

### 5.4.3 Supervisory Board compensation policy for the 2024 financial year

Supervisory Board member compensation consists exclusively of a fixed portion (40%) and a variable portion (60%) linked to the attendance rate at meetings. A share is also paid for the Chairmanships of the Supervisory Board and its Committees. No other component of compensation is paid or awarded to members of the Supervisory Board.

Any member newly appointed at the Shareholders' Meeting receives, in the year of his/her appointment, 50% of the amount of the annual fixed portion and a variable portion calculated according to the number of meetings that he/she actually attended.

In accordance with the Supervisory Board's internal rules, each member must reinvest half of the compensation he/she receives in Rubis securities until he/she holds at least 250 shares. This does not apply to members who represent a company that is already a shareholder.

The annual compensation envelope for the members of the Supervisory Board is set by shareholders at the Shareholders' Meeting. In accordance with the 12<sup>th</sup> resolution adopted by the Shareholders' Meeting of 8 June 2023, it currently amounts to €300,000. In a separate resolution, the 2024 Shareholders' Meeting will be asked to increase this amount to €330,000 (an increase of 10% since the 2023 Shareholders' Meeting and 37.5% since the 2021 Shareholders' Meeting). If this increase is approved by the shareholders, the additional amount will be allocated in full to the compensation of the Supervisory Board members and to the Audit and CSR Committee members due to:

- their increased responsibility for monitoring sustainability information as a result of the CSRD coming into force on 1 January 2024, leading in particular to the introduction of a third meeting annually of the Audit and CSR Committee as from the 2024 financial year;
- the establishment of a fourth meeting annually of the Supervisory Board as from the 2024 financial year;
- the desire to maintain a competitive level of compensation for the members of the Supervisory Board in comparison to the annual budgets offered by the other SBF 120 companies.

Subject to the approval by the 2024 Shareholders' Meeting of this new maximum annual budget, the compensation policy for its members set by the Supervisory Board on 7 March 2024, on the proposal of the Compensation and

Appointments Committee of 6 March 2024, for the financial year 2024, would be the following:

- annual compensation for a member of the Supervisory Board: €20,000 (including a variable portion of 60%);
- annual compensation for a member of the Audit and CSR Committee (formerly the Accounts and Risk Monitoring Committee): €12,000 (including a variable portion of 60%);
- annual compensation for a member of the Compensation and Appointments Committee: €7,000 (including a variable portion of 60%);
- portion of the Chairmanship of the Supervisory Board: €18,000;
- portion for the Chairmanship of the Audit and CSR Committee (formerly the Accounts and Risk Monitoring Committee): €10,000;
- portion of the Chairmanship of the Compensation and Appointments Committee: €6,000.

If this new maximum annual budget is not approved by the 2024 Shareholders' Meeting, the current annual budget will remain in force and the compensation policy adopted by the Shareholders' Meeting of 8 June 2023 will continue to apply as follows:

- annual compensation for a member of the Supervisory Board: €17,000 (including a variable portion of 60%);
- annual compensation for a member of the Audit and CSR Committee (formerly the Accounts and Risk Monitoring Committee): €10,000 (including a variable portion of 60%);
- annual compensation for a member of the Compensation and Appointments Committee: €7,000 (including a variable portion of 60%);
- portion of the Chairmanship of the Supervisory Board: €18,000;
- portion for the Chairmanship of the Audit and CSR Committee (formerly the Accounts and Risk Monitoring Committee): €10,000;
- portion of the Chairmanship of the Compensation and Appointments Committee: €6,000.

Furthermore, the roles of Vice-Chairman and Honorary Chairman of the Supervisory Board do not entitle the holders to any additional specific compensation.

The Supervisory Board has no discretionary power to waive the application of the compensation policy for its members.