

*Information on the financial conditions of the departure of Eva Berneke (CEO of Eutelsat Communications until 31 May 2025) and information on the remuneration of Jean-François Fallacher (CEO of Eutelsat Communications from 1 June 2025)*

In a press release dated May 5, 2025, Eutelsat Communications (the “**Company**”) announced that the Board of Directors has appointed, upon recommendation of the Nomination and governance committee, Mr. Jean-François Fallacher as new CEO of the Company, in replacement of Mrs. Eva Berneke as from 1 June 2025.

The Board of Directors, based on the work of the Compensation committee, has decided on the financial conditions of the departure of Mrs. Eva Berneke from her duties as CEO and on the compensation elements applicable to the new CEO which will be submitted for approval at the next general meeting of shareholders.

In accordance with the AFEP/MEDEF Code of Corporate Governance, the Company hereby publishes the decisions taken by the Board of Directors, based on the work of the recommendation of the Compensation committee, relating to the financial conditions of the departure of Mrs. Eva Berneke from her duties as CEO on 31 May 2025 and to the compensation policy applicable to Mr. Jean-François Fallacher as new CEO of the Company which will be submitted to the vote of the shareholders at the general meeting of shareholders called to approve the financial statements for the year ending June 30, 2025

***Information on the financial terms of the departure of Eva Berneke (CEO of Eutelsat Communications until 31 May 2025)***

It is specified that Mrs. Eva Berneke’s departure constitutes a case of forced resignation within the meaning of the compensation policy for the CEO presented in the Universal registration document 2024 and approved by 89% of the shareholders at the annual general meeting on 21 November 2024 (the “**Compensation Policy**”).

**Fixed remuneration**

The fixed remuneration of EUR 950,000 will be paid *pro rata temporis* of her presence with the Company during the 2024-2025 financial year.

**Variable compensation**

Mrs. Eva Berneke’s target variable compensation is set at EUR 950,000 for the fiscal year 2024-2025, representing 100% of her fixed compensation, with a maximum of 142.5%.

The Board of Directors has acknowledged Mrs. Eva Berneke's right to perceive her variable compensation for the 2024-2025 financial year *pro rata temporis* until the date of her departure.

The achievement of the performance conditions relating to the annual variable compensation for fiscal year 2024-2025 will be assessed by the Board of Directors on the basis of the figures for the full fiscal year, after which the variable compensation for Mrs. Eva Berneke will be calculated *pro rata temporis* to her presence during the fiscal year 2024-2025.

In accordance with article L. 22-10-34 II of the French commercial code, the payment of the variable compensation for the 2024-2025 financial year remains subject to shareholder approval at the annual general meeting convened to approve the financial statements for 2024-2025 fiscal year.

**Long-term variable compensation (performance shares)**

Mrs. Eva Berneke has been awarded performance shares not yet vested under the plans approved by the Board of Directors on (i) 10 November 2022, (ii) 23 November 2023 and (iii) 21 November 2024, with a three-year vesting period for each plan. The allocations under the

plans of (i) 10 November 2022 and (ii) 23 November 2023 were approved by the general meeting of the shareholders when they voted on the compensation paid to corporate officers.

The definitive vesting of the performance shares is subject to performance conditions and to the presence of Mrs. Eva Berneke within the Company. In accordance with the Compensation Policy, if the beneficiary leaves before the end of the vesting period, the Board of Directors may decide to maintain all or part of the benefit of the shares provided, subject to the justification and the explanation of the specific circumstances underlying its decision.

In consideration of Eva Berneke's contribution to the Company's development, the proximity to the end of the vesting performance criteria assessment period and the need to organize a smooth transition with the Company's incoming CEO, the Board of Directors has decided to waive the presence condition relating to the November 2022 performance share plan.

It is specified that the number of shares vested will be calculated *pro rata temporis*, corresponding to a ratio of 30/36, and that the final payout remains subject to the achievement of performance criteria tested at the end of the vesting period (i.e., November 2025).

The definitive acquisition of these shares remains subject to the approval of the general meeting of shareholders called to approve the financial statements for fiscal year 2024-2025, in accordance with article L. 22-10-34 II of the French commercial code.

Mrs. Eva Berneke will lose the rights to the performance shares granted under the 23 November 2023 plan and the 21 Novembre 2024 plan.

### **Exceptional compensation**

On 23 November 2023, Mrs. Eva Berneke has been granted an exceptional compensation in the form of a share grant consisting of three annual tranches, representing respectively 40%, 30% and 30% of the target variable compensation applicable at the grant date, with the presence and performance conditions assessed at the end of each tranche's vesting period.

Tranche 1 was definitely awarded to Mrs. Eva Berneke on 30 June 2024, at a vesting rate of 80%, and the general meeting of shareholders convened to approve financial statements for fiscal year 2023-2024 approved this award.

The presence condition attached to tranches 2 and 3, to be assessed on 30 June 2025 and 30 June 2026 respectively, will not be met.

In consideration of her contribution to the Company's development, the proximity to the end of the vesting period and the need to organize a smooth transition with the Company's incoming CEO, the Board of Directors has decided to waive the presence condition relating exclusively to the tranche 2, subject to the approval of such waiver by the next general meeting of the shareholders.

It is specified that the number of shares allocated will be calculated *pro rata temporis*, corresponding to a ratio of 23/24, and that the final payout remains subject to the achievement of performance criteria tested at the end of the vesting period (i.e., June 2025).

The waiver of the presence condition and the definitive acquisition of these shares remain subject to the approval of the general meeting of shareholders called to approve the financial statements for fiscal year 2024-2025, in accordance with article L. 22-10-34 II of the French commercial code.

Mrs. Eva Berneke will lose the rights to the shares granted under the tranche 3.

### **Severance indemnity**

In accordance with the Compensation Policy, the Board of Directors has acknowledged the right of Mrs Eva Berneke to receive a severance payment equal to 18 months of the fixed and variable compensation received over the last 12 months prior to her departure, multiplied by a coefficient equal to the average of the achievement rates of performance criteria relating to the

annual variable compensation recorded over fiscal years 2021-2022, 2022-2023 and 2023-2024.

As Mrs. Eva Berneke received €1,971,840 over the 12 months prior to her departure and the average achievement rate referred to above being 115.1%, she will receive a gross severance pay of €3,404,382, subject to approval by the general meeting of the shareholders convened to approve the financial statements for fiscal year 2024-2025.

**Non-competition indemnity**

The Board of Directors has decided to waive the non-competition undertaking. Consequently, Mrs. Eva Berneke will not receive any non-competition allowance.

**Supplementary pension**

Mrs. Eva Berneke will not benefit from any supplementary pension scheme.

*Information on the remuneration of Mr. Jean-François Fallacher (Chief Executive Officer of Eutelsat Communications from June 1, 2025)*

The elements of the compensation policy applicable to the CEO, as described below, remain subject to the favorable vote of the general meeting of shareholders called to approve the financial statements for the year ending June 30, 2025.

**Fixed remuneration**

In accordance with the current Compensation Policy, Mr. Jean-François Fallacher's gross annual fixed compensation is set at €950,000, to be paid in twelve monthly installments.

In respect of the 2024-2025 financial year, Mr. Jean-François Fallacher's fixed compensation will be calculated on a *pro rata temporis* basis.

**Variable compensation**

In accordance with the current Compensation Policy, Mr. Jean-François Fallacher's variable compensation will reach 100% of his fixed compensation if he achieves quantitative and qualitative performance targets to be determined each year by the Board of Directors, on recommendation by the Compensation committee.

This variable component may not exceed 142.5% of fixed annual compensation if target levels are exceeded.

In respect of the 2024-2025 financial year, Mr. Jean-François Fallacher's variable compensation will be calculated on a *pro rata temporis* basis.

It is specified that the variable compensation will be measured against the targets set by the Board of Directors during the 2024-2025 financial year for the previous CEO, it being noted that the qualitative targets, weighting 15% of the target variable compensation, will be deemed to have been achieved at 100%.

**Long-term variable compensation (performance shares)**

In accordance with the current Compensation Policy, each year as from the 2025-2026 financial year, the Company will allocate to Mr. Jean-François Fallacher performance shares issued by the Company in an amount representing 140% of annual fixed remuneration, with a vesting period of 3 years, subject to a condition of presence tested on the vesting date and to performance conditions to be determined each year by the Board of Directors, upon recommendation of management and the Compensation committee. It is specified that in the event of outperformance, the final allocation percentage may reach an amount representing 182% of fixed annual compensation.

No performance shares will be granted to Mr. Jean-François Fallacher under any long-term incentive plan for fiscal year 2024-2025.

**Exceptional compensation**

The Compensation Policy provides that an exceptional compensation may be justified in the event of the arrival of a new CEO, in order to indemnify him for the loss of variable compensation as a result of leaving the previous employer.

In order to indemnify Mr. Jean-François Fallacher for the loss of his long-term variable compensation as a result of leaving his previous position, the Board of Directors has decided to allocate him 300,000 performance shares issued by the Company with a three-year vesting period, subject to a one-year presence condition and to performance conditions to be determined by the Board of Directors on the recommendation of the Compensation committee. No vesting shall occur in case of departure on his own initiative before the end of the three-year vesting period or in case of departure due to serious or gross misconduct before this date.

This allocation will be subject to approval by general meeting of shareholders convened to approve the financial statements for fiscal year 2024-2025, in accordance with article L. 22-10-30 II of the French commercial code.

### **Retirement protection**

Mr. Jean-François Fallacher will benefit from the group pension plan set up by the Company.

### **Severance pay**

In the event of dismissal or forced resignation or in case of non-renewal of his mandate (whatever the circumstances, including but not limited to, in the context of a merger or spin-off or a change of control of the company within the meaning of article L. 2333 of the French Commercial Code), Mr. Jean-François Fallacher will receive a severance payment equivalent to 18 months of the fixed and variable annual compensation (fixed and target variable, excluding any long-term or exceptional variable compensation), calculated on the basis of annual remuneration (fixed and target variable) at the date of termination of duties.

This severance payment will not be due in the event of the departure on his own initiative or in the event of serious or gross misconduct.

The severance clause is subject to Mr. Jean-François Fallacher having perceived at least one annual variable compensation in respect of one of the last three financial years prior to his departure.

The portion corresponding to the target variable compensation will be multiplied by a coefficient equal to the average of the achievement rates of the performance criteria relating to the annual variable remuneration observed during the last three financial years preceding the termination of his functions (or since his appointment, in the event of a departure occurring during the first three financial years).

The total of the severance payment and the non-compete allowance may not exceed two years' remuneration (fixed and variable), calculated on the basis the annual remuneration (fixed and variable) received or earned in respect of the last twelve months prior to termination of the duties.

### **Non-competition indemnity and non-solicitation undertaking**

Mr. Jean-François Fallacher will subscribe a non-compete and non-solicitation undertaking prohibiting him, for a period of 18 months following the end of his term of office, from working directly or indirectly for a telecommunications satellite operator or any reseller of satellite telecommunication services and to solicit or hire employees or corporate officers of the group.

The non-compete allowance is set, for the 18-month period, to a monthly sum equal to 50% of his fixed monthly compensation.

The Board has the option to waive the non-compete undertaking at the end of the term of office, in which case no indemnity will be due but Mr. Jean-François Fallacher will remain bound by the non-solicitation undertaking.

### **Benefits of any kind**

Mr. Jean-François Fallacher will be provided with a company car in accordance with Eutelsat car policy.

Mr. Jean-François Fallacher and his family will be covered by the Group's collective welfare and healthcare schemes. He will also benefit from the group life insurance policy contracted by the Company.

Mr. Jean-François Fallacher will benefit from international tax assistance for the duration of his mandate, up to a maximum of €10,000 per year.

### **Others**

It is envisaged by the Board of Directors to coopt, or as the case may be, propose to the general meeting of shareholders to nominate, Mr. Jean-François Fallacher as board member of the Company.

Mr. Jean-François Fallacher will not receive any compensation for his duties as a Director of the Company (or any other position held within the group) during his term of office as Chief Executive Officer of the Company.