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INFORMATION ON ELIOR GROUP'S CHAIRMAN AND CEO'S COMPENSATION

Elior Group's Chairman and CEO reduces important elements of his compensation

Mr. Daniel Derichebourg, Chairman and CEO of Elior Group, has decided to surrender or limit elements of his compensation for the 2022-2023 fiscal year, even though it was in line with the compensation policy approved at the Annual General Meeting on February 23, 2023. The main compensation revisions are as follows:

- Surrender of the fixed compensation of 900,000 euros gross
- Capping of short-term variable compensation at 500,000 euros gross in the event of achievement of the target performance criteria, and at 750,000 euros gross in the event of outperformance (a reduction of more than 70% compared with the theoretical amounts)
- Capping of long-term variable compensation at 750,000 euros gross in the event of achievement of the target performance criteria, and at 1,000,000 euros gross in the event of outperformance (a reduction of more than 50% compared with the theoretical amounts)
- Surrender of the termination allowances
- Surrender of the compensation for the position of Director

Daniel Derichebourg, Chairman and CEO of Elior Group, comments: *"I have chosen to reduce my compensation for the current fiscal year, however in line with what was approved at the Annual General Meeting. I do not consider it to be excessive in relation to market practices, but I nevertheless consider it important to make this symbolic gesture, for two reasons. The first is to contribute to the collective effort to restore our operating margins. The second is to highlight the alignment of my executive decisions with my interests as the largest shareholder, for the benefit of all stakeholders."*

Following his appointment as Chairman & CEO, the Board of Directors of Elior Group decided on April 18, 2023, on the proposal of the Appointments and Compensation Committee, on the main terms and conditions of Mr. Daniel Derichebourg's compensation as from the date of his assumption of his duties, as well as the compensation elements due to Mr. Bernard Gault, Chairman & CEO until April 18, 2023.

Mr. Daniel Derichebourg's compensation is in line with the compensation policy for the Chairman & CEO approved by the Annual General Meeting of February 23, 2023.

It is also specified that, in accordance with the recommendations of the Afep-Medef corporate governance code, Mr. Daniel Derichebourg does not have an employment contract.

I. Compensation of Mr. Daniel Derichebourg (Chairman & CEO as of April 18, 2023)

Fixed compensation

As a reminder, the Board of Directors, during its meeting of November 22, 2022, decided to set the fixed annual compensation attributable to the Chairman & CEO at 900,000 euros (gross amount) for the 2022/2023 fiscal year, with no change in the last seven fiscal years.

However, Mr. Daniel Derichebourg has decided to waive his fixed compensation for the 2022/2023 fiscal year.

Short-term variable compensation (annual)

The short-term variable compensation of Mr. Daniel Derichebourg will be that resulting from the compensation policy approved by the General Meeting of February 23, 2023, *i.e.* a target value of 100% of the theoretical annual fixed compensation (75% of quantifiable criteria and 25% of qualitative criteria), which may vary between 0% and 150% of this same theoretical fixed compensation depending on the level of attainment of quantifiable and qualitative criteria.

These elements are described in detail in the Board of Directors' corporate governance report in section 3.1.6.2.2 of the 2021/2022 Universal Registration Document filed with the Autorité des marchés financiers on December 20, 2022.

The amount of short-term variable compensation actually awarded will be determined on a prorata temporis basis and, in any event, Mr. Daniel Derichebourg has decided to cap the amount of such compensation at 500,000 euros (gross amount) in the event of achievement of the target performance criteria, and at 750,000 euros (gross amount) in the event of outperformance.

Its payment will be subject to the approval by the Annual General Meeting called to approve the financial statements for the year ending September 30, 2023, of the compensation paid to Mr. Daniel Derichebourg during or awarded in respect of that year, pursuant to Article L. 22-10-34 II of the French Commercial Code.

Discretionary power of the Board of Directors

The Board of Directors has discretionary power in the application of the remuneration policy concerning the variable remuneration (short and long term) of the Chairman & CEO, in order to ensure that the latter correctly reflects the Group's performance.

The conditions under which this discretionary power is set are described in section 3.1.6.2.2 of the 2021/2022 Universal Registration Document.

Long-term, multi-year variable compensation

The long-term variable compensation granted by the Board to Mr. Daniel Derichebourg consists of an annual allocation of performance units, with two components:

1. Performance units, the acquisition of which is subject to a condition of presence and performance conditions based on demanding and adapted performance criteria making it possible to measure the Company's internal and extra-financial performance over three financial years in relation to:
 - adjusted earnings per share;
 - improvement in CSR criteria such as accident frequency rate, diversity and carbon footprint.
2. Performance units, the acquisition of which is subject to a condition of presence and to performance conditions based on the Total Shareholder Return allowing the Company's performance to be measured over three years in relation to that of a panel of companies operating in the same sectors of activity as the Company and in relation to the Next 20 Index.

Details of the criteria and objectives of this multi-year long-term variable compensation can be found in section 3.1.6.2.2 of the 2021/2022 Universal Registration Document.

Mr. Daniel Derichebourg has requested that the amount of this multi-year long-term variable compensation awarded in 2022/2023 be capped at 750,000 euros (gross amount) in the event of achievement of the target performance and at 1,000,000 euros (gross amount) in the event of outperformance.

Other compensation and severance payments

Non-compete indemnity

In the event of termination of his duties as Chairman & CEO for any reason whatsoever, Mr. Daniel Derichebourg will be bound by a non-competition undertaking with respect to

Elior Group for a period of two years from the date of termination of his duties, in particular with respect to the strategic information to which he has access in his capacity as Chairman & CEO.

In return for this non-competition undertaking the Chairman & CEO will receive, on a monthly basis, from the date of termination of his duties and for the duration of his non-competition obligation, a lump-sum payment equal to 50% (or 100% in the absence of a severance payment) of his gross fixed and variable monthly compensation (excluding long-term variable compensation) calculated on the basis of the theoretical gross fixed and variable monthly compensation (excluding long-term variable compensation) received in respect of the last 12 months prior to the date of termination of his duties.

Regardless of the cause of termination of office (resignation or dismissal), the Board of Directors may decide to exempt the Chairman & CEO from this non-competition

undertaking by notifying him of its decision within one month of the date of termination of office. In this case, the Company will be released from any obligation to pay the non-competition indemnity.

Details of the terms of this non-competition agreement are set out in section 3.1.6.2.2 of the 2021/2022 Universal Registration Document.

Pension supplement under the supplementary pension plan

As Chairman & CEO, Mr. Daniel Derichebourg will benefit from the plans set up within Elior Group and applicable to corporate officers in terms of social security coverage and retirement. He does not benefit from a supplementary pension plan.

Termination indemnity

Mr. Daniel Derichebourg has decided to waive the termination indemnity provided for in the compensation policy for the 2022/2023 fiscal year.

Exceptional compensation

Mr. Daniel Derichebourg will not receive any exceptional compensation.

Director's fee

Mr. Daniel Derichebourg has decided to waive the benefit of his director's fee.

Benefits in kind

Mr. Daniel Derichebourg will have a company car, which is customary in the Group for the responsibilities of Chairman & CEO.

II. Compensation of Mr. Bernard Gault (Chairman & CEO until April 18, 2023)

Fixed compensation

Mr. Bernard Gault received his fixed compensation of 900,000 euros (gross amount) per annum calculated on a *pro rata* basis for his presence during the 2022/2023 financial year, *i.e.* an amount of 495,000 euros (gross amount) from October 1, 2022 to April 18, 2023.

Short-term variable compensation (annual)

Mr. Bernard Gault will be entitled to the payment of his annual variable compensation (described in section 3.1.6.2.2 of the 2021/2022 Universal Registration Document) on a *pro rata temporis* basis of his presence during the 2022/2023 financial year, and according to

the level of attainment of quantifiable and qualitative criteria measured on September 30, 2023.

Its payment will be subject to the approval by the Annual General Meeting called to approve the financial statements for the year ending September 30, 2023, of the compensation paid during or awarded in respect of that year to Mr. Bernard Gault, in accordance with Article L. 22-10-34 II of the French Commercial Code.

Non-compete indemnity

On the recommendation of the Nominating and Compensation Committee, the Board of Directors has decided to maintain the non-competition agreement from which Mr. Bernard Gault benefited as Chairman & CEO, and which is detailed in section 3.1.6.2.2 of the 2021/2022 Universal Registration Document.

The amount of the indemnity paid in consideration of the non-competition clause is equal to 50% (or 100% if no severance payment is made) of his gross fixed and variable monthly compensation (excluding long-term variable compensation) calculated on the basis of the average gross fixed and variable monthly compensation (excluding long-term variable compensation) received in respect of the last 12 months prior to the date on which his duties were terminated.

The Board of Directors considered that it was in the Company's interest to maintain the non-competition clause to prevent Mr. Bernard Gault, who will resume his activities as a financial advisor and investment banker after the termination of his duties as Chairman & CEO of the Company, from using in this context the very sensitive and strategic information to which he had access during the performance of his duties as Chairman & CEO, and in particular on the occasion of the review of the strategic options that he led during that period.

The Board of Directors has also decided to cap the amount of his compensation at 1,800,000 euros (gross amount), *i.e.* 24 months' fixed monthly compensation or 63% of the theoretical maximum amount of compensation to which he could have been entitled. His payment will be made on a monthly basis during the 12 months following the General Meeting which will approve the accounts for the financial year ending September 30, 2023.

Director's fee

The remuneration for Mr. Bernard Gault's term of office as director, allocated in accordance with the distribution rules applicable to all directors and described in section 3.1.6.2.1 of the 2021/2022 Universal Registration Document, will be paid on a *pro rata* basis for his presence during the 2022/2023 financial year.

No other element of compensation

In accordance with the provisions of the compensation policy applicable to Mr. Bernard Gault for the 2022/2023 fiscal year in the event that he leaves his duties as Chairman & CEO

following the approval of the contribution by Derichebourg SA of its multi-services activities to the Company, he will not benefit from any other element of compensation and in particular from any long-term variable compensation or any severance pay.

About Elior Group

Founded in 1991, Elior Group has grown into one of the world's leading operators in contract catering and support services and has become a benchmark player in the Business & Industry, Education, Health & Welfare and Leisure markets. With strong positions in eight countries, the Group generated €5.2 billion in *pro forma* revenue in fiscal 2022. Our 134,000 employees feed over 3 million people on a daily basis in 20,250 restaurants on three continents and offer services in six countries. Innovation and social responsibility are at the core of our business model. Elior Group has been a member of the United Nations Global Compact since 2004, reaching the GC Advanced Level in 2015.

For further information please visit our website at <http://www.eliorgroup.com> or follow us on Twitter (@Elior_Group)

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