

Paris, February 14, 2024

## Information on the compensation of the Chairman and Chief Executive Officer in respect of fiscal year 2023 In accordance with the AFEP-MEDEF Code

*In accordance with the recommendations of the AFEP-MEDEF Corporate Governance Code, Lectra SA (the « Company ») is publishing below the details of the compensation paid or granted to Daniel Harari, Chairman and Chief Executive Officer, in respect of fiscal year 2023, as approved by the Board of Directors at its meeting of February 14, 2024, acting on a recommendation from the Compensation Committee. It should be noted that the Chairman and Chief Executive Officer is the sole executive officer of the Company.*

### Components of the Chairman and Chief Executive Officer's compensation

Pursuant to Article L.22-10-8 of the French Commercial Code, at the Annual Shareholders' Meeting of April 28, 2023, the shareholders were asked to approve the policy governing the compensation of the Chairman and Chief Executive Officer in respect of the fiscal year ending December 31, 2023, as it had been laid down by the Board of Directors at its meeting of February 23, 2023. The resolution on this compensation policy was approved with a 99,53% vote.

All components of the total compensation and benefits in kind paid or granted to the Chairman and Chief Executive Officer in 2023 and described below are in line with said compensation policy approved by the Shareholders' Meeting.

Daniel Harari's compensation as Chairman and Chief Executive Officer comprises an annual fixed portion and a variable portion. He also receives compensation for being a member of the Board of Directors.

Daniel Harari does not receive any multi-year or exceptional variable compensation. The Company does not award him bonuses in any form.

Furthermore, Daniel Harari holds no stock options, performance-based or bonus shares.

Daniel Harari is not under any employment contract with the Company or any company controlled by Lectra SA within the meaning of Article L.233-16 of the French Commercial Code. He is not the beneficiary of any special scheme, or specific benefits, concerning deferred compensation, severance compensation, or pension liabilities committing the Company to grant any form of indemnity or benefit in the event of ending his functions, or at the time of his retirement, or more generally subsequent to the termination of his functions.

The compensation of the Chairman and Chief Executive Officer is paid in its entirety by the Company. He receives no compensation or particular benefit from companies controlled by Lectra SA within the meaning of Article L. 233-16 of the French Commercial Code.

## Compensation of the Chairman and Chief Executive Officer paid or granted in respect of 2023

### Fixed compensation

In accordance with the policy governing the compensation of the Chairman and Chief Executive Officer for the fiscal year 2023, Daniel Harari received gross compensation of € 420,000 in respect of the period from January 1 to December 31, 2023. This compensation was paid on a monthly basis.

### Variable compensation

Pursuant to the policy governing the compensation of the Chairman and Chief Executive Officer for the fiscal year 2023, the annual variable compensation of Daniel Harari is set at € 420,000, subject to achieving objectives.

Regarding fiscal year 2023, the Board of Directors, on a proposition from the Compensation Committee, decided, at its meeting on February 23, 2023, to set six performance criteria, three criteria for the Strategic Scorecard and three criteria for the CSR Scorecard, which are described below.

The criteria for the Strategic Scorecard and weightings were set taking into account the 2023-2025 strategic roadmap and reflect the Company's strategy of profitable sales activity and earnings growth. The results are calculated at constant exchange rates.

- (i) a criterion measuring the contributive value of growth in sales activity (40%);
- (ii) EBITDA before non-recurring items (30%); and
- (iii) protection and growth of recurring contracts (30%).

For each of the three criteria, the variable compensation is equal to zero below specified thresholds, equal to 100% if all annual objectives are achieved, and capped at 200% if annual objectives are exceeded. Between these thresholds, it is calculated on a straight-line basis. These results are then weighted by the relative weight for each criterion.

The CSR Scorecard criteria and weightings reflect the Group's CSR objectives, which are described in the Non-financial Statement:

- (i) progress in raising non-financial ratings by independent rating agencies (50%);
- (ii) progress in the plan to raise the eco-responsible content of offers (25%);
- (iii) progress in raising the employee engagement rate (25%).

For each of these criteria, the variable compensation is equal to zero below specified thresholds, equal to 100% if the annual objectives are achieved, and capped at 200% if the annual objectives are exceeded. Between these thresholds, it is calculated on a straight-line basis. These results are then weighted by the relative weight of each criterion. The result of the CSR Scorecard is then used as a bonus or penalty factor to adjust the results of the performance criteria. Accordingly, if the result for the CSR criteria is zero, the result for the Strategic Scorecard is multiplied by 75%; if the result for the CSR criteria is 200%, the result for the Strategic Scorecard is multiplied by 125% (but cannot exceed 200%).

The variable compensation is accordingly equal to zero if none of the thresholds is met and is capped at 200% of the target-based variable compensation if the annual objectives are exceeded for all criteria and cause each to be capped at 200%. The fixed compensation and the variable compensation of the Chairman and Chief Executive Officer each account for 50% of the total target-based compensation. Therefore, the actual total compensation can vary, depending on performance, between 50% and 150% of the annual target-based compensation. In other words, variable compensation is between zero and 200% of fixed compensation.

The results of the Strategic Scorecard are then multiplied by those of the CSR Scorecard, between 75% and 125%, without the result of this operation exceeding 200%.

In other words, variable compensation is between 0 and 200% of the fixed compensation, and the total compensation is between 50% and 150% of the total annual-target compensation.

Following review by the Compensation Committee, at its meeting of February 14, 2024, the Board of Directors assessed the achievement of each of the criteria. In respect of fiscal year 2023, the percentage obtained by the Chairman and Chief Executive Officer for each of the above performance criteria is as follows:

- Strategic Scorecard criteria:
  - (i) 17.10% for the contributive value of growth in sales activity (71% in 2022);
  - (ii) 16.72% for EBITDA before non-recurring items (56% in 2022);
  - (iii) 53.64% for the protection and growth of recurring contracts (101% in 2022).
- CSR Scorecard criteria:
  - (i) 101.67% for progress in raising non-financial ratings by independent rating agencies;
  - (ii) 100.00% for progress in the plan to raise the eco-responsible content of offers;
  - (iii) 125.00% for progress in raising the employee engagement rate.

In total, the percentage obtained for the variable portion of Daniel Harari's compensation represented 28.44% of the total amount set for achieving the annual performance objectives (76% in 2022), and his variable compensation in respect of fiscal year 2023 was therefore € 119,448 (€ 295,541 in 2022).

It should be noted that the payment of Daniel Harari's variable compensation in respect of fiscal year 2023 is contingent on approval of his compensation by the Shareholders' Meeting of April 26, 2024, pursuant to Article L.22-10-34 of the French Commercial Code.

### **Compensation for directorship**

In accordance with the allocation rules governing the Directors' compensation, as set by the Board of Directors at its meeting of February 23, 2022 and approved by the Shareholders' Meetings of April 29, 2022 and of April 28, 2023, Daniel Harari's compensation for being a member of the Board of Directors amounts to € 53,000 for fiscal year 2023.

## Summary table of the Chairman and Chief Executive Officer's compensation

<b>Daniel Harari</b> Chairman and Chief Executive Officer <i>(in euros)</i>	<b>2023</b>		<b>2022</b>	
	Amounts earned in respect of fiscal year	Amounts paid in the year	Amounts earned in respect of fiscal year	Amounts paid in the year
Fixed compensation	420,000	420,000	390,000	390,000
Variable compensation <sup>1</sup>	119,448	295,541	295,541	762,311
Extraordinary compensation	n/a	n/a	n/a	n/a
Directors' compensation <sup>2</sup>	53,000	53,500	53,500	40,000
Benefits in kind <sup>3</sup>	10,611	10,611	8,331	8,331
<b>Total</b>	<b>603,059</b>	<b>779,652</b>	<b>747,372</b>	<b>1,200,642</b>

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Information relating to the company officers' compensation is detailed further in the Report on Corporate Governance, which will be adopted by the Board of Directors at its meeting on February 28, 2024 and presented to the shareholders at the Shareholders' Meeting of April 26, 2024. This Report will be included in the 2023 Annual Financial Report, which will be available on Lectra's website (<https://www.lectra.com/en/investors/financial-information/publications>).

<sup>1</sup> The variable compensation in respect of fiscal year 2022 was paid in 2023; the variable compensation in respect of fiscal year 2023 will be paid in 2024, subject to approval by the Shareholders' Meeting of April 26, 2024. The difference between the percentage of variable compensation granted in respect of fiscal year 2022 (76%), which was paid in 2023, and the percentage in respect of fiscal year 2023 (28.44%) explains the difference between the amounts of variable compensation due in respect of fiscal year 2023 and paid in 2023.

<sup>2</sup> The directors' compensation in respect of fiscal year 2022 was paid in 2023; the directors' compensation in respect of fiscal year 2023 will be paid in 2024, which explains the difference between the amounts due in respect of fiscal year 2023 and paid in 2023.

<sup>3</sup> The amounts reported as benefits in kind correspond to the value of the use of a company car.