5	5 100%
Stéphane Sauvage (representing employees)	5	5 100%
Philippe Vanderbec (representing employees)	5	5 100%

In 2025, the Safety and Security Committee monitored under the auspices of the Board of Directors:

- the safety policies and objectives;
- the effectiveness of the security and risk management systems;
- risk controls.

The Committee noted the new HSQE (Health, Safety, Quality and Environment) organisational structure at Eurotunnel and the strengthening of the strategy for staff health and wellbeing at work. The Committee actively monitors the areas within its remit, enabling it to intervene at any time it considers necessary or appropriate. In this context, the Committee monitored railway safety indicators (customer safety) and the corresponding action programmes. The Committee also monitored the indicators relating to work-related accidents of Group employees and subcontractors present on site as well as the steps taken to improve results in this area, in particular those aimed at developing a safety culture within the business. The Committee examined the Get Safer plan, which is the new roadmap for continuous improvement in health and safety, and is scheduled for implementation over the period 2024-2026.

The Committee reviewed the work carried out by teams to harmonise the repository of safety indicators within the Group.

The Committee oversaw the renewal of Eurotunnel's safety approval as infrastructure manager and the associated action plan.

At each of its meetings, the Committee reviewed cyber security protection, particularly with regard to improvements in the security of information systems, the results of phishing campaigns as well as action plans, including crisis management and the business continuity plan. More specifically, the Committee monitored the cyber security certification process for the passenger entry/exit system put in place in preparation for the entry into force of EES.

The Committee reviewed the 2024 2023 audit report, the 2025 2024 safety audit plan and the associated action plan.

The Committee was also briefed on the technical repairs to the Eleclink interconnector cable following the temporary service interruption beginning on 25 September 2024.

The Committee was informed of the creation of the French Autorité Technique Ferroviaire (railway technical authority), in existence since February 2025, whose mission is to mobilise, lead and coordinate the expertise necessary for decision-making throughout the roll-out of railway projects and related matters. On this same topic, the committee met with two «Professional Heads», i.e. internal technical experts in their respective disciplines.

It was also informed of the future binational agreement on safety and interoperability (replacing a new international treaty between France and Great Britain).

With regard to cyber security, the Committee considered the results of monthly phishing campaigns, the investments made in 2024 and the forecasts for 2025. The Committee examined the results of the 2024 audits and the 2025 safety audit plan.

The Committee was informed of the progress made on the track/vehicle interface, particularly with regard to effective actions and control measures, as well as the topic of alternative fuel vehicles for LNG/e-trucks and the gap analysis of fire resistance in Passenger Shuttles.

The Committee reviewed the implementation of the asset management strategy and the process for the gradual roll-out of ISO 45001 certification (occupational health and safety management system).

The Committee held one meeting **between the beginning of this year and 25 February 2026**, during which it discussed the 2025 safety report and the objectives for 2026; the Safety and Security Committee also reviewed progress on Get Safer following the recommendations made by an independent consultant (evaluation) firm.

4 CORPORATE GOVERNANCE

Ethics and CSR Committee

Composition and duties set out in the Internal Rules

The Getlink Ethics and CSR Committee's overall purpose is to assist the Board of Directors in monitoring corporate social responsibility (CSR) and ethical issues, so that Getlink can best anticipate the opportunities, challenges and risks associated with them. The Ethics and CSR Committee reports to the Board of Directors on the performance of its duties and makes recommendations on Getlink's CSR and ethics policy and achievements.

The purpose of the Ethics and CSR Committee is to assist the Board of Directors in ensuring that the Group best anticipates the non-financial challenges, opportunities and risks associated with its business, in order to promote responsible and harmonious long-term value creation. The Committee will issue recommendations on the Group's policy and achievements in this area. The Committee shall pay particular attention to the principles of action, policies and practices implemented by Getlink in the following areas: social (in relation to the employees of Getlink and its subsidiaries); environmental (relating to Getlink's direct activities and those of its subsidiaries); societal and ethical.

More specifically, the Committee's mission is to:

- ensure that CSR issues are taken into account in the definition of Getlink's strategy and examine CSR opportunities and risks related to Getlink's activities;
- review policies in these areas, as well as the objectives set and results achieved, more specifically in terms of investment and ensure that merger/acquisition processes include due diligence of CSR performance;
- review sustainability risks in conjunction with the Audit Committee;
- monitor the Group's material sustainability issues and the associated Sustainability Impacts, Risks and Opportunities (IROs);
- review the Group's annual consolidated sustainability information published by the company. The Committee is also informed of the main aspects of the process for preparing sustainability information and of the process of certifying the information by the sustainability auditors, which is monitored by the Audit Committee; and
- conduct an annual review of a summary of the non-financial ratings published by Getlink in its annual report, review and monitor the ratings obtained from non-financial agencies and review the monitoring and implementation of applicable regulations in these areas.

In its environmental role, this Committee is responsible for regularly considering the performance of the company and the Group in environmental matters and receiving assurance regarding the Group's environmental and climate actions and strategic orientations designed to promote good environmental management, preserve natural resources and limit the impact of the company's and the Group's activities on the environment.

In its ethics role, the Committee ensures the oversight of the ethics system. Its missions mainly consist of:

- ensuring that a framework for the ethics system and associated procedures is put in place;
- ensuring that actions are taken to promote the presentation, understanding and implementation of the Group's ethics system, particularly in the area of the fight against corruption;
- ensuring that a network of ethics leads is set up within the Group; and
- ensuring that the operating entities conduct training and awareness-raising initiatives.

Composition, duties and proceedings in 2025

At 25 February 2026, the Ethics and CSR Committee is composed of five members: Corinne Bach (chairwoman and Environment and Climate Lead Director), Mark Cornwall, Jacques Gounon, Brune Poirson and Stéphane Sauvage.

The Committee includes two Staff Representative Directors.

The Committee met three times in 2025, including the joint meeting with the Ethics and CSR Committee and the Safety and Security Committee. The average attendance rate of directors per meeting was 100%.

Ethics and CSR Committee



Ethics and CSR Committee meeting attendance in 2025

Committee meetings	Number of meetings	Attendance	
Corinne Bach (chairwoman)	3	3	100%
Mark Cornwall	3	3	100%
Jacques Gounon	3	3	100%
Brune Poirson	3	3	100%
Stéphane Sauvage	3	3	100%

In 2025, the Committee's work focused on:

- The progress of the 2025 Environment Plan, published in 2021 and supplemented by the CSR component in 2023, and in particular a progress report on the climate trajectory (Scopes 1, 2 and 3). The Committee considered the impact of the decarbonisation of electricity and the contribution made by the solar programme.
- The update of the European Taxonomy 2025 alignment rate, which has stabilised at about 90% on the basis of a broader scope including the recent acquisitions of ChannelPorts, Renofer and Giravert.
- The organisation's 2025 performance in terms of its greenhouse gas emissions reduction trajectory.
- The approval of a summary document formalising the Group's CSR policy.
- The Committee considered and approved the new 2030 sustainability roadmap based on four pillars (environmental contribution, social contribution, cooperation for a robust value chain and sustainability culture and governance).
- As part of the update of the sustainability statement (within the meaning of the CSRD directive applicable in 2025 – i.e. the initial version – the Committee reviewed the reporting scope chosen for the first sustainability report and the timetable for integrating recent acquisitions, marginal changes in the double materiality analysis and the breakdown of material issues into applicable data points.
- In the area of ethics and compliance, the Committee monitored the continued roll-out in 2025 of the training introduced on the Group's e-learning platform in the prevention of corruption for employees most at risk.

Between the beginning of the year and 25 February 2026, the Committee held one meeting. During that meeting, the Committee considered the status of the Group's CSR trajectory in respect of the roadmap pillars (environment, social, customer and supplier value chain, community and local development and governance) as defined in the 2019-2025 Environment Plan and strengthened by social and societal commitments in 2023. In this context, the Committee considered the progress of (i) the organisation's 2025 performance against its greenhouse gas emissions reduction trajectory; (ii) the 2021-2025 environmental budget; (iii) the updating of the 2025 alignment rate in respect of the European Taxonomy and (iv) the updating of the decarbonised margin. The Committee examined the progress of the four pillars mentioned above and their results, showing in particular a number of areas of satisfaction: the achievement of climate objectives and the increase in the proportion of women in the Group's workforce from 23% in 2022 to 25.1% in 2025. The Committee also reviewed the female representation indicators in line with the trajectory set by the Group. The Committee also took note of the 2025 CSR/ESG ratings and reviewed the content of the second sustainability statement. The Committee took note of the work carried out in the business to prepare the second statement, and, more specifically, the update to the double materiality. It also reviewed the also analysed the main shifts between performance and monitoring indicators.



Corinne Bach, Environment and Climate Lead Director, has chaired the Committee since 27 April 2022.

4.2.3 SELF-ASSESSMENT OF THE BOARD OF DIRECTORS

The Afep/Medef Code to which Getlink has regard recommends a formal assessment at least every three years, which may be held with the assistance of an external consultant. Once a year, Getlink's Board of Directors conducts an internal formal assessment, which is based on a detailed questionnaire addressing the roles and skills of the Board, its functioning as a whole and the individual areas of its activity and that of its committees. The last external assessment conducted by an independent firm, and overseen at that time by the Nomination and Remuneration Committee, was presented to the Board at its meeting on 6 February 2025 (the preceding one having been presented on 27 January 2022).

Formal assessment process

For the 2025 financial year, the Board of Directors' formalised assessment process, in line with the Afep/Medef Code and industry recommendations such as those issued by the AMF, was as follows:

- Main objectives:
 - check the commitment of Board and Board Committee members;
 - examine the implementation of the separation of functions;
 - examine the contribution of each Board and Board Committee member;
 - the relevance of the Board's work and that of its Committees;
 - the adequacy of its composition in relation to the issues at stake, its resilience to crises and its agility in grasping opportunities;
 - make suggestions for improvements; and
 - make suggestions about the strategic topics to be pursued in 2026.

4 CORPORATE GOVERNANCE

For the 2025 financial year, the Senior Independent Director and the Nomination and Remuneration Committee decided on the process for the self-assessment exercise. They asked each Board member to complete questionnaires in November and December 2025 on the functioning of the Board and the Committee(s) to which he or she belonged in order to gather each director's comments. The Senior Independent Director analysed the responses to the questionnaires, with questions scored on a scale of 1 to 7 and the responses presented as percentages:

- very satisfactory, any score above 85%;
- satisfactory, any score between 70% and 84%;
- room for improvement, any score between 50% and 69%; and
- cause for concern, below 49%.

2025 results

The Senior Independent Director reported on the results of the assessment at the Board meeting of 16 December 2025, which was followed by a discussion.

The strong points with regard to governance were noted: the results of the questionnaire are positive and reflect the commitment, dedication and desire for progress of all directors. The Board has sought to be "exemplary" in terms of the Afep/Medef code criteria with percentages of female and independent directors and with an international dimension that all comply with the recommendations and in some respects are sometimes better than market practices. The Board noted that the separation of the roles of the Chairman, who became a Non-Executive Director, and its Chief Executive Officer took place without any particular difficulties and that there was a high degree of complementarity between the roles of each of them, both of whom are board directors. The report shows that the Chairman of the Board leads the Board effectively including allowing all opinions to be expressed in a climate of respect and listening. Moreover, it is clear that the agendas are comprehensive and tailored to the issues at stake; the composition of the Board is diversified with profiles well matched to the issues at stake and showing a strong commitment to the company and a growing capacity to challenge. The Senior Independent Director's report to the Board highlights both management's transparency and attentiveness towards the Board, all supported by quality information. Finally, the functioning of the Board is smooth and its discussions are considered useful by a large majority of Board members.

The Board discussed potential areas for improvement in governance. The discussions of the Board members brought out the following areas for improvement for 2026:

- discussions relating to long-term strategic thinking could be enhanced and the timing of meetings (i.e. the time allocated to discussions and to complex topics) could be improved. It may indeed be useful to work on concentrating the time allocated to presentations, in response to the expressed wish to have more concise presentations to the Board in order to free up time for debate and allow for greater flexibility in managing the agenda;
- the staggering of terms of office needs to be improved;
- access to management should be strengthened;
- a more general review should be conducted of the composition and, in particular, the size of the Board and some of its Board committees;
- explore certain topics in greater depth, whether with external speakers or through in-depth experience-sharing sessions, particularly during strategic seminars; and
a renewed request this year for greater attendance by the Group's main managers at certain Board meetings, with more exposure for those responsible for specific issues.

4.2.4 PRINCIPLES AND RULES RELATING TO THE DETERMINATION OF REMUNERATION AND ALL BENEFITS OF ANY KIND GRANTED TO THE CHAIRMAN, CHIEF EXECUTIVE OFFICER AND DIRECTORS

In accordance with article L. 22-10-9 of the French Commercial Code, the principles and rules relating to the determination of remuneration and all benefits of any kind, to which the Chairman, the Chief Executive Officer and directors are entitled, are determined by the Board on the recommendation of the Nomination and Remuneration Committee in accordance with the Board's Internal Rules. They are set out in as set out in chapter 5 of this Universal Registration Document.

4.2.5 CORPORATE GOVERNANCE FRAMEWORK

Getlink SE refers to the Afep/Medef Code of corporate governance for listed companies (December 2022 version), in addition to applicable legislative and regulatory provisions.

Getlink is committed to continuous improvement of its corporate governance and regularly monitors its compliance with the provisions of the Afep/Medef Code.

The Afep/Medef Code requires a precise statement on the application of its recommendations and, where applicable, an explanation of the reasons why any recommendations have not been implemented by the company. Currently, Getlink SE does not apply the following recommendations:

Section of the Afep/Medef Code	Afep/Medef Code recommendation
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None	
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The Afep/Medef Code is available at www.getlinkgroup.com.

4.3 STATUTORY AUDITORS' REPORT ON REGULATED AGREEMENTS

For the financial year ending 31 December 2025

This is a translation into English of the statutory auditors' report on regulated agreements issued in French and it is provided solely for the convenience of English-speaking users. This statutory auditors' report includes information required by European regulations and French law. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders of Getlink SE,

In our capacity as Statutory Auditors of your company, we hereby report to you on regulated agreements.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements, as well as the reasons justifying their interest for the company, brought to our attention or which we may have discovered during the course of our audit, without expressing an opinion on their usefulness and appropriateness or identifying such other agreements, if any. It is your responsibility, pursuant to article R. 225-31 of the French Commercial Code (Code de commerce), to assess the interest involved in respect of the conclusion of these agreements for the purpose of approving them.

Our role is also to provide you with the information stipulated in article R. 225-31 of the French Commercial Code (Code de commerce) relating to the implementation during the past year of agreements previously approved by the General Meeting, if any.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) relating to this engagement. These procedures consisted in agreeing the information provided to us with the relevant source documents.

Agreements submitted to the approval of the Annual General Meeting

Agreements authorised and entered into during the year

We hereby inform you that we have not been advised of any agreements authorised and entered into during the year to be submitted to the approval of the Annual General Meeting pursuant to Article L. 225-38 of the French Commercial Code.

Agreements previously approved by the Annual General Meeting

Previously approved agreements that remained in force during the year

Pursuant to Article R. 225-30 of the French Commercial Code, we have been informed that the following agreement, previously approved by Annual General Meetings of prior years, has remained in force during the year.

Inter-Creditor Agreement

Nature, purpose and modalities:

For the purposes of the bond issue that took place during the financial year 2020, Getlink SE (the "Company") entered into, an "intercreditor agreement" between the Company as debtor ("Debtor"), Eurotunnel Holding SAS, France Manche SA and The Channel Tunnel Group Ltd as intra-group lenders, BNY Mellon Corporate Trustee Services Limited as Security Trustee ("Security Trustee") and BNP Paribas as agent for the lenders under the Revolving Agent Facility (the Inter-Creditor Agreement).

The Inter-Creditor Agreement describes the respective rights and obligations of the trustee on behalf of the Bondholders, the agent for the revolving agent lenders, the revolving credit lenders and BNY Mellon Corporate Trustee Services Limited in its capacity as Security Trustee with respect to the Company and its assets subject to the Security Agreements, including their respective priorities. The Inter-Creditor Agreement does not provide for any other financial terms for the Company.

Persons concerned:

- Mr. Gounon: Chairman of the Board of Directors of the Company, director of France Manche SA and director of The Channel Tunnel Group Limited;
- Mr. Leriche: Chief Executive Officer and director of the Company, Chairman and Chief Executive Officer of France-Manche SA and director of The Channel Tunnel Group Limited

Levallois-Perret and Paris-La Défense, 13 March 2026

Statutory auditors

French original signed by:

Forvis Mazars SA

Deloitte & Associés

Eddy Bertelli

Olivier Broissand

4 CORPORATE GOVERNANCE

4.4 SHAREHOLDER COMMUNICATIONS AND INVESTOR RELATIONS

Getlink is committed to providing its shareholders with rigorous, regular and high-quality information. Getlink's shareholder relations centre, together with the registered share account manager Société Générale Securities Services, is responsible for liaising with and keeping the Group's individual shareholders informed. The team is ready to answer questions and assist the Group's individual shareholders.

The investor relations department provides information to institutional investors and financial analysts throughout the year.

4.4.1 SHAREHOLDER RELATIONS

Information may be requested by shareholders and investors from:

Analysts and investors

Contacts: Virginie Rousseau

Telephone: +44 (0) 1303 288749 / +33 (0) 140980481

Email: virginie.rousseau@getlinkgroup.com

Individual shareholders

Telephone: 0845 600 6634 (UK)

Telephone: 0809 100 627 (France)

Email: shareholder.info@getlinkgroup.com or info.actionnaires@getlinkgroup.com

Société Générale Securities Services ("SGSS")

SGSS/SBO/CIS/ISS

32 rue du Champ de Tir – CS 30812

44 308 Nantes Cedex 3

France

Registered shareholders may log on to the sharinbox.societegenerale.com platform using the login information received from Société Générale Securities Services. The Nomilia Customer Relations Centre offers a dedicated telephone service (toll-free number: +33 (0)2 51 85 67 89).

4.4.2 ATTENDANCE BY SHAREHOLDERS AT THE GENERAL MEETING AND CURRENT DELEGATIONS

The arrangements for attending general meetings are described in articles 11, 27, 28 and 29 of Getlink SE's Articles of Association, as summarised in chapter 8 of this Universal Registration Document.

General meetings of shareholders are called and conducted in accordance with the conditions set by law. General meetings are called by the Board. They are held at the registered office or any other place stated in the notice of meeting.

Any shareholder can take part in meetings, regardless of the number of shares held, in person, by proxy, or by correspondence on providing proof of identity and of the registration of the shares in accordance with applicable laws and regulations.

The general meeting gives shareholders the opportunity to exercise their rights within the company. Getlink has taken all appropriate measures to facilitate remote voting so that shareholders can also vote without physically attending the general meeting (postal voting or proxy voting), and by internet on the secure electronic voting platform (Votaccess). All documents and information relating to the general meeting are made available to shareholders as soon as possible. On its corporate website, Getlink provides practical information about how to take part in the general meeting.

The general meeting is broadcast live and subsequently available on Getlink's website.

At the general meeting, the Chief Executive Officer presents the company's strategy, including climate change and the transition plan and any changes to it. The current financial delegations granted by the shareholders in general meeting and the use of those delegations during the financial year are set out in section 7.1.4 of this Universal Registration Document.

As indicated in section 4.4.4 of this Universal Registration Document, Getlink organises dialogue with its shareholders during the year and responds favourably to requests for discussion from shareholders, both before and after the publication of documents relating to the general meeting.

4.4.3 DOCUMENTS AVAILABLE TO THE PUBLIC

Legal documents relating to the company, and more generally regulated information within the meaning of Article 221-1 of the AMF's general regulations, are available on the company's financial information website (www.getlinkgroup.com/en/shareholders-investors/) and may also be consulted in hard copy by appointment during office hours at the company's registered office. Shareholders and investors can find information on the website relating to the Group's management and corporate bodies as well as reference documents, universal registration documents and financial press releases available in French and English.

Getlink uses a communication platform set up by a service provider to distribute its content in a secure and compliant way. This allows the authentication of information thanks to blockchain technology to guard against the rise of corporate and financial fake news. For any questions or general information, the company can be contacted via the following email:

Email: CommunicationInternet@getlinkgroup.com.

4.4.4 DIALOGUE WITH SHAREHOLDERS AND THE FINANCIAL COMMUNITY

Throughout the year, Getlink's investor relations department keeps institutional investors and financial analysts informed about the Group's strategy, activities, significant developments and outlook.

In 2025, in addition to presentations of results and the Annual General Meeting, Getlink's investor relations department took part in about a dozen conferences and maintained regular contact with members of the financial community through telephone calls, roadshows, site visits and meetings, not only on financial issues (equity and credit) but also on governance and the Group's CSR strategy. In 2025, nearly 200 financial institutions from the world's leading financial centres took part in one way or another.

The individual shareholder relations centre enables individual shareholders who show an interest in the Group to find out more about the Group and its businesses, in particular through digital newsletters sent out at the time of results and the General Meeting. Individual shareholders can contact the Group via a dedicated email address and telephone number.

In addition, all the Group's publications are available in a dedicated space on its website www.getlinkgroup.com and its Getlink Shareholders mobile apps (financial calendar, share price, presentations, press releases, Universal Registration Document, financial information, contacts and so on).

4.4.5 REGULATED INFORMATION

All documents constituting regulated information within the meaning of the AMF are available on the website: www.getlinkgroup.com/en/shareholders-investors/regulated-information/.

GETLINK

GETLINK SE

**A European company with
a capital of €220,000,000
483 385 142 R.C.S. Paris
LEI : 9695007ZEQ7M0OE74G82**

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