



***Information regarding the components of
remuneration of Mr. Sébastien Bazin,
Chairman and Chief Executive Officer
Decisions made by the Board of Directors
held on 19 February 2025***

At its meeting held on 19 February 2025, the Board of Directors, upon recommendation of the Compensation and Appointments Committee, made the following decisions concerning the components of compensation of the Chairman and Chief Executive Officer.

Annual Variable Compensation for the 2024 financial year

To determine the variable portion of Mr. Sébastien Bazin's compensation for 2023 fiscal year, the Board of Directors assessed the extent to which the related objectives have been met. Based on its findings, this amount was set at **€1,813,893**. The total includes:

- €1,477,893 for the quantitative objectives (amounting to 80% of the total variable compensation) which, overall, were 132% reached.

⇒ *Financial criteria:*

The targets for recurring EBITDA and free cash flow (excluding disposals and acquisitions), after change in operating working capital, were reached, with achievement rates of 102,8% for recurring EBITDA and 101,7% for Free Cash-Flow, enabling a payout of, respectively, 133% and 119,9% on these criteria.

⇒ *Non-financial criteria:*

Regarding the criterion relating to net network growth, the target have been reached at 116.7%, the payment for this criterion is 150%.



Regarding the criterion relating to the percentage of managed hotels that have defined their water consumption baseline at 31 December 2024, the target of 80% was exceeded reached 91.6%, which allows a payment of 160% on this criterion.

Regarding the criterion relating to the percentage of franchised hotels that have defined their water consumption baseline at 31 December 2024, the target of 50% was also exceeded. The percentage achieved of 67.6% therefore allows a payment of 160% on this criterion.

Regarding the criteria relating to the percentage of subsidiary, managed and franchised hotels eco-certified as of December 31, 2024, the target of 30% was exceeded. The percentage achieved of 36.2% therefore allows a payment of 124.8 % on this criterion.

People Pillar (5%), one criteria: Percentage of women holding a position at least equivalent to VP (Vice President) level according to the Group's internal classification at December 31, 2024.

Finally, the criterion relating to the percentage of women holding a position at least equivalent to VP (Vice President) level according to the Group's internal classification at December 31, 2024, the target of 39 % was reached. The percentage achieved of 39.4% allows a payment of 112% on this criterion.

- €336,000 in relation to the qualitative objectives (amounting to 20% of the total variable compensation), both of which have been achieved at a level of 120% considering the excellence of the finalization of the implementation of the TURBO organization and the development of associated talents as well as the remarkable implementation of the Group's CSR plan.

Consequently, Mr. Sébastien Bazin's variable annual compensation represents 129.6% of the reference amount and 190.9% of his fixed annual compensation for 2024 fiscal year.

Fixed Compensation for the 2025 financial year

The Board of Directors decided to maintain unchanged the amount of the Chairman and Chief Executive Officer's annual fixed compensation to **€950,000** for 2025.

Annual Variable Compensation for the 2025 financial year

The Board of Directors decided to maintain the gross annual reference amount of Mr. Sébastien Bazin's variable compensation to **€1,400,000**.

This variable compensation could represent between 0% and 150% of the annual reference amount, i.e. the equivalent of a variable compensation between 0% and 221% of his annual fixed compensation.

The Board decided that Mr. Sébastien Bazin's annual variable compensation will be based on the achievement of the following performance objectives:

1. Quantitative objectives (accounting for 80 % of the total):

⇒ *Financial criteria (50%):*

- Recurring EBITDA in line with the 2025 budget (25%),
- Free Cash-Flow (excluding disposals and acquisitions) after change in operating working capital, in line with the 2025 budget (25%).

The nature and weighting of the financial criteria have been maintained, enabling us to keep a significant overall weighting on financial criteria and remain in line with market practices.

⇒ *Non-financial criteria (30%):*

- Network Growth (15 %),
- Environmental, Social and Governance criteria (ESG) (15 %).

ESG criteria retained are the following:

- Stay Pillar (10%), two criteria:
 - Reduction in water performance (5%).
 - Percentage of eco-certified managed and franchised hotels (which are subsidiary) by 31 December 2025 (5%). It should be noted that a hotel is eco-certified when it has been awarded an eco-label by a recognized certification partner.
- People Pillar (5%), one criterion: Percentage of women holding a position at least equivalent to a VP (Vice President) level according to the Group's internal classification at 31 December 2025.

2. Qualitative objective (accounting for 20% of the total):

- Communication and implementation of the 2025-28 roadmap and talent development.

Long-term Compensation

Regarding the granting of performance shares for the 2025 financial year, the Board of Directors decided to maintain the cap on the number of performance shares that may be granted to the Chairman and Chief Executive Officer to a number equivalent to 280% of his gross annual fixed compensation. In any event, the number of performance shares that may be granted to him shall not represent more than 15% of the total number of performance shares granted to employees.

In addition to the requirement that the Chairman and Chief Executive Officer continues to be employed by the Group at the end of the three-year vesting period, these performance shares shall only vest in accordance with the following performance conditions:

⇒ *Internal conditions (weighting 80%):*

- Actual versus budgeted recurring EBITDA (40%);
- Actual versus budgeted Free Cash-Flow (excluding disposals and acquisitions) after change in operating working capital (20%);
- Reduction of energetic performance (10%);
- Average level of food waste (10%);

⇒ *Relative external condition (weighting 20%):*

- Accor's Total Shareholder Return (TSR) versus the change of a composite index comprising peer European and international hotel groups (Melia, NH Hoteles, Whitbread, Hilton, Marriott, Hyatt, IHG).

In addition, the performance shares are subject to a lockup period and the Chairman and Chief Executive Officer is required to retain a certain proportion of the shares for as long as he remains in this position.