

# Information about the compensation of the executive directors

Pursuant to AFEP/MEDEF code

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On the report of the Remuneration, Human Resources & CSR Committee, the Board of Directors of February 19, 2014 approved the compensation components of Jean-Pascal Tricoire, Chairman and CEO, and Emmanuel Babeau, Deputy CEO, in charge of Finance and Legal Affairs, in the absence thereof.

The Board has thus adopted:

- The variable part of their compensation for 2013,
- The fixed part of their compensation for 2014,
- The criteria and objectives of the variable part of their compensation for 2014,
- The principle of allocation of performance shares under the 2014 long-term incentive plan.

## I – Variable part for 2013

- The variable part for Jean-Pascal Tricoire totaled EUR 1,443,072, or 154.5% of the fixed part, which was EUR 934,028 in 2013.
- The variable part for Emmanuel Babeau totaled EUR 695,200, or 126.4% of the fixed part, which was EUR 550,000 in 2013.

## II – Compensation for 2014

- The compensation of Jean-Pascal Tricoire consists of a fixed part of EUR 950,000, to which is added a variable part, which can be between 0% and 240% of the fixed part and whose target rate is 120% of the fixed part;
- The compensation of Emmanuel Babeau consists of a fixed part of EUR 550,000, to which is added a variable part, which can be between 0% and 200% of the fixed part and whose target rate is 100% of the fixed part.

The Board of Directors has identified the structure of the variable part for 2014 as well as the weighting of each of the criteria for Mr. Tricoire and Mr. Babeau as follows:

1) Group criteria for 70% , including:

- for 45%, a Group economic criteria component. These criteria include targets for organic growth in revenue, adjusted EBITA and cash generation;
- for 25%, a criteria component in line with the company program Connect and social and environmental responsibility, evaluated in particular through the evolution of the Planet & Society Barometer.

2) Individual objectives for 30%: these objectives remain confidential as they might bring strategic information to the competition.

The Board of Directors approved the principle of an allocation of performance shares under the long-term incentive plan for 2014, which will be implemented by the Board of Directors of March 31, 2014:

Jean-Pascal Tricoire:	18,000 performance shares in the framework of plan 17 (to come).
	42,000 performance shares in the framework of plan 18 (to come).
Emmanuel Babeau:	26,000 performance shares in the framework of plan 17 (to come).

The vesting of the performance shares is conditional:

- for 70%, a target operating margin of Adjusted EBITA for the period 2014/2015,
- for 15%, a level of achievement of the Planet & Society Barometer at the end of 2015,
- for 15%, a level of achievement of the ROCE for the period 2014/2015.