



Governance roadshows

April / May 2026

Reiwa - Nexity's head office - Saint-Ouen (93)

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All financial figures presented are based on operational reporting (according to IFRS but with joint ventures proportionately consolidated), As changes are calculated based on exact figures, there may be rounding differences between reported figures, subtotals and totals,



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Key highlights FY 2025

Reiwa - St. Ouen (83)



Bold actions by management, Nexity ready to rebound

1 Derisked, deleveraged balance sheet

2 Robust results due to return to operating profitability

3 Consolidation of our leadership position

4 New Nexity fully operational and ready to rebound in the new market environment

2025 leverage ratio: 4.9x, ahead of the anticipated trajectory ⁽¹⁾

(1) Level of the leverage ratio included in the banking covenants renegotiated with partner banks in Q1 2025: <8.5x at year-end 2025, <7x at year-end 2026 and ≤3.5x at year-end 2027



Operational momentum and financial discipline evident in 2025 results

Current operating profit/(loss)

€25m ⁽¹⁾

vs €(118)m in 2024

Margins restored for Planning and Development – Residential Real Estate: €13m vs €(119)m in 2024

Net financial debt

€328m

-€52m excluding the increase in the shareholding in Angelotti⁽²⁾

Financial debt halved over 2 years

Revenue

€2,743m ⁽¹⁾

-14% on a like-for-like basis, reflecting the slowdown in business activity from projects underway

WCR

down €226m (~30%)

including -€161m for Planning and Development

Free cash flow

€44m,

of which operating free cash flow: €107m

Liquidity

€588m

- After €321m in bond repayments in 2025, mainly using proceeds from disposals in 2024
- Undrawn portion of the credit facility (€475m)

In line with the guidance for 2025 

(1) Scope: "New Nexity" excluding discontinued operations and international operations being managed on a run-off basis

(2) €50m impact on debt, including €34m cash impact



Resolutions submitted to the 21 May 2026 AGM

Cazenajou - Marseille (13)



Agenda of the Combined Shareholders' Meeting of 21 May 2026 (1/5)

Ordinary resolutions

1. Approval of the financial statements for the financial year ended 31 December 2025 – Approval of non-deductible expenses and charges;
2. Allocation of profit for the financial year ended 31 December 2025;
3. Approval of the Group's consolidated financial statements for the financial year ended 31 December 2025;
4. Approval of a related-party agreement entered into between the Company and a subsidiary;
5. Approval of a related-party agreement relating to the departure conditions of Mr Jean-Claude Bassien, Deputy Chief Executive Officer;
6. Ratification of the co-option of Serge Magdeleine, replacing Mr Jérôme Grivet, who resigned, as a Director;
7. Renewal of AG2R La Mondiale as Director for a term of four (4) years;
8. Renewal of the appointment of KPMG AUDIT IS as Statutory Auditor;
9. Renewal of the appointment of Forvis Mazars as Statutory Auditor;
10. Renewal of the appointment of Forvis Mazars as Statutory Auditor in charge of certifying sustainability information,



Agenda of the Combined Shareholders' Meeting of 21 May 2026 (2/5)

Ordinary resolutions (cont.)

11. Approval of the information relating to the remuneration of corporate officers referred to in Article L,22-10-9 I of the French Commercial Code;
12. Approval of the components of remuneration paid during the financial year ended 31 December 2025, or granted in respect of the same financial year, to Ms Véronique Bédague, Chairwoman and Chief Executive Officer;
13. Approval of the components of remuneration paid during the financial year ended 31 December 2025, or granted in respect of the same financial year, to Mr Jean-Claude Bassien, Deputy Chief Executive Officer;
14. Approval of the remuneration policy for Directors;
15. Approval of the remuneration policy for the Chairwoman and Chief Executive Officer;
16. Approval of the remuneration policy for the Deputy Chief Executive Officer;
17. Authorisation granted to the Board of Directors to enable the Company to repurchase its own shares,



Agenda of the Combined Shareholders' Meeting of 21 May 2026 (3/5)

Extraordinary resolutions

18. Authorisation granted to the Board of Directors to reduce the share capital by cancelling treasury shares, within the framework of Articles L,22-10-62 et seq, of the French Commercial Code;
19. Authorisation granted to the Board of Directors to grant free shares, existing or to be issued, to employees and/or certain corporate officers of the Company or of affiliated companies, resulting in the waiver of shareholders' pre-emptive subscription rights;
20. Delegation of authority to the Board of Directors to issue Company shares, or securities giving access to the share capital of the Company or entitling their holders to debt securities, with pre-emptive subscription rights maintained: duration of the delegation, maximum nominal amount of the capital increase, option to offer unsubscribed securities to the public;
21. Delegation of authority to the Board of Directors to issue shares or securities giving access to the share capital of the Company or entitling their holders to debt securities, with waiver of pre-emptive subscription rights and a public offering (other than an offering referred to in 1° of Article L,411-2 of the French Monetary and Financial Code): duration of the delegation, maximum nominal amount of the capital increase, issue price, option to limit the issue to the amount of subscriptions received or to allocate unsubscribed securities;
22. Delegation of authority to the Board of Directors to issue shares or securities giving access to the share capital of the Company, with waiver of pre-emptive subscription rights, through an offering referred to in 1° of Article L,411-2 of the French Monetary and Financial Code: duration of the delegation, maximum nominal amount of the capital increase, issue price, option to limit the issue to the amount of subscriptions received or to allocate unsubscribed securities;
23. Authorisation granted to the Board of Directors to increase the amount of the initial issue in connection with capital increases carried out with or without pre-emptive subscription rights,



Agenda of the Combined Shareholders' Meeting of 21 May 2026 (4/5)



Extraordinary resolutions (cont.)

24. Delegation of authority to the Board of Directors to increase the Company's share capital by incorporation of reserves, profits and/or share premiums or other amounts whose capitalization is permitted by law: duration of the delegation, maximum nominal amount of the capital increase, treatment of fractional entitlements;
25. Delegation of authority to the Board of Directors to issue shares and/or securities giving access to the Company's share capital, for the purpose of remunerating contributions of securities made as part of a public exchange offer initiated by the Company: duration of the delegation, maximum nominal amount of the capital increase;
26. Delegation of all necessary powers, including authority, to the Board of Directors to issue shares or securities giving access to the share capital, up to a limit of 10% of the Company's share capital, for the purpose of remunerating contributions in kind made to the Company consisting of equity securities or securities giving access to equity: duration of the delegation;
27. Delegation of authority to the Board of Directors to increase the Company's share capital by issuing shares or securities giving access to the share capital, with waiver of shareholders' pre-emptive subscription rights, for the benefit of employees and former employees of companies participating in the Group savings plan (as defined by the applicable Group savings plan agreement), pursuant to Articles L,3332-18 et seq, of the French Labour Code: duration of the delegation, maximum nominal amount of the capital increase, issue price, possibility of granting free shares pursuant to Article L,3332-21 of the French Labour Code;
28. Overall limitation of Authorisations to issue shares, with or without pre-emptive subscription rights;
29. Amendment of Article 19 "Convening - Access to Shareholders' Meetings - Powers" of the Company's Articles of Association, in order to take into account Decree No, 2026-94 of 13 February 2026 (the "Attractiveness 2" Decree) relating to the modernization of communication arrangements between certain companies and their shareholders,

Agenda of the Combined Shareholders' Meeting of 21 May 2026 (5/5)



Ordinary resolutions

30. Powers required to carry out formalities,



Governance

Bellvédère - Bordeaux (33)



Ratification of the term of office of Serge Magdeleine at the 2026 AGM, co-opted by the Board of Directors on 24 July 2025 – Resolution no, 6



Nationality: French

Age: 54

Business address: 20 avenue de Paris - 94800 Villejuif - France

Date first appointed: 24/07/2025

Term of office expiry date: at the end of the Company's Shareholders' Meeting called to approve the financial statements for the fiscal year ending 31/12/2027

Number of shares at 31 December 2025: 200 held directly

-
- > Member of the Audit and Accounts Committee
 - > Member of the Strategy and Investment Committee
-

After starting his career in consulting at Mercer Oliver Wyman from 1996 to 1999, then as founding Chairman of Empruntis.com from 1999 to 2001, Serge Magdeleine joined Crédit Agricole S.A, as Head of Online Banking before being appointed Head of Multimedia Marketing, In 2006, he joined the Paris and Ile-de-France Regional Bank as Head of the Distribution and Multichannel Division, then, in 2007, the Centre-Est Regional Bank as Head of Corporate and International, In 2010, he became Deputy Managing Director of the Alpes Provence Regional Bank, in charge of development, and Chief Executive Officer of GIE e-Immo, In November 2015, he was appointed Group Marketing and Digital Director of Crédit Agricole SA,

In 2016, he became Head of Digital Transformation and IT at the Crédit Agricole Group and Chief Executive Officer of Crédit Agricole Technologies & Services, He is a member of the Executive Committee of Crédit Agricole SA, He is also Chief Executive Officer of e-Immo, Vice-Chairman of Crédit Agricole Group Infrastructure Platform and member of the Board of Directors of the Crédit Agricole Investment and Research Fund,

In 2020, he joined Crédit Agricole Alpes Provence as Chief Executive Officer of the Regional Bank and became Permanent Representative of the FNCA and Chairman of CA e-Développement,

He was appointed Chief Executive Officer of LCL in January 2024,

In January 2021, he was appointed to the rank of Knight of the National Order of the Legion of Honour,

Expertise

Finance, Financial Services (banking and insurance), Real Estate, Strategy and Investments, International, Governance, Information Systems and Digital, CSR (excluding climate), Ethics and Compliance

Expiry of the term of office of AG2R La Mondiale at the 2026 AGM

Resolution no, 7

AG2R La Mondiale

Director

Represented by Fabrice Heyriès



AG2R LA MONDIALE

1st nomination: 18/05/2022

Seniority: 3,5 years

- Member of the Strategy and investment Committee



Proposition of renewal of the term of office as Director

- ✓ For a term of 4 years, i.e, until the 2029 AGM called to approve the financial statements for the year ending 31 December 2029;
- ✓ Renewal of its participation to the:
 - Strategy and investment Committee

- ***This renewal ensures continuity in the Board of Directors as well as the representation of long-standing major shareholders***

For information purposes:

- The permanent representation of AG2R La Mondiale on Nexity's Board of Directors has changed following developments within the executive management of the AG2R La Mondiale group,
- The departure of Bruno Angles from his position as Chief Executive Officer at the beginning of the year led to the appointment of Benoît Courmont as interim Chief Executive Officer on 8 January 2025, He assumed the permanent representation of AG2R La Mondiale on Nexity's Board of Directors as from 17 January 2025,
- This transitional period ended with the appointment of Fabrice Heyriès as Chief Executive Officer of the Group,
- Accordingly, further to a letter received from AG2R La Mondiale dated 15 July 2025, the permanent representation is now ensured by Fabrice Heyriès, The short period between his appointment and the Nexity Board of Directors meeting held on 24 July 2025 did not allow him to attend that meeting,
- In order to provide a clearer view of AG2R La Mondiale's participation, an overall attendance rate was calculated based on the average attendance rates of the representatives who succeeded one another in 2025, **This rate amounts to 71%**,



Appointment of a new Director representing the employees (not subject to a shareholders' vote)

- Constance Poublot, employee representative Director, appointed by the Group Committee on 22 April 2024 and renewed for a four-year term until 31 October 2028 by the Group Committee on 17 October 2024, has left the Company and therefore resigned from her directorship on 2 March 2026,
- Pursuant to Article L,225-27-1 of the French Commercial Code and Article 11 of the Company's Articles of Association, Ms Victoire Feller was appointed as the new employee representative Director by the Group Committee at its meeting on 20 March 2026, for the remainder of the term of office initially held by Constance Poublot,



- Victoire Feller is 43 years old, is Head of After-Sales Service at Nexity Grand Paris and has 9 years' seniority,

Resignation of Mr. Jean-Claude Bassien*

At its meeting on February 25, 2026, Nexity's Board of Directors, on the recommendation of its Compensation and Appointments Committee, set the conditions for the departure of Mr. Jean-Claude Bassien, Deputy Chief Executive Officer. The resignation of Mr. Jean-Claude Bassien from his position as Deputy Chief Executive Officer will take effect at the end of the Company's Annual General Meeting to be held on May 21, 2026.

The financial conditions of his departure are detailed below :

➤ **Fixed remuneration paid in respect of the 2026 financial year**

The fixed remuneration to be paid to Mr. Jean-Claude Bassien for the 2026 financial year shall amount to €500,000 gross per year, prorated to the period of effective performance of his duties as Deputy Chief Executive Officer.

➤ **Variable remuneration for the 2026 financial year**

The target annual variable remuneration of Mr. Jean-Claude Bassien for the 2026 financial year is set at €400,000 gross, prorated to the period of effective performance of his duties as Deputy Chief Executive Officer and subject to the Board of Directors' determination that the performance conditions have been met.

It will only be paid subject to approval by the general meeting convened to approve the financial statements for the 2026 financial year.

➤ **Unvested performance share plans**

Mr. Jean-Claude Bassien's departure will occur prior to the vesting date of the performance shares granted under the various plans. As the presence condition set out in these plans will no longer be satisfied, the rights granted to Mr. Jean-Claude Bassien thereunder will lapse.

* Cf press release of 25 February 2026

2026 remuneration policy for Mr. Jean-Claude Bassien, communicated on 25 February 2026 following his resignation effective at the close of the 21 May 2026 AGM

Severance indemnity

Given that Mr. Jean-Claude Bassien's departure occurs in the context of a resignation, the conditions triggering entitlement to a severance indemnity are not satisfied. Consequently, no severance indemnity shall be paid to Mr. Jean-Claude Bassien.

Non-competition commitment

The Board of Directors, upon the recommendation of its Compensation and Appointments Committee, has decided that the Company:

- Avails itself of the twelve (12) month non-compete commitment entered into for the benefit of the Company by Mr. Jean-Claude Bassien;
- Will avail itself, subject to the approval of the General Meeting on May 21, 2026, of the non-compete commitment of twelve (12) additional months entered into by Mr. Jean-Claude Bassien.

In return for this non-compete commitment, the Company will grant Mr. Jean-Claude Bassien an indemnity corresponding, for each year of commitment, to one-half of the average annual gross remuneration (fixed remuneration and annual variable remuneration) paid by the Company during the 2024 and 2025 financial years, i.e., an amount of €390,500 per year of commitment. For each year, the indemnity will be payable in twelve monthly instalments.

Interest of the agreement for Nexity and its shareholders

Given Mr. Jean-Claude Bassien's experience within Nexity and his in-depth knowledge of the Nexity Group's strategic orientations, ongoing projects and commercial relations, the Board of Directors considered that the conclusion of the Protocol and the extension of Mr. Jean-Claude Bassien's non-compete agreement were necessary in order to preserve the Company's interests in the context of Mr. Jean-Claude Bassien stepping down from office

Benefits in kind

Mr. Jean-Claude Bassien will continue to benefit from the benefits in kind (company car) that have been allocated to him until the effective termination of his duties



2025 remuneration (ex post)

Village des athlètes - St-Ouen (93)



Summary of remuneration paid to company officers for 2025 (ex post)



1,1 Fixed remuneration (K€)

	Véronique Bédague	Jean-Claude Bassien
2023	750	500
2024	750	500
2025	750	500

1,2 Variable remuneration ex post (K€)

	Véronique Bédague	Jean-Claude Bassien
2023	231	140
2024	686	422
2025	608	374

1,3, Free shares

	Véronique Bédague		Jean-Claude Bassien	
	Initial	Achieved	Initial	Achieved
2021 Plan	30,000	11,850	17,000	6,715
2022 Plan	60,000	13,800	40,000	9,200
2023 Plan	20,000	NA	12,000	- *
2024 Plan	47,000	NA	28,000	- *
2025 Plan	47,000	NA	28,000	- *

*Following Mr, Bassien's departure, the shares will not be acquired

2, 2025 cumulated remuneration in value

	Véronique Bédague		Jean-Claude Bassien	
	Target	Awarded	Target	Awarded
Fixed	750,000	750,000	500,000	500,000
Variable	698,750	685,750	430,000	422,000
AGA*	573,600	131,928	382,400	87,952
Total	2,022,350	1,567,678	1,312,400	1,009,952
	100%	77,5%	100%	77,0%

* Valued at the 30 June 2025 acquisition share price of €9,56

Common quantitative targets for company officers (80% of variable remuneration) – 2025 URD § 4,4,1 pages 263 to 280

Quantitative financial criteria (65% of variable remuneration)

- 30% based on the level of net debt at the end of 2025 (excl, Angelotti)
- 20% based on current operating profit for 2025 (New Nexity scope)
- 15% based on business development performance at 31 December 2025

Groupe net debt (30%)	Current operating profit – COP (20%)
2024 net financial debt = €330m (IFRS) <ul style="list-style-type: none"> • Debt strictly above €380 million: 0% • Debt of less than or equal to €380 million and strictly above €350 million: 50% • Debt of less than or equal to €350 million and strictly above €330 million: 75% • Debt of less than or equal to €330 million and more than or equal to €300 million: 100% • Debt strictly below €300 million: 110% 	<ul style="list-style-type: none"> • COP strictly below €0 million: 0% • COP greater than or equal to €0 million and strictly below €10 million: 25% • COP greater than or equal to €10 million and strictly below €20 million: 50% • COP greater than or equal to €20 million and strictly below €50 million: 75% • COP greater than or equal to €50 million: 100%
-> €278m - Achievement rate of 110%	-> €25m - Achievement rate of 75%

business development performance (15%)	
Residential Real Estate reservations (10%)	Order intake for Commercial Real Estate (5%)
<ul style="list-style-type: none"> • Reservations strictly under 10,000: 0% • Reservations greater than or equal to 10,000 and less than or equal to 10,500: 50% • Reservations strictly greater than 10,500 and less than or equal to 11,000: 75% • Reservations strictly greater than 11,000 and less than or equal to 11,200: 100% • Reservations strictly over 11,200: 110% 	<ul style="list-style-type: none"> • Order intake of €35 million or less: 0% • Order intake strictly above €35 million and less than or equal to €40 million: 50% • Order intake strictly above €40 million and less than or equal to €50 million: 75% • Order intake strictly over €50 million: 100%
-> 12,008 reservations - Achievement rate of 110%	-> €36m - Achievement rate of 50%

Common quantitative targets for company officers (80% of variable remuneration) – 2025 URD § 4,4,1 pages 263 to 280

Quantitative financial criteria (15% of variable remuneration)

- 10% based on carbon performance of building permits filed in 2025
- 5% based on the Group gender equality policy

Carbon performance of building permits filed in 2025 (10%)	Group gender equality policy (5%)
<p><i>Level of decrease compared to the 2022 RE2020 threshold</i></p> <ul style="list-style-type: none"> • If the decrease is strictly below 10% = 0% • If the decrease is greater than or equal to 10% and strictly below 20% = 50% • If the decrease is greater than or equal to 20% and strictly below 30% = 100% • If the decrease is greater than or equal to 30% = 110% 	<p><i>Group's gender equality policy in the Group's governing bodies (Club 1797)</i></p> <ul style="list-style-type: none"> • If the percentage of women in governing bodies is strictly below 39% = 0 • If the percentage of women in governing bodies is above or equal to 39% and strictly below 40% = 50% • If the percentage of women in governing bodies is strictly above 40% = 100%
-> -35% - Achievement rate of 110%	-> 42.4% - Achievement rate of 100%

Common qualitative objectives for company officers for 2025

2025 URD § 4,4,1 pages 263 to 280

Qualitative criteria (20% of variable remuneration)

- 10% based on the operational roll-out of New Nexity to an urban operator model
- 10% based on the simplification of the Group with a view to improving its agility and operational efficiency

Operational roll-out of New Nexity to an urban operator model

- Operational roll-out of the new multi-product organisation by defining coherent development objectives for regions and business line segments by region and product line and ensuring their implementation

Continuation of the reorganisation and reduction of the cost base, in particular through the simplification of the Group, as part of an approach aimed at improving its agility and operational efficiency

- Simplification of the Group's legal organisation following its resizing and reduction in associated expenses;
- Recalibration of the regional scope of the Group's development brands in line with the new market situation and the development potential by region and product line

The Board of Directors and the Remuneration and Appointments Committee observed, in a context of ongoing crisis, the excellent level of commitment from the management team and the quality of the work undertaken in 2025, which should continue to bear fruit during the 2026 fiscal year. Also, in view of the ongoing restricted economic situation of the sector, the scale of the topics to be dealt with as part of the implementation of the Group's transformation plan and the implementation of the adaptation of organisations which will continue throughout 2026, at the proposal of the Remuneration and Appointments Committee, the Board of Directors considered that the full efficiency of the qualitative objectives could not be fully achieved by 2025, and that 80% of this objective had been achieved.

2025 remuneration for Véronique Bédague – Chairwoman and CEO (ex post)

Resolution no, 12



Fixed remuneration

€750,000

Annual variable remuneration (for objectives 100% achieved)

€650,000

Annual variable remuneration criteria

Quantitative objectives: 80%

30% based on the level of net debt at the end of 2025

0%

110%

€214,500

110%

€214,500

20% based on current operating profit for 2025

0%

100%

€130,000

75%

€97,500

15% based on business development performance as of 31 December 2025

- 10% based on residential real estate reservations

0%

110%

€71,500

110%

€71,500

- 5% based on order intake for commercial real estate

0%

110%

€35,750

50%

€16,250

10% based on the carbon performance of building permits filed in 2025

0%

110%

€71,500

110%

€71,500

5% based on the Group's gender equality policy

0%

100%

€32,500

100%

€32,500

Qualitative objectives: 20%

10% based on the operational roll-out of New Nexity

0%

100%

€65,000

80%

€52,000

10% based on the simplification of the Group with a view to improving its agility and operational efficiency

0%

100%

€65,000

80%

€52,000

TOTAL

€685,750

€607,750

% of target amount achieved

94%

Long-term for Véronique Bédague – Chairwoman and CEO (ex post)



□ 47,000 shares based on the authorisation approved by the Shareholders' Meeting of 22 May 2025

- Vesting in 2028 (minimum 3-year vesting period) subject to performance criteria and conditions for all shares
- Subject to performance criteria and conditions for all shares
- Criteria :

Quantitative financial criteria: 75%

- 20% of shares awarded based on the target bank leverage ratio at the end of 2027
- 20% of shares awarded based on the current operating profit* 2025-2026-2027

*Current operating profit excluding international operations/disposals, external structural growth

- 20% of shares awarded in respect of business development performance:
 - 15% on Residential Real Estate reservations in 2025-2026-2027
 - 5% on order intake amount in Commercial Real Estate
- 15% of shares granted according to the relative level of TSR (total shareholder return) against the SBF 120 during the period

Quantitative non-financial criteria: 25%

- 20% of shares awarded based on CSR criteria:
 - 10% on the reduction of the carbon footprint (trajectory at end-2025) compared to 2019
 - 10% in respect of the Net Promoter Score
- 5% on progress made in terms of diversity and inclusion

2025 remuneration for Jean-Claude Bassien – Deputy CEO (ex post)

Resolution no, 13



Fixed remuneration			€500,000		
Annual variable remuneration (for objectives 100% achieved)			€400,000		
Annual variable remuneration criteria	Minimum	Maximum	Maximum payable amount	Achievement rate %	Amount paid
Quantitative objectives: 80%			€342,000		€310,000
30% based on the level of net debt at the end of 2025	0%	110%	€132,000	110%	€132,000
20% based on current operating profit for 2025	0%	100%	€80,000	75%	€60,000
15% based on business development performance as of 31 December 2025					
• 10% based on residential real estate reservations	0%	110%	€44,000	110%	€44,000
• 5% based on order intake for commercial real estate	0%	110%	€22,000	50%	€10,000
10% based on the carbon performance of building permits filed in 2025	0%	110%	€44,000	110%	€44,000
5% based on the Group's gender equality policy	0%	100%	€20,000	100%	€20,000
Qualitative objectives: 20%			€80,000		€64,000
10% based on the operational roll-out of New Nexity	0%	100%	€40,000	80%	€32,000
10% based on the simplification of the Group with a view to improving its agility and operational efficiency	0%	100%	€40,000	80%	€32,000
TOTAL			€422,000		€374,000
			% of target amount achieved		94%

Long-term remuneration for Jean-Claude Bassien – Deputy CEO (ex post)

□ 28,000 shares based on the authorisation approved by the Shareholders' Meeting of 22 May 2025

- Vesting in 2028 (minimum 3-year vesting period) subject to performance criteria and conditions for all shares
- Subject to performance criteria and conditions for all shares
- Criteria :

Quantitative financial criteria: 75%

- 20% of shares awarded based on the target bank leverage ratio at the end of 2027
- 20% of shares awarded based on the current operating profit* 2025-2026-2027

*Current operating profit excluding international operations/disposals, external structural growth

- 20% of shares awarded in respect of business development performance:
 - 15% on Residential Real Estate reservations in 2025-2026-2027
 - 5% on order intake amount in Commercial Real Estate
- 15% of shares granted according to the relative level of TSR (total shareholder return) against the SBF 120 during the period

Quantitative non-financial criteria: 25%

- 20% of shares awarded based on CSR criteria:
 - 10% on the reduction of the carbon footprint (trajectory at end-2025) compared to 2019
 - 10% in respect of the Net Promoter Score
- 5% on progress made in terms of diversity and inclusion

➤ Mr. Jean-Claude Bassien's departure will occur prior to the vesting date of the performance shares granted under this plan. As the presence condition set out in this plan will no longer be satisfied, the rights granted to Mr. Jean-Claude Bassien thereunder will lapse.



05

2026 remunerations (ex ante)



Summary of remuneration paid to company officers for 2026 (ex ante)



1,1 Fixed remuneration (K€)

	Véronique Bédague	Jean-Claude Bassien
2023	750	500
2024	750	500
2025	750	500
2026*	750	500

* Subject to the 2026 AGM approval

1,2 Variable remuneration (K€)

	Véronique Bédague	Jean-Claude Bassien
2023	231	140
2024	686	422
2025	608	374
2026*	650	400

Up to 110% bonus possible based on certain criteria
 * Maximum amounts subject to approval by the 2026 AGM and 100% achievement of the criteria

1,3, Free shares

	Véronique Bédague		Jean-Claude Bassien	
	Initial	Achieved	Initial	Achieved
2021 Plan	30,000	11,850	17,000	6,715
2022 Plan	60,000	13,800	40,000	9,200
2023 Plan	20,000	NA	12,000	- ***
2024 Plan	47,000	NA	28,000	- ***
2025 Plan	47,000	NA	28,000	- ***
2026*	47,000**	NA	NA	NA

* Subject to approval by the 2026 AGM and the fulfillment of the criteria

**Valuation based on an average market price of €16

*** Following Mr, Bassien's departure, the shares will not be acquired

Common remuneration principles applicable to corporate officers for 2026

- **No change in remuneration amount compared with 2025**
- **Well-balanced mix:** ~1/3 annual fixed – ~1/3 annual variable – ~1/3 LTIP
- **Same breakdown of variable remuneration objectives** compared with 2025
 - ✓ Quantitative objectives: 80%
 - Quantitative financial objectives: 65%
 - Quantitative non-financial CSR-HR objectives: 15% (o/w CSR objective of 10%)
 - ✓ Qualitative objectives: 20%



Changes in the annual variable remuneration criteria for executive corporate officers for 2026

Quantitative financial criteria (65% of variable remuneration)

- 30% based on the level of net debt at the end of 2025
- 20% based on current operating profit for 2025
- 15% based on business development performance at 31 December 2025 (RRE reservations and order intake for CRE)



Quantitative financial criteria (65% of variable remuneration)

- 30% based on current operating profit for 2026
- 20% based on the level of net debt at the end of 2026
- 15% based on business development performance at 31 December 2026 (RRE reservations and order intake for CRE)

Quantitative financial criteria (15% of variable remuneration)

- 10% based on carbon performance of building permits filed in 2025
- 5% based on the Group gender equality policy



Quantitative financial criteria (15% of variable remuneration)

- 10% based on the carbon performance of permits filed in 2026
- 5% based on the Group's gender equality policy

Qualitative criteria (20% of variable remuneration)

- 10% based on the operational roll-out of New Nexity to an urban operator model
- 10% based on the simplification of the Group with a view to improving its agility and operational efficiency



Qualitative criteria (20% of variable remuneration)

For Véronique Bédague:

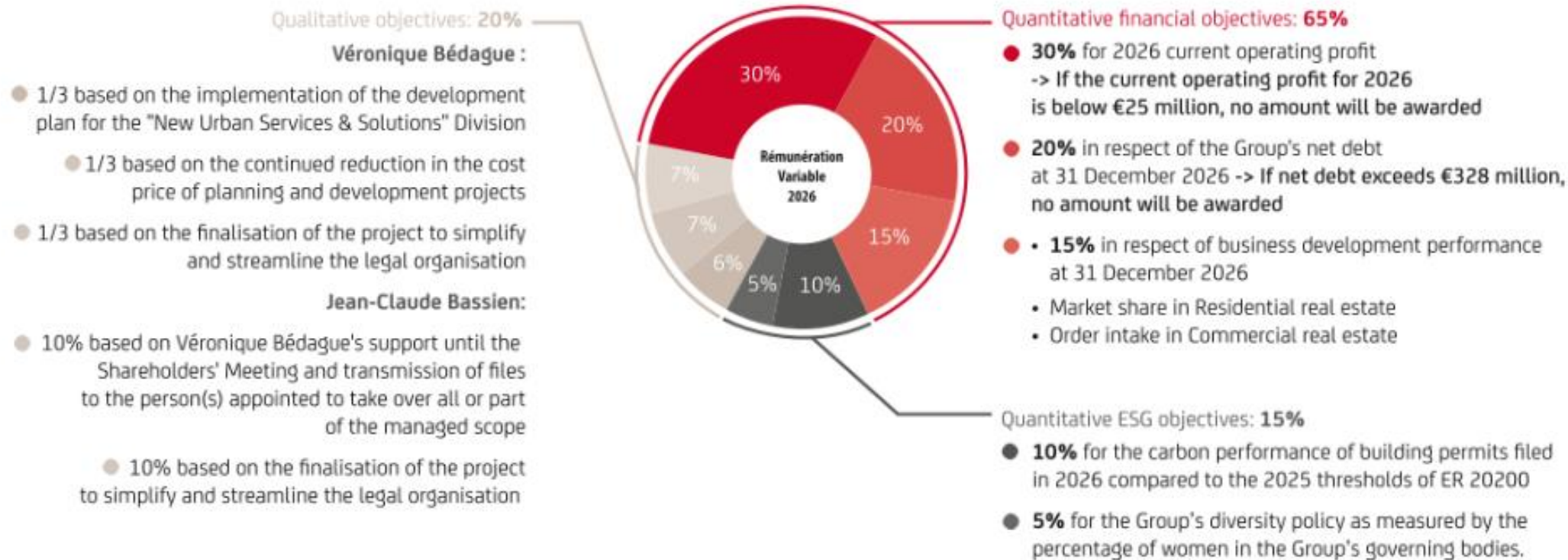
- 1/3 based on the implementation of the development plan for the 'New Urban Services and Solutions' division »
- 1/3 based on the continued reduction in the cost price of development and property development operations
- 1/3 based on the completion of the project to simplify and rationalise the organisation

For Jean-Claude Bassien:

- 10% based on supporting Véronique Bédague through to the Shareholders' Meeting and handing over the relevant files
- 10% based on the completion of the project to simplify and rationalise the organisation

Annual variable remuneration criteria for executive corporate officers for 2026 – 2025 URD, § 4.4.2, pages 301 to 309

Remuneration 2026 ex ante



Remuneration of the Chairwoman and Chief Executive Officer, Véronique Bédague for 2026 – resolution no, 15 – 2025 URD, § 4.4.2, pages 301 to 309

Fixed remuneration			€750,000
Annual variable remuneration (for objectives 100% achieved)			€650,000
Annual variable remuneration criteria	Minimum	Maximum	Maximum payable amount
Quantitative objectives: 80%			€562,250
30% based on current operating profit for 2026	0%	110%	€214,500
20% based on the level of net debt at the end of 2026	0%	110%	€143,000
15% based on business development performance as of 31 December 2026			
10% based on Residential Real Estate market share	0%	100%	€65,000
5% based on order intake for commercial real estate	0%	110%	€35,750
10% based on the carbon performance of building permits filed in 2026	0%	110%	€71,500
5% based on the Group's gender equality policy	0%	100%	€32,500
Qualitative objectives: 20%			€130,000
1/3 based on the implementation of the development plan for the 'New Urban Services and Solutions' division	0%	100%	€43,333
1/3 based on the continued reduction in the cost price of development and property development operations	0%	100%	€43,333
1/3 based on the completion of the project to simplify and rationalise the organisation	0%	100%	€43,333
TOTAL			€692,250 €
	% of target amount achieved		107%

Amendment to the severance benefits indemnity clause for the Chairwoman and Chief Executive Officer, Véronique Bédague – 2025 URD §4,4,2, page 306



- **At the proposal of the Board of Directors, following the opinion of the Remuneration and Appointments Committee, it is proposed that the Shareholders' Meeting amend the triggering conditions for the payment of severance benefits indemnities applicable to the Chairwoman and Chief Executive Officer,**

It is proposed to amend the section entitled "Amounts awarded and performance criteria governing the granting of indemnities" as follows:

« Payment of the severance indemnity to the Chairwoman and Chief Executive Officer is subject to compliance, as duly determined by the Board of Directors, with conditions relating to the Company's performance, currently defined as follows :

- 100% if:
 - *The average share price over the 120 trading days preceding the announce of the effective date of termination of duties in year N is at least equal to the average share price over the same 120-day trading period in year N-1,*
 - *The performance rate corresponding to the arithmetic average of the achievement levels of the quantitative objectives of the last two variable remunerations paid, calculated on the basis of the two most recently closed financial years, is not less than 75%*
- *65% if the performance rate is achieved but the share price has deteriorated; and*
- *35% if the share price objective is achieved but the performance rate objective is not »*

Rémunération long terme de la Présidente-Directrice générale, Véronique Bédague, au titre de l'année 2026 – 15^{ème} résolution – URD 2025 § 4,4,2 pages 301 à 309

□ 47,000 shares based on the authorisation submitted for the approval of the Shareholders' Meeting of 21 May 2026

- Vesting in 2029 (minimum three-year vesting period)
- Subject to performance criteria and conditions for all shares
- Criteria:

Quantitative financial criteria: 75%

- 20% of shares awarded if the leverage ratio is below 3.5x at the end of 2028
- 20% of shares awarded based on the current operating profit 2026-2027-2028
- 20% of shares awarded in respect of business development performance over 2026-2027-2028:
 - 15% on Residential Real Estate reservations
 - 5% on order intake amount in Commercial Real Estate
- 15% of shares granted according to the relative level of TSR (total shareholder return) against the SBF 120 during the period

Quantitative non-financial criteria: 25%

- 25% of shares awarded based on CSR/HR criteria:
 - 10% on the reduction of the carbon footprint (trajectory at end-2028) compared to 2019
 - 10% in respect of the Net Promoter Score on Residential Real Estate development
 - 5% on progress made in terms of diversity and inclusion

Remuneration of the Deputy Chief Executive Officer, Jean-Claude Bassien for 2026 – resolution no, 15 – 2025 URD, § 4.4.2, pages 301 to 309

Fixed remuneration (prorata)			€500,000 €
Annual variable remuneration (for objectives 100% achieved)			€400,000 €
Annual variable remuneration criteria (prorata)	Minimum	Maximum	Maximum payable amount
Quantitative objectives: 80%			€346,000
30% based on current operating profit for 2026	0%	110%	€132,000
20% based on current operating profit for 2026	0%	110%	€88,000
15% based on business development performance as of 31 December 2026			
10% based on Residential Real Estate market share	0%	100%	€40,000
5% based on order intake for commercial real estate	0%	110%	€22,000
10% based on the carbon performance of building permits filed in 2026	0%	110%	€44,000
5% based on the Group's gender equality policy	0%	100%	€20,000
Qualitative objectives: 20%			€80,000
10% based on supporting Véronique Bédague through to the Shareholders' Meeting and handing over the relevant files	0%	100%	€40,000
10% based on the completion of the project to simplify and rationalise the organisation	0%	100%	€40,000
TOTAL			€426,000
	% of target amount achieved		107%



Amendment to the Articles of Association

L'aparté - Vigneux (91)



Alignment of Article 19 of the Articles of Association with the Decree of 13 February 2026 - URD § 4,12,3, pages 327 and 328

- Decree No. 2026-94 of 13 February 2026, relating to the modernisation of communication arrangements between certain commercial companies and their shareholders, has been published and amends certain procedures for convening and participating in forthcoming shareholders' meetings,
- The change to the record date (i.e. the date on which shareholders must be registered in order to participate in general meetings), moving from 2 business days to 5 business days prior to the meeting, has already entered into force
 - ✓ As Nexity's Articles of Association expressly refer to the record date and recall the modalities for participating in shareholders' meetings, they must therefore be amended accordingly. It is proposed to remove any direct reference to the record date and to the applicable provisions of the French Commercial Code, and instead to include a generic wording referring to the applicable legal and regulatory provisions in force, in order to avoid having to amend the Articles each time the regulations change,
 - ✓ Consequently, the convening documentation (BALO notices and the notice of meeting brochure) for the next Annual General Meeting must also be updated to reflect the new J-5 record date,





Annexes

Carré Invalides - Paris (75)



Assessment of the achievement of the 2025 qualitative objectives

Operational roll-out of New Nexity to an urban operator model

➤ Continuation of the reorganisation and reduction of the cost base, in particular through the simplification of the Group, as part of an approach aimed at improving its agility and operational efficiency

- ✓ The organisation of New Nexity was deployed as of 1 January 2025, based on seven regional offices that are now multi-product, and the establishment of business line segments through the creation of four national real estate offers (Residential / Commercial / Refurbishment / Planning) bringing their business expertise throughout the country to support the multi-product regional offices in order to capitalise on Nexity's size effect: the Retail & Marketing segment was the subject of a detailed presentation to the directors in October 2025
- ✓ Regarding the retail segment: the new organisation led to 4,558 retail reservations in 2025, i.e, an 8% retail market share with growth of 19% in the first-time buyer segment, outperforming market growth which stands at 4%, This was made possible by the strong sales organisation in place and the work carried out since 2024 on adapting the supply for sale:
 - Stability of time to market at 5 months, securing supply rotation and the return to pre-crisis times to market,
 - Adaptation of the Group's supply for sale (5,447 in 2025 vs, 10,153 in 2022) to the size of the market (92,352 units),
 - The vast majority of the supply for sale is located in supply-constrained areas (90% of Nexity's offering in zones A, Abis and B1),
- ✓ With regard to the Regions, Executive Management has drawn up a multi-product development plan for each of them, setting out the objectives for the coming years, which include differentiated strategies to meet the specific demands of each region, taking into account their demography, their economic dynamism, their past and future industrial fabric and the local planning policies of each region, The plan for the Grand-Sud region was the subject of a presentation to the directors in July 2025,
- ✓ Regarding the deployment towards the urban operator model in the strategic segment of urban regeneration and asset redevelopment: creation of a multidisciplinary division for "new urban offerings" bringing together the operational subsidiaries of Nexity Immobilier Entreprise, Nexity Héritage and Nexity Contractant Général, thus creating in September 2025 a unique centre of expertise for the multi-product regional offices, which began operating in the last quarter of 2025 in preparation for the implementation of its development plan in 2026,



Assessment of the achievement of the 2025 qualitative objectives

Continuation of the reorganisation and reduction of the cost base, in particular through the simplification of the Group, as part of an approach aimed at improving its agility and operational efficiency

- Simplification of the Group's legal organisation following its resizing and reduction in associated expenses;
- Recalibration of the regional scope of the Group's development brands in line with the new market situation and the development potential by region and product line

- ✓ Following the implementation of the New Nexity project, launched in early 2025, it appeared necessary to make adjustments to the Edouard Denis structures, which are still heavily impacted from an economic point of view, Given the deterioration of the market and its positioning which focuses on individual investors in non-supply-constrained areas (significantly impacted by the non-renewal of the Pinel scheme), Edouard Denis has had to make changes to its economic and operational models (refocusing the brand on regions with the most dynamic markets, such as Île de France, Grand Ouest, Rhône Alpes and Sud Est under the Primosud brand), As part of an agreement on the implementation of a voluntary redundancy scheme unanimously signed by the trade unions in July 2025, 122 positions have been identified as eligible for voluntary redundancy, A system designed to support employees in the realisation of their professional projects has been rolled out, through paid mobility leave and various options for financial aid,
- ✓ This project is fully in line with the brand streamlining strategy and the necessary resizing of the Group's cost base to adapt it to the current new home market, As such, the savings generated in 2025, totalling nearly €100 million, can be seen in the very significant improvement in current operating profit between 2024 and 2025, The quest for operational efficiency and organisational simplification remain at the heart of New Nexity,



Alignment of Article 19 of the Articles of Association with the Decree of 13 February 2026

➤ Proposed amendment:

Article 19: Convening – Access to General Meetings – Powers

Shareholders' Meetings are convened and deliberate in accordance with the conditions provided for by law. The Company may use electronic telecommunications for the formalities preparatory to General Meetings under the conditions provided for in Article R.225-63 of the French Commercial Code,

Meetings are held either at the registered office or at another location specified in the notice of meeting,

Every shareholder has the right to attend General Meetings and to participate in deliberations, either personally or by proxy, under the conditions provided for in ~~Articles L.225-106 and L.22-10-39 of the French Commercial Code,~~ **in accordance with the applicable legal and regulatory provisions in force,**

~~The right of shareholders to participate in General Meetings is subject to the following conditions:~~

~~-for holders of registered shares, entry of such shares in the Company's share accounts by midnight (Paris time) on the second business day preceding the Meeting;~~

~~-for holders of bearer shares, entry of such shares in the bearer share accounts kept by the authorised intermediary by midnight (Paris time) on the second business day preceding the Meeting. The entry of bearer shares in the account kept by the authorised intermediary is evidenced by a certificate of participation issued by such intermediary,~~

[...]

Alignment of Article 19 of the Articles of Association with the Decree of 13 February 2026

[...] Any shareholder may be represented by another shareholder, by his or her spouse, by the partner with whom he or she has entered into a civil solidarity pact (PACS), or by any other natural or legal person of his or her choice. Shareholders may also vote by post or, where applicable, by electronic means, subject to a prior decision of the Board of Directors, using a form that may be obtained under the conditions set out in the preliminary notice and the notice of meeting convening the General Meeting, in accordance with the applicable legal and regulatory provisions. Any shareholder may transmit and revoke proxy forms by electronic means. The electronic signature of such forms shall take the form, subject to a prior decision of the Board of Directors published in the preliminary notice and the notice of meeting convening the General Meeting: (i) either of a secure electronic signature within the meaning of the decree implementing Article 1367 of the French Civil Code relating to electronic signatures, or (ii) of another reliable identification process meeting the conditions defined in the first sentence of the second paragraph of Article 1367 of the French Civil Code. Personal attendance of a shareholder at the General Meeting cancels any postal vote, remote vote or proxy vote. Likewise, in the event of a conflict between a proxy vote and a postal vote, the proxy vote shall prevail, irrespective of the respective dates on which they were issued. **With regard to postal voting or voting by electronic means, only the forms duly transmitted in accordance with the applicable legal and regulatory provisions, completed and received by the Company at least three (3) calendar days prior to the date of the General Meeting, shall be taken into account for the purposes of calculating the quorum. Voting instructions submitted electronically, in accordance with the conditions set by law and by the Board of Directors, including proxy appointments or powers, may validly be received by the Company up to 3:00 p.m. (Paris time) on the day preceding the General Meeting.**

General Meetings are chaired by the Chair of the Board of Directors or, in his or her absence, by the Vice-Chair, or failing that, by a director specifically appointed for this purpose by the Board. Failing this, the General Meeting itself shall elect its Chair,

The Bureau shall appoint the secretary, who may be chosen from outside the members of the Meeting.,

next

Thank you