



## **2022 grant to the Chief Executive Officer**

At its meeting of July 26<sup>th</sup>, 2022, the Board of Directors of Danone decided, upon proposal of the Governance Committee, to grant Group Performance Shares (“GPS”) to Antoine de SAINT-AFFRIQUE, Chief Executive Officer.

### **1. Reminder of the applicable compensation principles**

It is recalled that the 2022 compensation policy for the Chief Executive Officer, unchanged from that of 2021, was approved by 86.4% at the Shareholders’ Meeting of April 26<sup>th</sup>, 2022, under the 17<sup>th</sup> resolution on the compensation policy for corporate officers.

As a reminder, this compensation is divided into two main distinct components:

#### **1.1. Annual compensation**

- A fixed compensation, reviewed every few years, in accordance with the AFEP-MEDEF Code, which takes into account the beneficiary’s experience and level of responsibility ;
- An annual variable compensation subject to performance conditions, based on economic, social and managerial objectives as detailed with their respective weights in the Universal Registration Document, and which is calculated with reference to quantified, objective, quantitative and qualitative criteria. The method of allocation of each criteria category used for the economic part is also published in the Universal Registration Document.

With regards to the Chief Executive Officer, his annual variable compensation is capped to 200% of his fixed compensation with no guaranteed minimum or floor.

#### **1.2. Variable long-term compensation, in the form of GPS (Group Performance Shares)**

GPS are Danone shares entirely subject to performance conditions, including since 2018 an environmental performance condition.

Those performance conditions are detailed in the 2021 Universal Registration Document in section 6.4 *Detailed information on long-term compensation plans*, pages 290 and following, available on Danone’s website at the following address: [www.danone.com](http://www.danone.com). As a reminder, the

performance conditions applicable to the 2022 GPS are assessed over three years, pursuant to the authorization granted by the Shareholders' Meeting of April 26<sup>th</sup>, 2022, as follows:

- an internal performance condition related to recurring EPS growth compared with the growth in consolidated net sales on a like-for-like basis;
- an external performance condition based on Danone's TSR ("Total Shareholder Return") compared with that of its historical benchmark panel, consisting of eight leading international groups in the food and beverage sector;
- an external environmental performance condition.

Furthermore, a four-year continuous presence condition for the definitive allocation of the shares also applies, with the exceptions mentioned in the Universal Registration Document.

**2. A nominal grant of 51,900 GPS to the Chief Executive Officer decided on July 26<sup>th</sup>, 2022**

This grant of GPS is in line with the authorization granted for one year at the Shareholders' Meeting of April 26<sup>th</sup>, 2022, pursuant to the 22<sup>nd</sup> resolution. This nominal grant may vary depending on the level of achievement of the conditions described hereabove and may amount to 54,495 shares, in the event of outperformance of the conditions relating to recurring EPS and TSR, full achievement of the environmental performance condition and validation of the presence condition.

In accordance with the recommendations of the AFEP-MEDEF Code, the scheme is completed by the setting of an overall holding objective of a number of Danone shares representing in value 4 years of base salary for the Chief Executive Officer. This holding commitment shall be deemed to be satisfied as soon as the threshold determined above is reached.

For further information on the compensation of Danone's corporate officers, please refer to the 2021 Universal Registration Document filed with the AMF and available on Danone's website at the following address: [www.danone.com](http://www.danone.com).

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