

COMPENSATION OF EXECUTIVE OFFICERS

At its meetings of February 20 and April 17, 2025, the Board of Directors of GTT, on the recommendation of the Appointments and Compensation Committee, set the variable compensation of the Chairman and Chief Executive Officer payable in respect of 2024 (period from January 1 to June 12, 2024), the variable compensation of the Chief Executive Officer (period from June 12 to December 31, 2024) and all the 2025 compensation components for executive corporate officers.

1. Variable compensation for executive officers in respect of 2024

- Variable compensation for Philippe Berterottière, Chairman and Chief Executive Officer (period from January 1 to June 12, 2024)

As a reminder, the Chairman and CEO's target variable annual compensation for 2024 was set at 333,000 euros (annual basis), i.e. 83.25% of fixed annual compensation for 2024, and could reach 400,000 euros in the event of outperformance.

The granting of this compensation was conditional on the achievement of quantitative targets measuring the Group's financial and non-financial performance, as well as qualitative targets.

At its meeting on February 20, 2025, the Board of Directors noted that the performance criteria had been met to the extent of 89.05% of the target compensation, and set the amount of variable compensation for 2024, on an annual basis, at 296,537 euros.

In view of the separation of the functions of Chairman of the Board of Directors and Chief Executive Officer on June 12, 2024, this compensation will be paid *pro rata temporis* and will amount to 132,064 euros.

- Compensation paid to Jean-Baptiste Choimet, Chief Executive Officer (period from June 12 to December 31, 2024)

As a reminder, the Chief Executive Officer's variable annual compensation target for 2024 was set at 332,000 euros (annual basis), i.e. 78% of fixed annual compensation for 2024, and could reach 425,000 euros in the event of outperformance.

The granting of this compensation was conditional on the achievement of quantitative targets measuring the Group's financial and non-financial performance, as well as qualitative targets.

At its meeting on February 20, 2025, the Board of Directors noted that the performance criteria had been met to the extent of 89.05% of the target compensation, and set the amount of variable compensation for 2024, on an annual basis, at 295,646 euros.

Given that Jean-Baptiste Choimet will take up his new position on June 12, 2024, this compensation will be paid *pro rata temporis* and will amount to 163,979 euros.

- The Universal Registration Document covering the 2024 financial year, including the corporate governance report, will include detailed presentation elements relating to the determination of the

compensation of the Chairman and Chief Executive Officer and the Chief Executive Officer for the year 2024.

Pursuant to Article L.22-10-34 II of the French Commercial Code, payment of this variable annual compensation is subject to approval of the resolution relating to the compensation paid or allocated in respect of the 2024 financial year, which will be put to a shareholder vote at the Annual General Meeting to be held on June 11, 2025.

2. Compensation of executive officers for 2025

On June 12, 2024, the Company separated the functions of Chairman of the Board of Directors and Chief Executive Officer, with Jean-Baptiste Choimet appointed Chief Executive Officer.

Following the resignation of Mr. Jean-Baptiste Choimet on February 9, 2025, the Board of Directors decided to combine the functions and appointed, by decision dated February 9, 2025, Mr. Philippe Berterottière as Chairman and Chief Executive Officer, pending the appointment of a new Chief Executive Officer.

Under these conditions, at its meetings of February 20 and April 17, 2025, the Board of Directors, following the recommendations of the Nominating and Compensation Committee, reviewed and approved the compensation policies for corporate officers which, in accordance with Article L. 22-10-8 of the French Commercial Code, will be submitted to the Annual General Meeting for authorization under the 11th to 14th resolutions:

- compensation policy for the Chairman and Chief Executive Officer for the period February 9 to December 31, 2025 (applicable to Philippe Berterottière in his capacity as Chairman and Chief Executive Officer, and to any future Chief Executive Officer);
 - compensation policy for the Chief Executive Officer for the period from January 1, 2025 to February 9, 2025 (applicable to Mr. Jean-Baptiste Choimet);
 - compensation policy for the Chairman of the Board of Directors in the event of separation of the functions of Chairman and Chief Executive Officer (applicable to Philippe Berterottière for the period from January 1 to February 9, 2025);
- Compensation of the Chairman and Chief Executive Officer (applicable to Philippe Berterottière as from February 9, 2025, and to any future Chief Executive Officer).

Fixed annual remuneration: the fixed annual compensation amounts to 425,000 euros. This compensation will be paid *pro rata temporis* over the term of office of the Chairman and Chief Executive Officer.

Variable compensation: the target variable compensation amounts to 332,000 euros, rising to 425,000 euros in the event of outperformance. The payment of this variable compensation is conditional on the achievement of quantitative criteria (76%), based on the measurement of the Group's performance through the application of (i) an EBITDA target, (ii) a target for the Group's market share in its core business activities, (iii) a target for sales in digital services activities, and (iv) a target for orders in the Group's ancillary activities and qualitative criteria (24%), linked to the implementation of the Group's CSR policy, initiatives taken in terms of business diversification and in the social and societal fields, as well as innovation, the development of a diversification strategy, the deployment of a new business line and the review of the Group's compensation policy.

This compensation will be paid on a *pro rata temporis* basis, for the duration of the CEO's term of office.

Long-term compensation: the 2025 compensation policy provides for the possibility of granting shares subject to performance conditions measuring internal performance, CSR performance and stock market performance assessed over a three-year period.

The grant of performance shares is subject to a ceiling equal to 200% of fixed compensation.

In the event of further separation of the functions of Chairman of the Board and Chief Executive Officer, the number of shares retained will be reduced *pro rata temporis*.

The compensation policy applicable to the Chairman and Chief Executive Officer for 2025 will be described in detail in the 2024 universal registration document.

- Compensation paid to Jean-Baptiste Choimet, Chief Executive Officer from January 1 to February 9, 2025

Fixed annual compensation: the fixed annual compensation amounts to 425,000 euros. This compensation will be paid, *pro rata temporis*, for the period from January 1 to February 9, 2025.

Variable compensation: the target variable compensation amounts to 332,000 euros, and may rise to 425,000 euros in the event of outperformance. Payment of this variable compensation is conditional on the achievement of quantitative criteria which are identical to those taken into account for the variable compensation of the Chairman and Chief Executive Officer (see above). This compensation will be paid, *pro rata temporis*, over the period from January 1 to February 9, 2025.

Long-term compensation: Mr. Jean-Baptiste Choimet does not receive long-term variable compensation for 2025.

The compensation policy applicable to Mr. Jean-Baptiste Choimet for 2025 will be described in detail in the 2024 universal registration document.

- Compensation paid to Philippe Berterottière as Chairman of the Board of Directors

The Chairman of the Board of Directors will receive a fixed annual remuneration of 400,000 euros, to be paid *pro rata temporis* for the period from January 1 to February 9, 2025. This compensation paid to Philippe Berterottière as Chairman of the Board of Directors

The Chairman of the Board of Directors will receive a fixed annual compensation of 400,000 euros, to be paid *pro rata temporis* for the period from January 1 to February 9, 2025. This compensation will also apply in the event of termination of the Chief Executive Officer's duties and his appointment as Chairman of the Board of Directors.

Pursuant to Article L 22-10-8-II of the French Commercial Code, the 2025 remuneration policies described above will be the subject of draft resolutions submitted to the Annual General Meeting on June 11.

This information has been prepared and posted on the GTT website, in accordance with the provisions of the AFEP-MEDEF Corporate Governance Code. will also apply in the event of termination of the Chief Executive Officer's duties and his appointment as Chairman of the Board of Directors.

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