

# EMPLOYEE SHAREHOLDING **OFFER** 2024



SUBSCRIPTION PERIOD

**MAY 2** (2:00 PM) **TO MAY 17, 2024** (11:59 PM59)



For more information  
visit

**[employee-shareholding.verallia.com/2024](https://employee-shareholding.verallia.com/2024)**

# A MESSAGE FROM THE CEO

## A new shareholding offer reserved for employees



As employees, you are key players in Verallia's future. It is therefore important for you to be part of the Group's long-term performance. That is why I am inviting you today to take part in our new share ownership plan and become both a contributor to and a beneficiary of the Company's value creation.

Reflecting the Group's international dimension, this plan, launched for the first time in 2016, is open to Group employees in all countries where it can be offered: France, Italy, Germany, Spain, Portugal, Poland, Brazil, Chile and the UK.

It allows you to subscribe for Verallia shares on preferential terms. This year again, the Board of Directors has decided to continue this policy of growing our shareholder base by offering a gross matching contribution<sup>1</sup> of up to €2,000. Subscribers will also receive a 15% discount on the reference price<sup>2</sup> of the Verallia share. Investments will be subject to a five-year lock-in period<sup>3</sup>.

**From 2 to 17 May 2024, you will have the opportunity to subscribe, thereby choosing to play a long-term part in the Group's development and to invest in the company.**

Employee shareholding reflects our employees' confidence in Verallia's strategy and strong CSR ambitions. We are very proud that, in 8 years, these operations have already enabled more than 45% of them to become direct and indirect shareholders in the company, acquiring almost 6% of the capital during this period. They were also able to sell part of their assets when said assets were available, or as part of the early releases provided for in the regulations.

We hope that many of you will take part in this 9<sup>th</sup> edition of the Verallia employee share plan.

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<sup>1</sup> Page 3 shows how the employer contribution is graduated.

<sup>2</sup> The reference price is equal to the average of the 20 Verallia share prices recorded from April 3, 2024 to April 30, 2024 inclusive, as stated on page 3.

<sup>3</sup> Except in the case of early release, as described on page 4.

Patrice Lucas

# THE 2024 OFFER

The 2024 offer allows you to become an indirect shareholder of Verallia via a *Fonds Commun de Placement d'Entreprise* (Employee Shareholding Fund or FCPE) under preferential conditions: a 15% discount and an employer contribution of up to €2,000 gross.

## WHAT ARE THE BENEFITS OF THE OFFER?



### ● A preferential subscription

The subscription price of a share in this offer will be equal to the reference price minus a 15% discount.

The reference price will be the average of the 20 Verallia share prices recorded from April 3 to 30, 2024 inclusive.

The subscription price will be set on May 2, 2024 and announced on May 2, 2024 by way of a notice in the workplace and on the website [employee-shareholding.verallia.com/2024](https://employee-shareholding.verallia.com/2024).

### ● Employer contribution of up to €2,000 gross

By participating in the 2024 offer, you can benefit from a contribution of up to €2,000 gross, according to the following scale, regardless of your payment method:

Your investment	Employer contribution (%)	Maximum gross employer contribution
From €0 to €500 inclusive	100%	€500
From €500 to €2,000 inclusive	60%	€900
From €2,000 to €3,000 inclusive	30%	€300
From €3,000 to €6,000 inclusive	10%	€300

**The maximum employer contribution you can receive is €2,000**

### ● The financial benefits of the International Group Savings Plan (PEGI)

Verallia covers the costs of maintaining the account. The tax treatment of the employer contribution is dealt with in the local supplement for your country.

### ● Payment methods

The local supplement describes the payment methods available in your country.

### ● Dividend reinvestment

Any dividends paid out on your shares following approval from the General Meeting of Shareholders will be automatically reinvested in the fund, thereby increasing the value of your investment. Dividends reinvested in the FCPE are tax-exempt.

# THE 2024 OFFER

## IN RETURN FOR THESE BENEFITS

### ● Investment is locked-in for five years

Your investment in the Verallia FCPE is locked-in for five years until June 1, 2029, except in the event of early release as provided for by legislation. These cases of early release are described in more detail in the local supplement for your country.

### ● Risk of capital loss

Your investment will track the Verallia SA share price, which may move up or down.

Like any investment in shares, you may lose some or all of your investment.

If your country is not part of the eurozone, the value of your investment will be exposed to changes in the exchange rate between the euro and your local currency.

Given the concentration risk of the Verallia Relais 2024 FCPE which will be invested only in the securities of a single company, each subscriber is advised to assess the need to diversify where they hold their savings.



The cases of early release (list to be adapted according to the applicable local regulations) are as follows

- 1) Marriage of the employee or entry into a civil union (PACS) by the employee.
- 2) Birth or adoption of a third child, and each subsequent child.
- 3) Divorce, separation or dissolution of a civil union with at least one dependent child.
- 4) Disability of the employee, their child, spouse or partner in a civil union.
- 5) Death of the employee, their spouse or partner in a civil union.
- 6) Termination of the employment contract.
- 7) Creation or takeover of a business by the employee, their spouse, partner in a civil union or one of the employee's children.
- 8) Acquisition or extension of the primary residence.
- 9) Employee is deemed to be over-indebted according to the commission for individual over-indebtedness or a court.
- 10) Domestic violence committed against the employee, reported or giving rise to legal proceedings.



# HOW TO SUBSCRIBE?

## ● Who can subscribe?

The 2024 offer is open:

- to **all employees** with an employment contract on the final day of the subscription period and a length of employment of at least 3 months on May 17, 2024.

## ● How much can I invest?

You can choose as much as you want to invest, subject to the following limits:

- **minimum: €50.**
- **maximum:** you must ensure that the total amount of your personal contributions in 2024 **does not exceed 25% of your gross annual salary** (estimated at time of subscription).



You can find an investment simulator on the [employee-shareholding.verallia.com/2024](https://employee-shareholding.verallia.com/2024) website



## How do I subscribe?

You can subscribe to the 2024 offer in a few clicks on the [employee-shareholding.verallia.com/2024](https://employee-shareholding.verallia.com/2024) website

- 1) **Go to** the [employee-shareholding.verallia.com/2024](https://employee-shareholding.verallia.com/2024) website.
- 2) **Click** the “Subscribe” button.
- 3) **Identify yourself** using the VID on your payslip and then click “First log-in / Set your password”. You will receive a link by email to create your own password.
- 4) **Fill in the subscription screen** indicating the total amount of your personal contribution and the breakdown according to your chosen payment methods.
- 5) **Do not forget to confirm.** A confirmation e-mail will be sent to you automatically.
- 6) **You can change** your subscription online until May 17, 2024. The new subscription will replace the previous one. Only the last confirmed subscription will be taken into account.

# HOW TO SUBSCRIBE?



## ● What payment methods are accepted?

The local supplement will list the payment methods available to you to pay for your subscription.

## ● What happens if the operation is over-subscribed?

If the total number of shares subscribed is higher than the number of shares available under the employee shareholding offer, the largest subscriptions (including the employer contribution) will be reduced so that the total number of subscribed shares matches the number of available shares.

This operation will be prior to the final allocation of FCPE units.

## ● What happens to my investment at the end of the five-year lock-in period?

The FCPE remains invested in Verallia shares. At the end of the lock-in period, you will have the option of:

- **keeping your investment** in the Verallia FCPE,
- **request the redemption of all or part of your holdings.**



## Important

For more information about the 2024 Offer, you should refer to the local supplement for your country, the Key Information Document (“PRIIPs KID”) and the regulations of the FCPEs.

Verallia's latest universal reference document and other information concerning Verallia are available on the Group's website ([www.verallia.com](http://www.verallia.com) - “Investors” section). You should consult these documents, which contain important information about the Group's business, strategy and objectives, the risk factors inherent in the Group and its business, and its financial results.

The information in this brochure is provided for information purposes only. In case of a discrepancy, the regulatory and contractual documents apply. You alone are responsible for the decision to invest in the 2024 Offer. The documents communicated to you or made available to you do not alter the terms and conditions of your employment or your employment contract and do not form part of it.

Any benefits received through this offer will not be deemed to form part of your remuneration in the calculation of your future benefits or rights. The possibility of participating in the 2024 Offer does not in any way presuppose the existence of future offers or the possibility of participating in them.

# KEY DATES OF THE OPERATION



**From  
04/03/2024 to  
04/30/2024**

Period for  
determining the  
reference price



**05/02/2024**

Establishment of the  
subscription price



**05/02/2024**

Announcement of  
the subscription  
price



**From  
05/02/2024  
(2:00 PM  
to 05/17/2024  
(11:59 PM)**

Subscription period



**06/20/2024**

Capital increase



[employee-shareholding.verallia.com/2024](https://employee-shareholding.verallia.com/2024)



## Contacts

For any enquiry:

- you can contact your local HR correspondent directly.

## **US Person restriction:**

*This offer is not open to residents of the United States of America. For more information, please refer to the regulation and the Key Investor Document of the VERALLIA RELAIS 2024 Fund.*

[employee-shareholding.verallia.com/2024](https://employee-shareholding.verallia.com/2024)