Addendum to the meeting notice

Combined General Meeting
Wednesday, May 14, 2025
Apostrophe meeting room,
83 avenue Marceau,
75016 Paris, France

The purpose of this addendum (the "**Addendum to the 2025 Meeting Notice**") is to supplement the meeting notice relating to the Combined General Meeting of Clariane SE (the "**Company**" or "**Clariane**") of May 14, 2025 (the "**2025 General Meeting**") that was published on April 9, 2025 and is available on the Company's website (www.clariane.com) (the "**2025 Meeting Notice**").

The Addendum to the 2025 Meeting Notice is an integral part of the 2025 Meeting Notice and should be read in conjunction with it.

1. Board of Directors' report on the draft resolutions

The purpose of this section is to supplement the Board of Directors' report on the resolutions presented to the 2025 General Meeting and included in the 2025 Meeting Notice (the "**Board Report**") by providing further details on the reasons for the 7th and 13th resolutions. It forms an integral part of the Board Report and should be read with it.

4. Approval of the 2025 compensation policies for corporate officers

SEVENTH RESOLUTION – Approval of the compensation policy of the Company's Chief Executive Officer for the 2025 financial year

The Board of Directors, at its meeting on August 5, 2024, decided, on the recommendation of the Compensation and Appointments Committee, to renew in advance the term of office of Sophie Boissard as Chief Executive Officer of the Company for a term of five years from the expiry of her term of office, i.e., from January 1, 2025, to December 31, 2029, inclusive.

On this occasion, a study on the level of compensation[1] of executive corporate officers of comparable companies was conducted, by the specialist firm Mercer on behalf of the Compensation and Appointments Committee, based on a panel of SBF 120 companies with a 2023 revenue profile similar[2] to that of the Group.

In particular, the study found that the 2023 total compensation of the Company's Chief Executive Officer, including the value of performance shares granted in respect of 2023, was significantly below the 1st quartile of the panel.

Each component of the Chief Executive Officer's 2023 compensation (annual fixed, annual variable and long-term variable) was also, individually, significantly below the 1st quartile of the panel.

In view of this study, the Board of Directors has therefore decided, on the recommendation of the Compensation and Appointments Committee, to increase the Chief Executive Officer's total compensation as follows:

- increase the Chief Executive Officer's annual fixed compensation to €600,000 (compared with €520,000 in previous years) for the entire term of her new term of office;
- maintain unchanged the ratio of annual variable compensation to annual fixed compensation, as well as the allocation between financial, non-financial and qualitative criteria; it being specified that the targets for the financial criteria are not public at this stage for confidentiality reasons and will be disclosed in the *ex post* 2025 compensation information in the Company's 2025 Universal Registration Document and submitted to

[1] *Based on publicly available information in the 2023 Universal Registration Documents of the companies concerned.*
[2] *The companies in the panel were Accor, Aperam, bioMérieux, Bureau Veritas, Elior, Elis, Emeis, Getlink, groupe ADP, Sodexo, Vallourec, Verallia, Vicat and Wordline.*

a vote of the shareholders at the General Meeting called to approve the financial statements for the financial year ended 31 December 2025.

- set an overall ceiling for long-term performance shares that may be awarded to the Chief Executive Officer equal to 0.29% of the share capital. Subject to approval by the 2025 General Meeting of the 24th resolution, it is contemplated that the allocation of performance shares to the Chief Executive Officer and other beneficiaries will be decided by the Board of Directors meeting held after that General Meeting. As a result, this ceiling of 0.29% would represent approximately around one million shares on the date of allocation and would correspond to a performance criteria achievement rate of 150%. If the performance criteria are 100% met, the number of shares that would be definitively allocated to the Chief Executive Officer in 2028, upon determination that the performance conditions have been met, would amount to around 690,000 shares. If the performance conditions are not met, no share would be definitively allocated to the Chief Executive Officer.

The IFRS valuation of the shares, which will be granted within this ceiling, will be known on the grant date and will be specified in the *ex post* 2025 compensation information in the Company's 2025 Universal Registration Document.

Finally, in addition to aligning compensation with the panel's findings, the rationale for this long-term part increase is part of a broader strategy to involve management more closely in the stretched recovery phase and in the projected outlook, and to align their interests with those of other stakeholders, particularly shareholders. The free share allocation plan that would be implemented is based on the achievement of ambitious objectives that should benefit all stakeholders, particularly shareholders within the limits of the 0,29% ceiling at the time of the allocation.

6. Approval of regulated agreements and commitments governed by Articles L. 225-38 *et seq.* of the French Commercial Code

THIRTEENTH RÉSOLUTION – Approval of regulated agreements and commitments governed by Articles L. 225-38 *et seq.* of the French Commercial Code

Sylvia Metayer, an Independent Director, has been entrusted with a special advisory role to the Company's Management Board, consisting of the study of the operational model of the catering activity in the Group's facilities and the formulation of recommendations to the management with a view to improving the quality and consistency of the service.

This assignment was entrusted to Sylvia Metayer in view of her unique and recognized expertise gained through her past experience in this field, particularly at Sodexo.

The agreement was concluded under normal market conditions and, in accordance with the procedure for regulated agreements, was subject to prior authorisation of the Board of Directors (Sylvia Metayer did not participate in the vote or the discussions), which is composed of a majority of Independent Directors. The Board of Directors' decision was taken on the recommendation of the Compensation and Appointments Committee, 3/5 of whose members are independent.

This six-month assignment ended in December 2024 and there are no plans to request Sylvia Metayer's for a new service provision contract in the future.