



# **SES Remuneration Policy**

as last amended by the Board of Directors on

24 February 2021



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## 1. Purpose and scope of the Policy

The purpose of the present Policy is to describe the remuneration paid by the Company to the Directors and to the members of its Executive Committee ( SLT members).

It describes:

- how it contributes to the Company's objectives relating to its business strategy and long-term interests and sustainability;
- the different components of remuneration, including all bonuses and other benefits in whatever form, if any, awarded to Directors and SLT members and indicates their relative proportion;
- how the pay and employment conditions of employees of the Company were considered when establishing the Policy;
- the duration of the contracts or arrangements with the Directors and SLT members, the applicable notice periods, the main characteristics of supplementary pension or early retirement schemes and the terms of, and payments linked to, termination;
- the decision-making process followed for the determination, review and implementation of the Policy, including measures to avoid or manage conflicts of interests and, where applicable, the role of the Remuneration Committee and the Board;
- the procedural conditions under which any derogation from the Policy can be applied as well as the elements of the Policy from which a derogation is possible.

The Remuneration Policy covers all forms of remuneration being paid either to a Director or an SLT member.

## 2. The Policy

The Company must attract suitable Directors and SLT members to continue its success and remuneration is one of the enablers to fulfil this goal. The Remuneration Policy therefore supports the Company's business strategy and long-term interests and sustainability.

Remuneration must reflect the degree of required qualifications and experience of the Directors and SLT members, the risks that they take personally, and honour the dedication and efforts that the Directors and SLT members put into the Company. The Remuneration must also be consistent when compared to remunerations for similar personnel in other companies and be relative to the pay and employment conditions of the employees of the Company.

### 2.1 Remuneration of the Directors



The remuneration granted to Directors consists of:

- a fixed annual fee and
- a fee per Board or committee meeting attended as described below.

All these fees are net of any Luxembourgish withholding taxes on directors' fees. Board members do not receive any stock options, nor do they receive any bonus.

#### 2.1.1 Fixed remuneration per year

The fixed component of the remuneration amounts to €40,000 per year whereas the Vice Chairpersons each receive an annual fixed fee of €48,000 and the Chairperson receives a fee of €100,000 per year.

Any Director chairing one of the committees set up by the Board (if not the Chairperson of the Board) receives an annual fee of €8,000. The Chair of the Audit and Risk Committee (if not the Chairperson of the Board) receives an annual fee of €9,600.

#### 2.1.2. Remuneration per meeting

Directors receive €1,600 for each Board meeting or Board committee meeting they attend, except for the Audit and Risk Committee for which a fee of €1,920 per meeting is paid.

It is important to note that a Director participating in more than one committee meeting on the same day will receive the attendance fee for one meeting only. Half of the attendance fee is paid if the Director participates in the meeting via telephone or videoconference.

#### 2.1.3. The terms of the Directors

In general, the Company's directors are elected for terms of three years. If a Director leaves the Board during his/her term, the Company may co-opt a Director to finish that mandate.

A Director can be revoked at any moment by the shareholders. There is no notice period for a Director.

The maximum tenure on the Board is limited to 12 years (generally four terms of 3 years each). The age limit of the Directors is set at 72 years. Any Director who reaches this age during his/her mandate will resign at the Annual General Assembly (AGM) following this date.

### 2.2 Remuneration of SLT members

The remuneration of SLT members comprises the following two major components:

- the compensation package which consists of a:
  - o yearly base salary ("YBS"),
  - o annual bonus ("AB"), and
  - o long-term equity ("LTE"), and
- the benefits including, but not limited to:
  - o company car or car allowance,



- pension and health care plans, and
- death and disability insurance.

In line with the Charter of the Remuneration Committee of the Company, remuneration matters of the SLT members are decided by the Board after review and recommendations from the Remuneration Committee.

#### 2.2.1 Yearly Base Salary (“YBS”)

The base salary of the CEO as well as of other SLT members is reviewed by the Remuneration Committee in its first ordinary meeting of the year. The Board has the sole authority, besides the legally required cost of living adjustments (i.e. Luxemburg index), to adjust the YBS of the CEO and SLT members.

For all new nominations as SLT member, remunerations are validated by the SES Board, upon recommendations from the Remuneration Committee which are made on the basis of external benchmarks provided by compensation consultants while also considering degree of qualification and experience required as well as employment conditions of employees at the time of the offer.

#### 2.2.2 Annual Bonus (“AB”)

The main objective of the bonus plan for the CEO and other SLT members is to create a performance reward scheme, that links annual variable compensation to the Company’s financial results and the performance of members against specific business objectives. Through this plan, the Company ensures alignment and focus on the company core objectives.

The AB of SLT members is based on the annual performance during the relevant year and is paid out in March of the following year after review by the Remuneration Committee and validation by the Board in the first quarter of the year.

AB achievements (financial results and performance against business objectives) are reported in the annual Remuneration Report after assessment by the Remuneration Committee and validation by the Board.

The AB target for SLT members ranges from 50% of the YBS to 100% of YBS for the CEO.

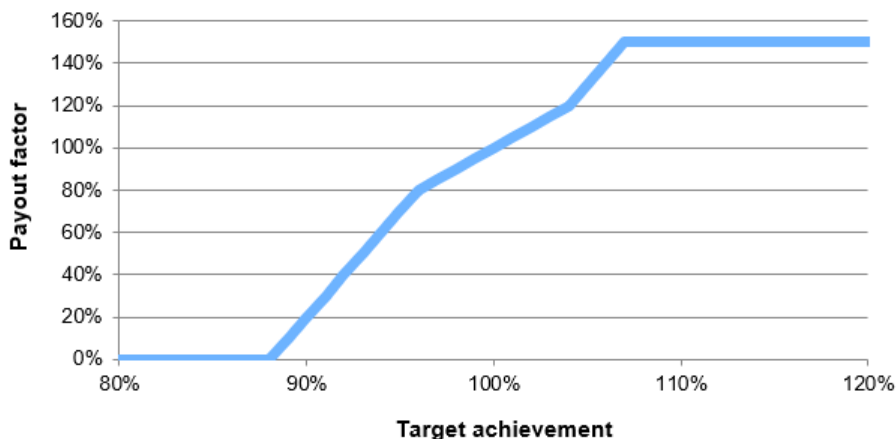
The minimum pay-out can be as low as 0% of the AB (in other words no bonus payment), with a maximum pay-out capped at 150% of the bonus target.

Starting with performance year 2021, the AB of each SLT member is composed of two parts:

##### *a) Financial performance (accounting for 70% of the AB)*

The financial performance measures the actual achievement vs. budget for the following set of metrics with their respective weights: Revenue (40% of the AB), EBITDA (40% of the AB) and net operating cash flow (20% of the AB). The budget targets for those measures are set during the annual budget process and finally approved by the Board. CEOs of the Business Units are also measured on the financial performance vs. budget of their respective business units.

The financial performance payout is capped at 150% of the bonus target (for a 107% target achievement and for each of the three metrics) and with a performance threshold, below which no compensation is paid, set at 88% achievement and as per below ratchet table:



*b) Business objectives (accounting for 30% of the AB)*

The business objectives are set annually by the SES Board at the beginning of each year and are related to the strategic roadmap of the Company.

Achievement is measured at the end of each performance year by the Board, based on recommendations provided by the Remuneration Committee. The pay-out for business objectives can be as low as 0% and is capped at 150% of the bonus target.

### 2.2.3 Long-Term Equity (“LTE”)

The LTE is regulated by the Equity Based Compensation Plan (EBCP).

The objective of the EBCP is to enhance the competitiveness of the Company and its affiliates in attracting and retaining the best global leadership talent, and to position the Company as a global employer of choice. Moreover, the EBCP is designed to ensure that SLT members become shareholders of the Company, feel a sense of ownership, and benefit from their contribution to increasing shareholder value.

To this end, the EBCP provides a framework for the grant or award of equity-based incentive compensation in the form of:

- a) stock options, representing one third of the total LTE grant,
- b) restricted shares, representing one sixth of the LTE grant and
- c) performance shares, representing one half of the LTE grant and with a vesting which is subject to the Company’s financial performance.

The annual grant shall be approved by the Board based on a recommendation from the Remuneration Committee.

For SLT members, the annual LTE grant value ranges from 58% of the YBS to 105% of the YBS for the CEO.



#### *a) Stock Options*

The stock option is a standard call option with a maturity of 10 years from the date of the option grant.

The final strike price corresponds to the average of 15 days closing prices of the Company's FDRs at the Paris stock exchange after the allocation of options by the Board.

The grant value is determined by the multiplication of the YBS with the applicable percentage.

The number of stock option units is derived directly by dividing the grant value by the value of the stock option which is computed by an external and independent valuation firm and using a Binomial or Black-Scholes valuation (Aon-Hewitt in the past years). The final stock option valuation of each grant is then approved by the Board.

The stock options must vest before they can be exercised. The vesting period of stock options is four years with an annual vesting of 25% on 1 January of each year. As an example, if 100 stock options are granted in May 2020, the first 25 stock options can be exercised as of 1 January 2021, the next 25 as of 1 January 2022, the next 25 as of 1 January 2023 and the final 25 as of 1 January 2024.

#### *b) Restricted Shares*

The restricted shares are FDRs granted with the sole condition that at the day the restricted shares vest, the SLT member is employed by the Company. The restricted shares vest on 1 June of the third year following the year of the grant. No step vesting is applied in order to enhance the retention factor.

The number of restricted shares granted is determined by multiplying the relevant YBS with the applicable percentage and divided by the average 15 days preliminary share price.

#### *c) Performance Shares*

Performance shares are FDRs granted to SLT members with vesting subject to reaching a positive compounded three years adjusted Economic Value Added (adjusted EVA).

If this criterion is not fulfilled, a ratchet table will apply to determine the proportion of performance shares that will vest (minimum 50% and maximum 100% payout).

The adjusted EVA measures the value created in excess of the required rate of return the Company must provide to shareholders and debtholders. The adjusted EVA is reviewed by the Remuneration Committee and confirmed by the SES Board in the first half of each calendar year.

The number of performance shares is determined by multiplying the YBS with the applicable percentage and divided by the average 15 days preliminary share price.

The SLT members must, when exercising their vested stock options and their vested shares, do this in accordance with the regulations of the French stock market authorities AMF and the SES Code of dealing securities (i.e. require the prior authorization from the Deputy Corporate Secretary and/or Chief Financial Officer, not during a closed period). As for the members of the



Board, the exercises by the SLT members are reported on the Company's website under About Us -> Corporate Governance -> Management Disclosures.

#### 2.2.4 Benefits

The following key benefits are provided to SLT members, the amount of which is aligned with local practices:

- Pensions and health care plans: in Luxembourg, pension contributions of 7% up to the Social Security Ceiling (SSC) and 19% for the portion of salary above the SSC. The complementary pension scheme is a defined contribution scheme. In the US, restoration plans are in place to provide retirement benefits that supplement the tax-qualified, defined-contribution pension account defined in subsection 401(k) of the United States Internal Revenue Code; in the Netherlands, pension contributions are age-related and employer contribution is capped at 20.2% of the maximum pensionable salary;
- Health check-up for SLT members;
- Death and disability insurances;
- Company car or car allowances.

In addition to the above, several SLT members benefit from tax support and participation in school fees.

#### 2.2.5 *Employment, Resignation and Termination*

SLT members are hired on a permanent basis and employment contracts are drafted according to local regulations:

- One SLT member has an employment contract with an American subsidiary of the Company
- One SLT member has an employment contract with a Dutch subsidiary of the Company
- All other SLT members have employment contracts with the Company or a Luxembourg subsidiary of the Company.

In case of resignation or termination, any unvested portion of outstanding stock options, restricted and performance shares is immediately forfeited. This excludes members leaving the Company due to disability or for retirement, benefitting from an immediate vesting of all unvested equity.

The Company and the SLT member can terminate the employment contract respecting the legal notice period. For the SLT member with an employment contract with an American subsidiary of the Company the employment contract stipulates a notice period of 30 days in case of termination or resignation.

With exception of one member, all members of the SLT are entitled to two years of YBS in case of termination without cause. The indemnity includes statutory severance payment, if any.

#### 2.2.6 *SLT members share ownership program*

This program aims at assuring that SLT members become shareholders of the Company, feel a sense of ownership, and focus on creating shareholder value.





The SLT members have an obligation to invest in the Company's equity under the form of registered shares and / or FDR's. Over a period of five years (with equal yearly investment), the SLT members have to hold in total one time their YBS and the CEO two times his YBS.

### **3. Shareholder Vote**

The present Policy will be submitted to a shareholder's vote at the next Annual General Meeting, as will any material subsequent changes. The policy will be submitted to the shareholders at a minimum every four years.

While the vote by the shareholders at the general meeting is advisory only, the Company will pay its Directors and SLT members only in accordance with a remuneration policy that has been submitted to a vote at the general meeting. If the general meeting rejects the proposed remuneration policy, the Company will submit a revised policy to a vote at the following general meeting.

### **4. Disclosure**

After the vote of the shareholders this Policy together with the date and the results of the vote shall be made available on the website of the Company where it will remain publicly available, free of charge, as long as it will be applicable.

### **5. Periodic review**

This Policy shall be reviewed on a regular basis, but at least every three years.

The Remuneration Committee shall be responsible for advising the Board on any concrete amendment suggestions to this Policy. The final version that will be submitted to the shareholders will be approved by the Board.

## 6. Glossary

Term	Description
<b>AB</b>	bears the definition set out under item 2.2 ( <i>Remuneration of ExComm members</i> ) of this Policy.
<b>Audit and Risk Committee</b>	the audit and risk committee of the Company, which assists the Board in carrying out its oversight responsibilities in relation to corporate policies, risk management, internal control, internal and external audit and financial and regulatory reporting practices.
<b>Company</b>	SES S.A.
<b>Board</b>	the board of directors of the Company ( <i>conseil d'administration</i> ).
<b>Director(s)</b>	the members of the Board.
<b>EVA</b>	economic value added.
<b>EBCP</b>	the Company's equity based compensation plan.
<b>SLT member</b>	the members of the SLT.
<b>LTE</b>	bears the definition set out under item 2.2 ( <i>Remuneration of ExComm members</i> ) of this Policy.
<b>Luxembourg Company Law</b>	the Luxembourg Law of the 10 August 1915 on commercial companies as amended by the Law of 10 August 2016.
<b>Policy</b>	this document, which contains the Company's policy on the remuneration of the Directors and SLT members.
<b>Remuneration Committee</b>	the remuneration committee of the Company, which advises the Board on remuneration and performance matters of the members of the SLT. It acts as administrator of the Company's long-term equity plans and reviews and recommends any change to the existing remuneration scheme of the members of the Board of Directors, considering best practices in this matter.
<b>YBS</b>	bears the definition set out under item 2.2 ( <i>Remuneration of SLT members</i> ) of this Policy.

**7. Applicable regulations**

Term	Description
<b>Ten Principles of the LuxSE</b>	the X Principles of Corporate Governance of the Luxembourg Stock Exchange, 4 <sup>th</sup> edition, December 2017.
<b>Shareholders Rights Law</b>	the Luxembourg law of 24 May 2011 on shareholders rights, as amended.

**Appendix**  
**List of the Identified Directors as of 4 February 2021**

<b>Name</b>	<b>Job Title</b>
Frank Esser	Director
Serge Allegrezza	Director
Peter van Bommel	Director
Béatrice de Clermont Tonnerre	Director
Tsega Gebreyes	Director
Paul Konsbruck	Director
Ramu Potarazu	Director
Kaj-Erik Relander	Director
Anne-Catherine Ries	Director
Françoise Thoma	Director
Katrin Wehr-Seiter	Director

**List of the Identified SLT members as of 4 February 2021**

<b>Name</b>	<b>Job Title</b>
Steve Collar	CEO
John Baughn	Chief Services Officer
Christophe De Hauwer	Chief Strategy and Development Officer
John-Paul Hemingway	CEO, SES Networks
Sandeep Jalan	CFO, Chief Financial Officer
Ruy Pinto	Chief Technology Officer
Evie Roos	Chief Human Resources Officer
Thai Rubin	Chief Legal Officer