

## 3.5. DISCLOSURES ON REMUNERATION OF CORPORATE OFFICERS IN RESPECT OF 2024

*Report on remuneration prepared in accordance with Article L. 22-10-9 of the French Commercial Code*

This section contains the reports required by the French Commercial Code and the tables recommended in:

- the AFEP/MEDEF Corporate Governance Code as revised on 20 December 2022, application of which is overseen by the High Committee on Corporate Governance;
- the AMF (French financial markets authority) Recommendation of 22 December 2008, updated on 14 December 2023 as part of its annual report on corporate governance and the remuneration of Corporate Officers for listed companies.

For information purposes, as of 2022, the sub-section entitled “Disclosures on stock options and performance shares”, which is historically included in the “Disclosures on remuneration of Corporate Officers” section of our Universal Registration Document, was moved to section 7.5 for the sake of overall consistency.

### 3.5.1. REMUNERATION STRUCTURE FOR RODOLPHE BELMER IN 2024

The following information is required by Articles L. 22-10-9 and L. 22-10-34, paragraph II, of the French Commercial Code. The Board of Directors has continuously factored in changes in the AFEP/MEDEF Code concerning executive remuneration as well as implementation guidance to the AFEP/MEDEF Code, as published by the High Committee on Corporate Governance.

Rodolphe Belmer has been Chairman and Chief Executive Officer of the TF1 group since 13 February 2023.

#### **Acknowledgement of the final vote of the General Meeting**

The 2024 remuneration principles and criteria decided by the Board of Directors on 14 February 2024 were approved by the General Meeting of 17 April 2024 with 84.47% of votes in favour (8<sup>th</sup> resolution).

With 79.81% of the votes in favour, this General Meeting also approved the information provided in Article L. 22-10-9 of the French Commercial Code on the remuneration components paid or granted for the financial year ended 31 December 2023 to Corporate Officers (7<sup>th</sup> resolution), and with 98.90% of votes in favour of the 2024 remuneration policy for Directors (9<sup>th</sup> resolution).

#### **3.5.1.1. Remuneration for Rodolphe Belmer**

The remuneration components below were awarded in 2024 to Rodolphe Belmer as Chairman and Chief Executive Officer.

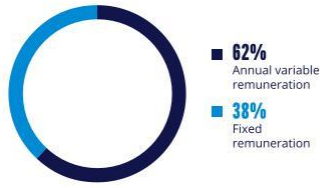
On 14 February 2024, acting on a recommendation from the Selection and Remuneration Committee, the Board of Directors decided to apply the principles and rules for determining remuneration to Rodolphe Belmer – in his role as Chairman and Chief Executive Officer – approved by the General Meeting of 17 April 2024 in its 8<sup>th</sup> resolution.

## Remuneration for Rodolphe Belmer

### REMUNERATION STRUCTURE FOR RODOLPHE BELMER, CHAIRMAN AND CHIEF EXECUTIVE OFFICER, IN 2024

FIXED REMUNERATION (FR)	ANNUAL VARIABLE REMUNERATION	LOWER THRESHOLD TARGET (% FR)	INTERMEDIATE THRESHOLD (% FR)	UPPER THRESHOLD TARGET (% FR)	2024 RESULTS
<b>€920,000</b>	P1 – TF1 group FCF before WCR	10%	20%	30%	30%
	P2 – TF1 group net surplus cash/ (net debt)	10%	20%	25%	25%
	P3 – TF1 group margin from activities	15%	30%	35%	30.8%
	P4 – Net profit/(loss) attributable to the TF1 group	10%	20%	25%	24.3%
	P5 – Strategy: Optimisation of TF1 group's net cash;	7.5%	15%	15%	15%
	P6 – Non-financial	40%	40%	40%	40%
	<i>P6.1 – Compliance</i>	10%	10%	10%	10%
	<i>P6.2 – Health/Safety</i>	5%	5%	5%	5%
	<i>P6.3 – Climate/Environment</i>	10%	10%	10%	10%
	<i>P6.4 – Gender balance</i>	5%	5%	5%	5%
	<i>P6-5 - Management</i>	10%	10%	10%	10%
	<b>TOTAL</b>		<b>92.5%</b>	<b>145%</b>	<b>170%</b>
					<b>€1,518,920</b>
BENEFITS IN KIND	LIFE INSURANCE HEALTH COSTS	SUPPLEMENTARY PENSION	EXCEPTIONAL REMUNERATION	SEVERANCE PAY	NON-COMPETITION BENEFITS
€26,844	YES – see specific §	0.92% of the reference salary for 2024	None	None	None
Rodolphe BELMER – Chairman and Chief Executive Officer since 13 February 2023 (€)	2024		2023		
	Gross amounts allocated before taxes	Gross amounts paid before taxes	Gross amounts due before taxes	Gross amounts paid before taxes	
Fixed remuneration	920,000	920,000	920,000	920,000	
Change	-	-	-	-	
Annual variable remuneration	1,518,920	1,487,410	1,487,410	229,212	
Change			-	-	
% variable/fixed <sup>(1)</sup>	165.1%	161.7%	161.7%	24.9%-	
Cap	170%	170%	170%	170%-	
Multi-year variable remuneration <sup>(2)</sup>	352,115		293,048		
Other remuneration	-	-	-	-	
Remuneration for serving as a Director (formerly Directors' fees)	21,000	21,000	20,241	20,241	
Benefits in kind	26,844	26,844	27,190	27,190	
<b>TOTAL</b>	<b>2,838,879</b>	<b>2,455,254</b>	<b>2,747,889</b>	<b>1,196,643</b>	
<i>(1) As a percentage of fixed annual remuneration.</i>					
<i>(2) Fair value of performance shares and stock options granted.</i>					

EX-POST 2024 REMUNERATION OF THE CHIEF EXECUTIVE OFFICER (RODOLPHE BELMER)



For the period between 1 January 2024 and 31 December 2024, total gross remuneration for Rodolphe Belmer as Chairman and Chief Executive Officer amounted to €2,838,879 excluding the Bouygues SA remuneration referred to in the paragraph below (“Other remuneration received by Rodolphe Belmer in 2024”).

For the same period, Rodolphe Belmer’s variable remuneration was €1,518,920. Quantitative and qualitative criteria were generally reached if not exceeded. Its payment is conditional on approval of the 5<sup>th</sup> resolution submitted to the General Meeting of 17 April 2025 (ex post approval of remuneration components and benefits in kind paid or granted to Rodolphe Belmer in respect of the 2024 financial year as Chairman and Chief Executive Officer since 14 February 2024).

### Fixed remuneration

The Executive Officer’s fixed remuneration is reviewed annually by the TF1 Board of Directors, in accordance with Article L. 22-10-17 of the French Commercial Code, after taking advice from the Selection and Remuneration Committee. Fixed remuneration is determined in line with the general interests of the Company, and takes into account the following factors:

- the level and difficulty of the Executive Officer’s responsibilities;
- his experience in the post;
- his length of service with the Group;
- practices followed by the Group or by companies conducting comparable businesses.

For 2024, Rodolphe Belmer’s fixed remuneration was set at €920,000.

### Annual variable remuneration

General policy on annual variable remuneration

The Board of Directors determines the criteria governing variable remuneration, in line with the AFEP/MEDEF recommendations. In consultation with the Selection and Remuneration Committee, the Board ensures that the variable remuneration of the Executive Officer is consistent with the Company’s performance goals, such that it is consistent with corporate interests and the medium/long-term strategy. The variable component is an integral part of the Executive Officer’s remuneration.

General description of the method used to determine the Executive Officer’s annual variable remuneration

A target is defined for each criterion.

These targets are precisely defined, referring to the Company’s three-year business plan. They are not disclosed for confidentiality reasons.

When the target is attained, a bonus corresponding to a percentage of the fixed remuneration is granted. If all the targets are attained, the total of the bonuses is equal to the 170% of fixed remuneration cap applicable to the variable remuneration of the Executive Officer.

Annual variable remuneration for 2024 is based on the result calculated according to three pre-defined “thresholds” for each of the corresponding criteria. The result of each bonus is adjusted on a straight-line basis (see weighting applied to each criterion using the three thresholds below). As a result, if just one target is not attained, it is impossible to award the maximum variable remuneration (170% of fixed remuneration).

No deferred annual variable remuneration is awarded to the Executive Officer.

The six criteria used to determine the variable portion

On the advice of the Selection and Remuneration Committee, for many years now the Board has attached greater weight to qualitative criteria (non-financial) considering that performance must be measured by more than just financial results.

In consultation with the Selection and Remuneration Committee, the Board ensures that the annual variable remuneration of the Chairman and Chief Executive Officer is consistent with the Company’s performance goals, such that it is consistent with corporate interests and the medium/long-term business strategy. It may not exceed 170% of fixed remuneration, i.e., it is capped at €1,564,000. Annual variable remuneration would be determined by applying six criteria, five of which refer to the first year of a three-year business plan, thus making it possible for the Executive Officer to receive six variable components: P1, P2, P3, P4, P5 and P6.

- P1: TF1 group FCF before WCR<sup>1</sup> during the year;
- P2: Net cash position/net debt of the TF1 group for the financial year;
- P3: TF1 group margin from activities for the financial year;
- P4: Consolidated net profit (CNP)<sup>2</sup> of the TF1 group for the financial year;
- P5: Strategy: Optimisation of TF1 group’s net cash;

<sup>1</sup> Free cash flow before changes in working capital relating to operating activities and to non-current assets used in operations. This indicator is adjusted to eliminate exceptional items.

<sup>2</sup> This indicator is adjusted to eliminate exceptional items.

● P6: Five non-financial criteria:

– compliance: indicator covering:

- raising employee awareness of ethics and compliance (public speeches, dedicated training courses, ethical commitment of employees) - 3.33% of fixed remuneration (FR),
- monitoring sanctions for breaches of business ethics - 3.33% of FR,
- disseminating the whistleblowing system - 3.33% of FR,

– health and safety: changes in the frequency of work-related accidents and the number of fatal work-related accidents - 5% of FR,

– climate/environment: indicators in line with CO<sub>2</sub> emissions reduction target:

- maintaining SBTi (Science-based Targets initiative) certification - 1.5% of FR,
- calculation of emissions and trajectory and correlation of financial and carbon forecasts - 1.5% of FR,
- continuing implementation of the decarbonisation plan - 3% of FR,
- responsible purchasing - 3% of FR,
- biodiversity impact assessment - 1% of FR,

– gender balance:

- percentage of women recruited in ‘tech’ sectors (digital, data, technology) - 2.5% of FR,
- carrying out a diversity analysis - 2.5% of FR,

– management: indicator divided into three sub-criteria, each representing a third of this target’s weighting:

- commitment surveys,
- inter-business line mobility,
- managerial performance.

*P1, P2, P3, P4 and P5*

The variable portion awarded (P1, P2, P3, P4 and P5) reflects the actual performance achieved during the financial year. It is expressed as a percentage of fixed remuneration (% FR<sup>3</sup>). Three thresholds are set for each criterion:

- a “lower” threshold that determines the threshold for triggering the bonus;
- an “intermediate” threshold, corresponding to the expected results in 2023;
- an “upper” threshold for overperformance in excess of the financial goals of the intermediate threshold.

Each variable portion (P1, P2, P3, P4 and P5) is calculated as follows:

1. If the lower threshold is reached:

- P1 = 10 to 20% of FR;
- P2 = 10 to 20% of FR;
- P3 = 15 to 30% of FR;
- P4 = 10% to 20 of FR;
- P5 = 7.5 to 15% of FR.

2. If the intermediate threshold is reached:

- P1 = 20 to 30% of FR;
- P2 = 20 to 25% of FR;
- P3 = 30 to 35% of FR;
- P4 = 20% to 25 of FR;
- P5 = 15% of FR.

3. If the upper threshold is reached:

- P1 = 30% of FR;
- P2 = 25% of FR;
- P3 = 35% of FR;
- P4 = 25% of FR;
- P5 = 15% of FR.

Between these thresholds, the weight of each bonus is adjusted on a straight-line basis. If the lower threshold is not met, P=0.

*P6*

For this bonus, the Board of Directors assesses the attainment of the P6 target, without exceeding the 40% cap of fixed remuneration (FR).

Overall cap

The overall cap for variable remuneration is 170% of fixed remuneration.

The variable remuneration awarded to Rodolphe Belmer for 2024 was €1,518,920 or 165.1% of his fixed remuneration.

The variable remuneration received by the executive director Rodolphe Belmer in respect of 2023 was €1,487,410 (in respect of the period from 1 January to 31 December 2023).

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<sup>3</sup> FR = fixed remuneration.

### Conditions for payment

In accordance with Article L. 22-10-34 of the French Commercial Code, payment of the variable remuneration due in respect of the 2024 financial year is subject to approval by the Annual General Meeting called on 17 April 2025 to approve the financial statements for the year ended 31 December 2024. It is to be paid upon approval of the payment by the General Meeting.

There is no further deferral period.

### Cessation of duties

In the event that Rodolphe Belmer leaves his position during the financial year, the amount of the variable component of the remuneration payable in respect of the current financial year will be determined pro rata to the time spent at the Company during the financial year in question, on the basis of the level of performance observed and assessed by the Board of Directors for each of the criteria initially adopted.

## Long-term remuneration

### Long-term remuneration in performance shares

Since the Executive Officer had an effective employment contract with Bouygues SA during 2024, he was granted long-term remuneration in the form of a deferred and conditional allocation of Bouygues shares.

On the recommendation of the Selection and Remuneration Committee, the Board of Directors decided to establish a long-term remuneration scheme covering up to 25,000 Bouygues shares.

These shares will be delivered at the end of a three-year vesting period (2024, 2025, 2026) under the provisions of the French Commercial Code (articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.*).

Long-term remuneration will be granted in Bouygues shares, subject to and following approval by the General Meeting of Shareholders under the conditions set out in Article L. 22-10-34 of the French Commercial Code.

Delivery of the shares is subject to a continuing employment condition and the satisfaction of performance conditions at the end of the vesting period.

This remuneration awarded by Bouygues SA prior to the suspension of the employment contract on 1 January 2025, and which is in the process of vesting, will continue to be recharged to TF1 (this concerns the Bouygues performance share plans awarded in 2023 and 2024).

### *Performance conditions*

The performance conditions have five components:

- Bouygues group ROCE (Return on Capital Employed);
- Bouygues TSR (Total Shareholder Return);
- a strategy criterion: TF1 group margin from activities:
  - the TF1 group margin from activities at the end of the 2026 plan,
  - the average TF1 group margin from activities in 2024-2026;
- environmental targets: reduction in carbon emissions in each of the three Scopes aligned with that forecast for the annualised trajectory enabling SBTi targets to be met between the SBTi reference year and 2026. Scope 1 & 2 targets represent 50% of the weighting of the indicator, with the Scope 3 target representing the remaining 50%;
- gender targets, each representing 1/3 of the weighting of the target: proportion of women:
  - on executive bodies,
  - in top management succession plans,
  - managers in the operating segments.

### *Continuing employment conditions*

The beneficiary must continue to be employed by the Bouygues group until the expiry of the vesting period, i.e. the date of the Ordinary General Meeting in 2027.

If the beneficiary does not meet the continuing employment condition, their entitlement to the long-term remuneration will be definitively lost.

The Board of Directors will have the right to grant exemptions from these provisions on a case-by-case basis after consulting the Selection and Remuneration Committee.

Notwithstanding the foregoing, the beneficiary will not lose their entitlement to the long-term remuneration in the following cases and under the conditions defined in the rules of the long-term remuneration plan:

- Invalidation;
- Death;
- Retirement, pro rata to the time actually worked during the reference period.

### *Retention*

In accordance with the recommendations of the AFEP/MEDEF code, the beneficiary must retain a minimum number of shares in registered form until the end of his or her term of office or period of employment, i.e. shares with a value equivalent to 1.5 times their fixed annual remuneration. Until this ownership target is reached, on each delivery of shares, 60% of the shares actually delivered to the beneficiary will be subject to retention obligations.

### Long-term remuneration in stock options

In 2024, Rodolphe Belmer received 35,000 stock options with a fair value of €2.1775 each, corresponding to a total of €76,213.

These stock options were granted and vested in 2024, but a lock-up period of two years from the date of grant must be respected. The shares are valid for 10 years from the grant date.

This remuneration awarded by Bouygues SA prior to the suspension of the employment contract on 1 January 2025 will continue to be recharged to TF1 (this concerns the stock option plans awarded in 2023 and 2024).

### Exceptional remuneration

In exceptional circumstances, the Board of Directors reserves the right, after taking advice from the Selection and Remuneration Committee, to award an exceptional bonus, in accordance with Article L. 22-10-8 of the French Commercial Code.

Rodolphe Belmer was not awarded any exceptional remuneration in respect of the 2024 financial year.

### Benefits in kind

Benefits in kind consist of the use of a company car (2024 valuation corresponding to an amount of €7,971). A predetermined number of hours of tax advisory services is also allocated as well as employer funding of part of the contributions to a supplementary pension scheme (for an amount of €18,873 for 2024). In all over 2024, these benefits in kind amounted to €26,844.

### Other remuneration received by Rodolphe Belmer in 2024

In 2024, Rodolphe Belmer received no remuneration from Bouygues SA or any other legal entity of the Group.

### Executive pay ratios and changes in performance

The executive pay ratio disclosures provided below comply with paragraphs 6 & 7 of Article L. 22-10-9 of the French Commercial Code.

The last five financial years are presented together below, despite changes to roles over the period. However, it is important to note the changes in 2022, which had a significant impact on results for 2022 and 2023.

In line with the recommendations of the 2022 report on corporate governance and executive pay issued by the AMF on 1 December 2022, the executive pay ratios presented below are based on an historical scope and, in addition, on a broader scope deemed to be representative of the Company.

- historical scope: Media excluding Unify<sup>4</sup> and STS (80% of headcount);
- representative scope: Media + Newen (100% of headcount).

All of the remuneration components for the Executive Officer were taken into account to calculate the ratio.

Pay ratio between the remuneration of the Chairman and Chief Executive Officer and average/median employee remuneration for the historical scope of TF1

	2020	2021	2022	2022	2023	2024
	Gilles Pélisson			Rodolphe Belmer <sup>(1)</sup>		
Ratio to average remuneration paid to employees	28	25	28	10	13	29
Ratio to median remuneration paid to employees	35	31	36	13	17	35

*(1) The reference periods are difficult to compare as Rodolphe Belmer was remunerated from 27 October 2022, in respect of 2022, with no bonus payment in respect of 2021. In 2023, the variable annual bonus for 2022 was paid for the two months of attendance in 2022. Items are only truly comparable and representative from 2024 onwards.*

Table comparing the remuneration of the Chairman and Chief Executive Officer relative to the performance of TF1 SA and to average employee remuneration for the historical scope of TF1

	Change 2020/2019	Change 2021/2020	Change 2022/2021	Change 2023/2022	Change 2024/2023
	Gilles Pélisson			Rodolphe Belmer	
Annual remuneration paid to the Executive Officer	-14.7%	-2.4%	+21%	ns <sup>(1)</sup>	+111%
Company performance: current operating profit/(loss)	-25.5%	+80.5%	-7.90%	-10.6%	+2.2%
Company performance: consolidated net profit	-64.30%	307.40%	-21.80%	+9.0%	+7.1%
Average remuneration paid to employees	-2.20%	-1.90%	9.90%	-4.40%	-2.4%
Pay ratio with average remuneration paid	28	25	28	13 <sup>(2)</sup>	29

*(1) The reference periods are difficult to compare as Rodolphe Belmer was remunerated from 27 October 2022, in respect of 2022, with no bonus payment in respect of 2021. In 2023, the variable annual bonus for 2022 was paid for the two months of attendance in 2022. It is only from 2024 onwards, and therefore for the 2025/2024 variation, that the elements will be truly comparable and representative. Nevertheless, by way of indication, if fixed remuneration had been taken into account on a "full-time equivalent" basis over the two years compared, the change in remuneration paid would have been +29% between 2022 and 2023 (effect of the lag in payment of the*

<sup>4</sup> Digital activities (Doctissimo, Marmiton Websites...) deconsolidated in Q4 2024.

annual variable remuneration).

(2) Executive pay ratios are calculated for partial periods. As such, they are expected to change considerably as from 2024.

Pay ratio between the remuneration of the Chairman and Chief Executive Officer and average/median employee remuneration for the scope considered representative of TF1

	2020	2021	2022	2022	2023	2024
	Gilles Pélisson			Rodolphe Belmer <sup>(1)</sup>		
Ratio to average remuneration paid to employees	28	28	31	11	14	30
Ratio to median remuneration paid to employees	35	34	38	13	17	36

(1) The reference periods are difficult to compare as Rodolphe Belmer was remunerated from October 27 in respect of 2022, with no bonus payment in respect of 2021. In 2023, the variable annual bonus for 2022 was paid for the two months of attendance in 2022. Items are only truly comparable and representative from 2024 onwards.

Comparison of the remuneration of the Chairman and Chief Executive Officer relative to the performance of TF1 SA and to average employee remuneration for the scope considered representative of TF1

	Change 2020/2019	Change 2021/2020	Change 2022/2021	Change 2023/2022	Change 2024/2023
	Gilles Pélisson			Rodolphe Belmer	
Annual remuneration paid to the Executive Officer	-14.7%	-2.4%	+21%	ns <sup>(1)</sup>	+111%
Company performance: current operating profit(/loss)	-25.5%	+80.5%	-7.90%	-10.6%	+2.2%
Company performance: consolidated net profit	-64.30%	307.40%	-21.80%	+9.0%	+7.1%
Average remuneration paid to employees		%	10.7%	+1.0%	0%
Pay ratio with average remuneration paid		5	38	14 <sup>(2)</sup>	30

(1) The reference periods are difficult to compare as Rodolphe Belmer was remunerated from 27 October in respect of 2022, with no bonus payment in respect of 2021. In 2023, the variable annual bonus for 2022 was paid for the two months of attendance in 2022. It is only from 2024 onwards, and therefore for the 2025/2024 variation, that the elements will be truly comparable and representative. Nevertheless, by way of indication, if fixed remuneration had been taken into account on a "full-time equivalent" basis over the 2 years compared, the change in remuneration paid would have been +29% between 2022 and 2023 (effect of the lag in payment of the annual variable).

(2) Executive pay ratios are calculated for partial periods. As such, they are expected to change considerably as from 2024.



## Comments

- 2022/2021: Rodolphe Belmer succeeded Gilles Pélisson as Chief Executive Officer as of 27 October 2022.
- 2023/2022: Rodolphe Belmer was appointed Chairman and Chief Executive Officer on 13 February 2023.
- The TF1 group 2022 financial statements include non-current items (notably the proposed merger with M6 and the liquidation of SALT0) that could explain the significant changes in net profit attributable to the Group.

## Pension, provident and healthcare schemes

Compulsory Group pension, provident and healthcare schemes

Rodolphe Belmer benefits from the compulsory collective pension, provident and health insurance schemes in force at Bouygues SA under the same conditions as those applicable to employees.

Insurance policies relating to these schemes may be terminated in accordance with the relevant conditions of ordinary law.

Supplementary pension

*Vested-rights pension scheme governed by Article L. 137-11-2 of the French Social Security Code ("Code de la Sécurité Sociale") (rights for periods of employment subsequent to 1 January 2020)*

Given the closure of and the freezing of contingent rights under defined-benefit pension schemes governed by Article L. 137-11 of the French Social Security Code, the Bouygues Group Board meetings of 13 November 2019 and 19 February 2020 decided (acting on a proposal from the Selection and Remuneration Committee) to introduce a new vested-rights pension scheme in compliance with currently applicable legislation (Article L. 137-11-2 of the French Social Security Code). The new scheme enables members of the Bouygues Management Committee who have not reached the cap adopted by the Board to accumulate pension rights for periods of employment subsequent to 1 January 2020 such that they will receive the same pension rights (0.92% a year) as under the previous scheme in place within Bouygues, subject to fulfilment of the performance conditions described below.

In accordance with the new regulations, pension rights will vest annually and will no longer be subject to the individual still being with the Company at retirement.

This scheme has the following characteristics:

1. Condition to join the scheme: be a member of the Bouygues General Management Committee;
2. Reference remuneration: gross annual fixed remuneration plus gross annual variable remuneration;
3. Frequency of vesting of rights: annual;
4. Annual cap on vested pension rights: 0.92% of the reference salary;
5. Overall cap: 8x the annual social security ceiling (cap of €370,944 in 2024).
6. Overall cap on vested rights under all schemes governed by Article L. 137-11-2 of the French Social Security Code: 30 points;
7. Funding is contracted out to an insurance company to which an annual contribution is paid;
8. Performance conditions for 2024:

Target = that the average of the TF1 group's consolidated net profit (CNP) figures for the 2024 financial year and for the 2023 and 2022 financial years ("Average CNP") is no more than 10% below the average of the consolidated net profit figures specified in the 2024 business plan and in the business plans for the 2023 and 2022 financial years.

Terms for determining the vesting of pension rights based on performance:

- if the Average CNP is above or equal to the average of the consolidated net profit figures specified in the 2024 business plan and in the business plans for the 2023 and 2022 financial years: annual pension rights = 0.92% of the reference salary,
- if the Average CNP is more than 10% below the average of the consolidated net profit figures specified in the 2024 business plan and in the business plans for the 2023 and 2022 financial years: annual pension rights = 0.

Between these lower and upper limits, the awarded pension rights are adjusted on a straight-line basis from 0 to 0.92% of the reference salary.

Rodolphe Belmer is eligible for this pension scheme and can acquire rights (0.92% of the reference salary per year) conditional upon the satisfaction of the above performance conditions.

The number of pensions paid under the pension schemes covered by Articles L. 137-11 (contingent-rights scheme) and L. 137-11-2 (vested-rights scheme) of the French Social Security Code applicable within the Company is limited to eight times the annual social security ceiling (€370,944 in 2024).

Because the criteria were partially met for 2024, the rights awarded were 0.79% of the reference salary.

Under this scheme, the estimated amount of annuity for 2024 was €19,019, and the total amount of annuities earned at 31 December 2024 was €29,591.

### *Supplementary share-based pension*

In addition to, and on the basis of vesting principles identical to those of the supplementary pension governed by Article L. 137-11-2 of the French Social Security Code, a supplementary share-based pension scheme is envisaged, based on a pension entitlement greater than eight times the annual social security ceiling and capped at 14 times the annual social security ceiling.

This scheme applies to the member of the vested-rights scheme governed by Article L. 137-11-2 of the French Social Security Code, providing it has reached the cap set by the Board of Directors of Bouygues (eight times the annual social security ceiling) for defined benefit pension plans applicable within the Group.



### 3.5.1.2. Remuneration for Directors

The total gross amount of remuneration paid to Directors before taxes was €332,840, as indicated in the tables below.

The remuneration components for Directors are consistent with the 2024 remuneration policy for the Company's Corporate Officers, as approved by the Board of Directors acting on recommendation from the Selection and Remuneration Committee, and as voted by the Annual General Meeting of 17 April 2024 (7<sup>th</sup> resolution, passed with 79.81% of votes in favour).

#### Remuneration received by the Directors in respect of the 2024 financial year (in €)

Directors	Directorship	Gross amounts before tax due for 2024 <sup>(1)</sup>	Gross amounts before tax due for 2023
Rodolphe Belmer	Chairman (since 13 February 2023)	21,000	20,241
Marie Pic-Pâris Allavena	Director	21,000	21,000
		15,000	15,000
Charlotte Bouygues	Permanent representative of SCDM, Director	21,000	21,000
Olivier Bouygues	Director	21,000	21,000
Catherine Dussart	Director	21,000	21,000
		17,000	17,000
Farida Fekih <sup>(2)</sup>	Employee Representative Director	7,739	21,000
		5,520	7,000
Pascal Grangé	Permanent representative of Bouygues	21,000	21,000
		12,000	12,000
Sophie Leveaux <sup>(3)</sup>	Employee Representative Director	21,000	21,000
		7,000	7,000
Marie-Aude Morel <sup>(4)</sup>	Employee Shareholder Representative Director	21,000	21,000
		7,000	7,000
Yoann Saillon <sup>(4)</sup>		16,201	0
		6,380	0
Olivier Roussat	Director	21,000	21,000
		7,000	7,000
Orla Noonan	Director	21,000	21,000
		22,000	22,000
<b>TOTAL</b>		<b>332,840</b>	<b>330,880</b>

(1) Remuneration paid by TF1 for attendance of Board of Directors' meetings. The first line shows the remuneration paid for meetings of the Board of Directors while the second line displays the remuneration paid for participation in one or more Committees.

(2) Remuneration paid to the French Democratic Confederation of Labour (CFDT) trade union in which she is elected.

(3) Remuneration paid to the French Confederation of Christian Workers (CFTC) trade union in which she is elected.

(4) Remuneration paid to the French General Confederation of Labour - Workers' Force (FO) trade union in which she is elected.

No remuneration other than that referred to in the above table was paid to the Directors in respect of their corporate office.

The Employee Representative Directors, Farida Fekih (whose appointment was recorded by the General Meeting of 14 April 2022), Sophie Leveaux (whose appointment was recorded by the General Meeting of 17 April 2024), Yoann Saillon (who was appointed at the General Meeting on 17 April 2024), and the Employee Shareholder Representative Director, Marie-Aude Morel (appointed by the General Meeting of 17 April 2024), did not receive any exceptional remuneration in respect of their corporate office in the TF1 group.