

2023 REMUNERATION POLICIES APPLICABLE TO EXECUTIVE CORPORATE OFFICERS APPROVED BY THE COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING HELD ON 30 JUNE 2023

In accordance with Article R. 22-10-14 IV of the French Commercial Code, the remuneration policies applicable to executive corporate officers are set out below.

The results of the votes on the corresponding resolutions are presented below:

7 th resolution	Remuneration policy 2023 for Directors	Approved at 99,92 %
8 th resolution	Remuneration policy 2023 for the Chairman and Chief Executive Officer	Approved at 91,16 %
9 th resolution	Remuneration policy 2023 for the Deputy CEO	Approved at 90,84 %

About ALLEN

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As a European Leader in Engineering and Technology Consulting (ETC), ALLEN carries out design and research projects for Technical and IT divisions of major clients in industry, telecoms and services.

ALLEN's stock is listed in compartment A of the Euronext Paris market (ISIN FR000001946); it is part of the SBF 120, the IT CAC 50 index and MIDCAP100, and is eligible for the deferred Settlement Service (SRD).

REMUNERATION POLICY 2023 FOR THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER (8TH RESOLUTION)

Remuneration items	Description	Significance
Fixed remuneration	<p>The Chairman and Chief Executive Officer has an annual fixed remuneration package whose amount is decided by taking account of the Group's results as well as the remuneration packages of Chairmen-Chief Executive Officers of a panel of comparable companies in the ICT sector.</p> <p>The Chairman and Chief Executive Officer may also receive Directors' fees paid by companies controlled by ALTEN SA, due to a position as Corporate Officer in one of these companies, either directly or through a company controlled by the Chairman and Chief Executive Officer.</p>	<p>The fixed remuneration is the only item of remuneration of the Chairman and Chief Executive Officer, along with benefits in kind (excluding the allocation of free shares and, where applicable, exceptional remuneration).</p> <p>In 2023, Mr AZOULAY may receive fixed remuneration paid by ALTEN SA of a maximum amount of €400,000 and a maximum of €450,000 in remuneration paid by ALTEN SA controlled companies via the SGTI company controlled by Mr AZOULAY.</p>
Annual or multi-year variable remuneration	The Chairman and Chief Executive Officer does not receive any annual or multi-year variable remuneration.	None
Allocation of stock options	The Chairman and Chief Executive Officer is not allocated stock options.	None
To align the interests of executive management and shareholders by promoting value creation over the long term.		
Allocation of free shares	<p>The Chairman and Chief Executive Officer will be able to benefit from the long-term discretionary profit-sharing plan (LTIPs) set up by the Group in the form of free shares or Preferred Shares, under the terms and conditions to be defined by the General Meeting.</p> <p>The Chairman and Chief Executive Officer must keep 2% of the ordinary shares thus allocated until the cessation of his functions.</p>	<p>Grant of a maximum of 75,000 performance shares. The performance criteria must be met over three years for the years 2020 to 2022.</p> <p>It is specified that these performance shares were fully granted in 2020. They will be definitively awarded in 2023 depending on the level of achievement of the performance criteria.</p>
To align the interests of executive management and shareholders by promoting value creation over the long term.		
Extraordinary remuneration	The Board of Directors can decide, on a proposal of the Remuneration and Nomination Committee, to award an exceptional remuneration to the Chairman and Chief Executive in very particular circumstances: it must be possible to justify the payment of this type of remuneration on the grounds of an event such as a major operation for ALTEN SA or the ALTEN Group (such as a structural acquisition).	None
To reward an executive manager's completion of an exceptional project in line with the Group's strategy.		
	The amount of extraordinary remuneration thus decided may not exceed a maximum of 100% of the annual fixed remuneration.	

Remuneration items	Description	Significance
	The payment of such remuneration would be subject to the approval of shareholders in accordance with Article L. 22-10-34 II of the French Commercial Code.	
Benefits of any kind To recruit and retain a high calibre of executive management to implement the strategy by offering competitive benefits in kind.	The Chairman and Chief Executive Officer is provided with a company car.	Mr AZOULAY will be able to benefit from the provision of a company vehicle up to a limit of €6,000 in 2023.
Commitments	The Chairman and Chief Executive Officer does not receive any specific severance package, non-competition payment, or defined benefit pension commitment.	None

REMUNERATION POLICY 2023 FOR THE DEPUTY CEO¹ (9TH RESOLUTION)

Remuneration items	Description	Significance
Fixed remuneration To recruit and retain high-level executive management able to implement the Group's strategy, and to provide remuneration in keeping with the position held.	<p>The Deputy CEO receives an annual fixed remuneration package, the amount of which reflects the level of responsibility in the operational positions occupied, and the person's value in terms of performance, expertise and experience.</p> <p>The overall level of performance of the part of the Group managed, its size, organisation and complexity are also taken into account.</p> <p>The Deputy CEO may also have an employment contract concluded with a company controlled by ALTEN SA, if this employment contract pre-dates the corporate office within ALTEN SA and corresponds to specific operational functions in this controlled company.</p> <p>The Deputy CEO may also receive Directors' fees paid by companies controlled by ALTEN SA, due to a corporate office exercised in the latter.</p>	<p>The fixed remuneration of the Deputy CEO represents up to 100% of the total annual remuneration (excluding allocations of free shares and, where applicable, extraordinary remuneration).</p> <p>In 2023, the Deputy CEO may receive fixed remuneration paid by ALTEN SA of a maximum amount of €260,000 and a maximum amount of €84,000 in remuneration paid by ALTEN SA controlled companies.</p>
Annual or multi-year variable remuneration	The Deputy CEO does not receive any annual or multi-year variable remuneration.	None
Allocation of stock options To align the interests of executive management and shareholders by promoting value creation over the long term.	The Deputy CEO is not allocated stock options.	None
Allocation of free shares	The Deputy CEO may benefit from the LTIPs put in place by the Group, in the form of free allocations of shares or	None

¹ On 23 February 2023, the board decided to renew, for 2023, the policy previously applicable to the Deputy CEOs of the Company according to the same terms and conditions as those set for 2022. This would enable the Company to acquire the necessary resources in the event of the recruitment of one or more Deputy CEOs.

Remuneration items	Description	Significance
To align the interests of executive management and shareholders by promoting value creation over the long term.	Preferred Shares, under the terms and conditions set by the General Meeting. The Deputy CEO must keep 2% of the ordinary shares allocated until the cessation of his functions.	
Extraordinary remuneration To reward an executive manager's completion of an exceptional project in line with the Group's strategy.	The Board of Directors can decide, on a proposal of the Remuneration and Nomination Committee, to award extraordinary remuneration to the Deputy CEO in very particular circumstances: it must be possible to justify the payment of this type of remuneration on the grounds of an event such as a major operation for ALTEN SA or the ALTEN Group (such as a structural acquisition). The amount of extraordinary remuneration thus decided may not exceed a maximum of 100% of the annual fixed remuneration. The payment of such remuneration would be subject to the approval of shareholders in accordance with Article L. 22-10-34 II of the French Commercial Code.	None
Benefits of any kind To recruit and retain a high calibre of executive management to implement the strategy by offering competitive benefits in kind.	The Deputy CEO is provided with a company vehicle.	The Deputy CEO will be able to benefit from the provision of a company vehicle up to the limit of a budget of €5,000 in 2023.
Commitments	The Deputy CEO does not receive any specific severance package, non-competition payment, or defined benefit pension commitment.	None

REMUNERATION POLICY 2023 FOR DIRECTORS (7TH RESOLUTION)

In its seventh resolution the General Meeting of 18 June 2020 set the remuneration of board members at €200,000 per year, valid for the current financial year and until a further decision of the General Meeting. The amount of this envelope remains unchanged for 2023.

The criteria for distributing remuneration allocated by the General Meeting to Board members have been set by the Board of Directors, on the proposal of the Remuneration and Nomination Committee, and are:

- attendance by Board members at Board meetings;
- their membership of Board Committees;
- whether they are Independent Directors.

The Board of Directors decided, on the recommendation of the Remuneration and Nomination Committee, to remunerate the participation in the CSR Committee created during 2022 in the same way as for the other committees.

Accordingly:

- €1,500 per Board meeting attended is allocated to each Independent Director, and the amount is increased to €3,000 for each attendance by the Director beyond the threshold of 75% attendance;
- €1,000 per Board meeting attended is allocated to each non-Executive and non-Independent Director, and the amount is increased to €2,000 for each attendance by the Director beyond the threshold of 75% attendance;
- €1,500 per Director is allocated for each attendance at the Remuneration and Nomination Committee;
- €1,500 per Director is allocated for each attendance at the Audit Committee;
- €1,500 per Director is allocated for each attendance at the CSR Committee;
- in the event of the creation of new specialised committees, the Board, at the suggestion of the Remuneration and Nomination Committee, may add to these rules;
- an amount of €1,500 per assignment day is allocated in the event of the completion of a specific assignment entrusted by the Board of Directors;
- no remuneration is awarded to Executive Directors (linked to ALTEN SA by a corporate mandate and/or an employment contract);
- Directors' transport expenses will be reimbursed on presentation of receipts.