Governance roadshows

April 2025

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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1.
Key points FY 2024

Key points –2024 Full-year results

1 Transformation plan finalised at year-end 2024	**Implementing the "4 Rs" on schedule:** **Refocusing, Resizing, Recalibrating and Redeploying**
2 Confirmed recovery in retail sales in 2024	• **Full-year retail reservations: Up 7% (vs market down 4%)**[1] • **Sharp acceleration in retail sales during H2 2024**: **14% increase** driven by **strong momentum provided by homebuyers** (up 48% in H2)
3 Leaner balance sheet and liquidity secured	• **Very significant reduction in debt,** down by €369m[2] (44%) to €474m • **€1bn in liquidity, well in excess of the short- and medium-term maturities** • **Medium-term bank financing secured,** aligned with the Group's needs and resizing
4 Performance in line with our expectations	**Operating profit positive, at €2m:** Affected as expected by the transformation plan, but fully offset by disposal gains
5 Outlook for 2025	• **Return to profitability**: Current operating profit[3] **positive** • **Tight grip on the balance sheet maintained**: **IFRS net debt <€380m**[4] confirmed

(1) Source: FPI data – Q4 2024 – published on 13/02/2025.
(2) Change vs net debt at end-December 2023 before IFRS 5.
(3) Under IFRS – Excluding discontinued operations and international operations in a run-off phase.
(4) Equivalent to the net financial debt target of €500m on an operational reporting basis announced at the beginning of 2024.

2024 marked by ongoing proactive implementation of the transformation plan focused on our "4 Rs"

	2024	2025
Refocusing Ongoing deleveraging	• Execution of the **disposal plan:**[1] 3 major disposals allocated to deleveraging (net impact: **€435m**) • Actions to **keep WCR under control (- €301m)**	• Continued close control of the balance sheet (including WCR); opportunity-based approach to non-core assets
Resizing Plan to reduce operating expenses	• **Payroll:** Implementation of a redundancy plan (500 positions) • **Overheads and real estate**: All avenues being pursued	• Total cost savings expected: **€95m** (full-year basis in 2026); **75%** from 2025
Recalibrating Adjusting uncompleted supply to fit market conditions	• Supply under construction: Realigning selling prices and construction costs; improving selling inventory • Supply in planning stage (construction not yet launched); 103 unprofitable programmes abandoned	• Impact from recalibrating projects as they progress (former and new developments launched)
Redeploying	• **Operational launch of "New Nexity" on 9 January 2025:** Regional and multi-product organisation focused on development and urban regeneration and recentred on our roles as a planner, developer and operator	• Deployment of the new organisation • Ongoing streamlining and operational efficiency drive • Focus on the pipeline: **€16.6bn** to date (~6 years' revenue)

→ **Plan finalised on schedule**

PMI NPM, 50% of Bien'ici

2.
Agenda of the AGM

Agenda of the Combined Shareholders' Meeting of 22 may 2025 (1/3)

Item on the agenda (without resolution submitted to the shareholders' vote)

- Group climate and environmental transition strategy

Ordinary resolutions

1. Approval of the financial statements for the fiscal year ended 31 December 2024 – Approval of non-tax-deductible expenses and charges;
2. Appropriation of net income for the fiscal year ended 31 December 2024;
3. Approval of the Group's consolidated financial statements for the fiscal year ended 31 December 2024;
4. Approval of one regulated agreement;
5. Reappointment of Florence Verzelen as Director for a period of four (4) years;
6. Reappointment of Soumia Belaïdi-Malinbaum as Director for a period of four (4) years;
7. Reappointment of Véronique Bédague as Director for a period of four (4) years;
8. Reappointment of Crédit Mutuel Arkéa as Director for a period of four (4) years;

Agenda of the Combined Shareholders' Meeting of 22 may 2025 (2/3)

Ordinary resolutions (cont.)

9. Appointment of Caroline Desmaretz as Director, on the proposal of the Supervisory Board of the FCPE Nexity Actions;
10. Appointment of Isabelle Didolla as Director, on the proposal of the employee shareholders of Nexity group;
11. Approval of the information relating to the remuneration of company officers paid or awarded in respect of the 2024 fiscal year, mentioned in Article L.22-10-9 of the French Commercial Code;
12. Approval of the components of remuneration paid during the fiscal year ended 31 December 2024, or awarded in respect of the same fiscal year, to Véronique Bédague, Chairwoman and Chief Executive Officer;
13. Approval of the components of remuneration paid during the fiscal year ended 31 December 2024, or awarded in respect of the same fiscal year, to 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. Ratification of the transfer of the registered office and approval of the corresponding update to the Articles of Association;
18. Authorisation granted to the Board of Directors to proceed with the Company's purchase of its own shares.

Agenda of the Combined Shareholders' Meeting of 22 may 2025 (3/3)

Extraordinary resolutions

19. Authorisation granted to the Board of Directors to reduce the share capital by cancelling treasury shares under the provisions of Article L.22-10-62 of the French Commercial Code;
20. Authorisation granted to the Board of Directors to allocate free awards of new or existing shares to employees and/or certain company officers of the Company or related companies, resulting in the cancellation of shareholders' preemptive subscription rights;
21. Harmonization of Article 14 "Meetings of the Board of Directors" of the Company's Articles of Association with Law No. 2024-537 of 13 June 2024, known as the Attractiveness Law;

Ordinary resolution

22. Powers required to carry out formalities.

3.

Governance

Executive Company officers term of office at the 2025 AGM
7th resolution – Board of Directors of 22 May 2025 after the AGM

Véronique Bédague

Chaiwoman of the Board & CEO

1st nomination: 19 May 2021

- Chairwoman of the Strategy and Investment Committee

⬇

Proposition of renewal of the term of office as Director and Chairwoman of the board & CEO

✓ For a term of 4 years, i.e. until the 2029 AGM called to approve the financial statements for the year ending 31 December 2028 ;
✓ Renewal of her term of office as Chairwoman of the Strategy and investment Committee

Jean-Claude Bassien

Deputy CEO

1st nomination: 19 May 2021

⬇

Proposition of renewal of the term of office as Deputy CEO
(Appointment by the Board after AGM 2025; not subject to shareholder vote)

✓ For a term of 4 years, i.e. until the 2029 AGM called to approve the financial statements for the year ending 31 December 2028

Directors term of office at the 2025 AGM
5th, 6th and 8th resolutions

Florence Verzelen

Independent Director

1st nomination: 03 April 2024[1]

- Member of the CSR 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 2028 ;

✓ Renewal of her participation to the :
  - CSR Committee

(1) Co-opted on 3 April 2024 for the remaining term of office of Myriam El Khomri

Crédit Mutuel Arkea

Director

Represented by Bertrand Blanpain

1st nomination: 19 May 2021

- Member of the Audit and accounts Committee
- 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 2028 ;

✓ Renewal of its participation to the :
  - Audit and accounts Committee
  - Strategy and investment Committee

It should be noted that the low attendance rate of M. Bertrand Blanpain at Board meetings and Board Committees in 2024 (54%) is not of a recurring nature and is explained by his leading involvement in the Arkéa Group's transformation plan *"Faire 2030"*, presented to the markets on 29 January 2025.

Soumia Belaidi-Malinbaum

Independent Director

1st nomination: 24 March 2015

- Member of the Audit and accounts Committee
- Member of the Remuneration and appointments Committee
- Member of CSR Committee – **Vice-Chairwoman of the CSR Committee from 2 April 2025**

Soumia Belaidi-Malinbaum is also a member of the Stakeholders' 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 2028 ;

✓ Renewal of her participation to the :
  - Audit and accounts Committee
  - Remuneration and appointments Committee
  - CSR Committee

Appointment of the director representing employee shareholders
9th and 10th resolutions

Caroline Desmaretz
Candidate put forward by the Supervisory Board of the FCPE Nexity Actions

Biography

Caroline Desmaretz holds a degree in Information and Communication Technology Engineering and has been an employee of Nexity group since July 1996.

She is currently in charge of the Employee Digital Solutions Department within the Group's Digital Solutions and Innovations Department. She previously held various positions in the management of the Group's information systems.

Isabelle Didolla
Candidate put forward by employees shareholders directly

Biography

Holder of a DESCF (Graduate Diploma in Accounting and Finance), Isabelle Didolla has been an employee of Nexity group since 2000.

Isabelle Didolla has supported the commercial development and planning teams as Chief Financial Officer and then Deputy Chief Executive Officer. Since 2021, she has held the position of Chief Executive Officer of Nexity Investisseur, in charge of the Group's partnerships with its large private institutional investor clients.

4.
2024
Remunerations
(ex post)

Summary of remuneration paid to company officers for 2024 (ex post)

2024 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*	544,200	125,166	362,800	83,444
Total	**1,992,950**	**1,560,916**	**1,292,800**	**1,005,444**
	100%	78.3%	100%	77.8%

* Valued at the 16 April 2025 share price of €9.07.
Shares vested as of 30 June 2025 but whose attainment levels are based on 2022-2023-2024 criteria and are therefore known to the Company. 13,800 free shares for Véronique Bédague (URD pp281-282) and 9,200 free shares for Jean-Claude Bassien (URD pp287-288)

Reminder of common quantitative targets for company officers (80% of variable remuneration)

Financial and non-financial quantitative criteria (80% of variable remuneration)

- 30% based on the level of net debt at the end of 2024
- 20% based on 2024 operating profit
- 15% based on the number of strategic and financial partnerships entered into in 2024
- 10% based on the carbon performance of building permits filed in 2024
- 5% based on the Group's gender equality policy

Quantitative financial criteria

Level of Group net debt (30%)	Level of operating profit (20%)	Strategic and financial partnerships (15%)
2023 net debt = €776m • Decrease in debt <10%: 0% • Decrease in debt between 10% and 15%: 75% • Decrease in debt between 15% and 20%: 100% • Decrease of more than 20%: 110%	• Operating loss: 0% • Operating profit: 100% • Operating profit >€75 million: 110%	• No partnership: 0% • 1 partnership: 50% • 2 partnerships: 100% • 3 partnerships: 110%
-> 110% achieved	**-> 100% achieved**	**-> 110% achieved**

Non-financial quantitative criteria

Carbon performance for building permits filed in 2024 (10%)	Group's gender equality policy (5%)
Level of performance compared to ER 2020 • If level is < -10% = 0% • If level is between -10% and -20% = 50% • If level is between -20% and -30% = 100% • If level is > -30% = 110%	• Percentage of women in governing bodies < 39% = 0% • Percentage of women in governing bodies between 39% and 40% = 50% • Percentage of women in governing bodies is between 40% and 41% = 100%
-> 110% achieved	**-> 100% achieved**

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Reminder of common qualitative targets for company officers (20% of variable remuneration)

Deployment and management of the Group's accelerated transformation towards an urban operator model (10% of variable remuneration)

As the leader in a real estate market whose transformation is accelerated by the intensity of the crisis, Nexity must quickly and safely carry out the in-depth transformation of its organisation around a regional multi-product offering by accelerating towards urban regeneration and transformation.
To this end, the Group's executives will have to define and implement the necessary changes in scope and organisational changes without weakening the production system and maintaining the commitment of their operational management.

- The speed and quality of execution of the transformation plan implemented by the Group have enabled Nexity to significantly reduce its debt and strengthen its liquidity, which was an area of concern for shareholders,
- The actions carried out on its debt, in particular thanks to the strong valuations on the disposals of the Property Management for Individuals (ADB) and Nexity Property Management businesses (given the maturity of the customer portfolio), have enabled Nexity to approach the 2025 deadlines with confidence,
- Particularly impressive was the speed with which the sale of ADB was executed, which also includes a strategic agreement with Bridgepoint for a period of six years, renewable for four years, as was the implementation within very tight deadlines of a transition agreement to manage the termination of services after the sale,
- In parallel with the refocusing actions, management ensured Nexity was able to adapt to the new market situation by realigning the Company with a regional urban operator and multi-product model, combining the expertise of a developer, planner and operator to provide solutions that meet new customer needs as closely as possible,
- Preparation for the launch of New Nexity was finalised at the end of 2024. It consisted of a new regional organisation, placing all product lines under the authority of the regional managers, with the support of business line expertise grouped into national verticals. The main operating principles have been formalised and the rules of engagement have been revised accordingly. This system was supplemented by a region-by-region deployment plan and the development of practical "kits" for managers and their staff, and
- With the support of its Board of Directors, which closely monitored the implementation of the plan throughout 2024, and with the establishment of effective teams around a tightened governance, management was able to steer all aspects of the transformation under the conditions most favourable to Nexity's corporate interests.

Reminder of common qualitative targets for company officers (20% of variable remuneration)

Overhaul of the organisation and the adaptation of the Company to the new context (10% of variable remuneration)

To improve the Company's future productivity, the Group's executives will need to continue to reduce the operational cost base imposed by new market parameters and changes in scope. They will have to ensure the proper management of the information-consultation process with the employee representative bodies to make these essential adjustments in a controlled social climate.

- The Group has committed to a savings plan of €95 million by 2026, to be achieved by reducing overheads, streamlining the real estate footprint (premises occupied by the Group) and reducing the payroll,
- On the first two items, actions are being implemented, notably including the completion of an exhaustive mapping of non-production purchases, action plans by department, streamlining of premises in the regions, etc. On the third item:
  - Prior to negotiations with the trade union and employee representatives, the signature of a method (not mandatory) agreement to facilitate the implementation of the labour procedure by determining, by mutual agreement, the conditions under which it will be carried out (extension of the information-consultation period in view of the summer period, methods of communication with employees, granting of supra-legal delegation hours dedicated to the preparation of meetings, possibility of full-time secondment of two members per trade union organisation, etc.)
  - Unanimous signature of a collective agreement by the trade unions and unconditional validation by the Labour Administration of the first draft of the collective agreement
  - Negotiation and roll-out of non-mandatory advance measures to reduce the number of forced departures: 25 early internal reclassifications and 116 voluntary departures (for a professional project related to a departure for business creation, new employment, professional retraining or retirement)
  - 8 forced redundancies avoided to date, thanks to the permanent internal reclassification (after validation by the Labour Administration and subject to signature of amendments to employment contracts)
  - Support for employees and managers throughout the labour procedure in order to control the social climate:
    - Launch of themed managers workshops (preventing psychosocial risks and managing stressful situations, maintaining employee engagement during periods of redundancy, conducting difficult interviews)
    - Regular communication (webinars, emails, manager talks, etc.)
    - Strengthening the employee psychological listening system (physical hotlines at the three main impacted sites, strengthening of the existing telephone listening system)

2024 remuneration (ex post) – 12th resolution
Véronique Bédague – Chairwoman and CEO

Fixed remuneration			**750,000 €**		
Annual variable remuneration (for objectives 100% achieved)			650,000 €		
Annual variable remuneration criteria	**Minimum**	**Maximum**	**Maximum amount attributable**	**Achievement Rate %**	**Amount awarded**
Quantitative objectives: 80%			**568,750 €**		**555,750 €**
30% based on the level of net debt at the end of 2024	0%	110%	214,500 €	110%	214,500 €
20% based on 2024 operating profit	0%	110%	143,000 €	100%	130,000 €
15% based on the number of strategic and financial partnerships entered into in 2024	0%	110%	107,250 €	110%	107,250 €
10% based on the carbon performance of building permits filed in 2024	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%			**130,000 €**		**130,000 €**
10% based on the deployment and management of the Group's transformation	0%	100%	65,000 €	100%	65,000 €
10% for the overhaul of the organisation and the adaptation of the Company to the new context	0%	100%	65,000 €	100%	65,000 €
TOTAL			**698,750 €**		**685,750 €**
	% of target amount achieved				106%

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2024 long-term remuneration (ex post) – 12th resolution
Véronique Bédague – Chairwoman and CEO

- **47,000 shares based on the authorisation submitted for approval at the Shareholders' Meeting of 23 May 2024.**
  - Vesting in 2027 (minimum 3-year vesting period)
  - Subject to performance criteria and conditions for all shares
  - Criteria :

Quantitative financial criteria: 75%

- 20% of shares granted on net debt reduction
- 15% of shares granted on the basis of the cumulative operational cash flow for the period
- 15% of shares granted according to the relative level of TSR (total shareholder return) against the SBF 120 during the period
- 25% of shares awarded on the success of operational urban regeneration projects

Non-financial quantitative criteria: 25%

- 25% of shares awarded based on CSR/HR criteria:
  - 10% on the reduction of the carbon footprint (trajectory at end-2026) compared to 2019
  - 10% in respect of the Net Promoter Score
  - 5% on progress made in terms of diversity and inclusion

2024 remuneration (ex post) – 13th resolution
Jean-Claude Bassien – Deputy CEO

Fixed remuneration			500,000 €		
Annual variable remuneration (for objectives 100% achieved)			400,000 €		
Annual variable remuneration criteria	**Minimum**	**Maximum**	**Maximum amount attributable**	**Achievement Rate %**	**Amount awarded**
Quantitative objectives: 80%			**350,000 €**		**342,000 €**
30% based on the level of net debt at the end of 2024	0%	110%	132,000 €	110%	132,000 €
20% based on 2024 operating profit	0%	110%	88,000 €	100%	80,000 €
15% based on the number of strategic and financial partnerships entered into in 2024	0%	110%	66,000 €	110%	66,000 €
10% based on the carbon performance of building permits filed in 2024	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 €**		**80,000 €**
10% based on the deployment and management of the Group's transformation	0%	100%	40,000 €	100%	40,000 €
10% for the overhaul of the organisation and the adaptation of the Company to the new context	0%	100%	40,000 €	100%	40,000 €
TOTAL			**430,000 €**		**422,000 €**
	% of target amount achieved				106%

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2024 long-term remuneration (ex post) – 13th resolution
Jean-Claude Bassien – Deputy CEO

❑ **28,000 shares based on the authorisation submitted for approval at the Shareholders' Meeting of 23 May 2024.**

- Vesting in 2027 (minimum 3-year vesting period)
- Subject to performance criteria and conditions for all shares
- Criteria :

Quantitative financial criteria: 75%

- 20% of shares granted on net debt reduction
- 15% of shares granted on the basis of the cumulative operational cash flow for the period
- 15% of shares granted according to the relative level of TSR (total shareholder return) against the SBF 120 during the period
- 25% of shares awarded on the success of operational urban regeneration projects

Non-financial quantitative criteria: 25%

- 25% of shares awarded based on CSR/HR criteria:
  - 10% on the reduction of the carbon footprint (trajectory at end-2026) compared to 2019
  - 10% in respect of the Net Promoter Score
  - 5% on progress made in terms of diversity and inclusion

5.
2025 Remunerations (ex ante)

Remuneration principles common to all executive company officers for 2025

- **No change in remuneration amount compared with 2024**
- **Well-balanced mix:** ~1/3 annual fixed – ~1/3 annual variable – ~1/3 LTIP
- **Same breakdown of variable remuneration objectives** compared with 2024
  - ✓ Quantitative objectives: 80%
    - Quantitative financial objectives: 65%
    - Quantitative non-financial CSR-HR objectives: 15% (o/w CSR objective of 10%)
  - ✓ Qualitative objectives: 20%

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

2024 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*	544,200	125,166	362,800	83,444
Total	**1,992,950**	**1,560,916**	**1,292,800**	**1,005,444**
	100%	78.3%	100%	77.8%

* Valued at the 16 April 2025 share price of €9.07.
Shares vested as of 30 June 2025 but whose attainment levels are based on 2022-2023-2024 criteria and are therefore known to the Company. 13,800 free shares for Véronique Bédague (URD pp281-282) and 9,200 free shares for Jean-Claude Bassien (URD pp287-288)

1.1 Fixed remuneration (€k)

	CEO	Deputy CEO
2023	750	500
2024	750	500
2025	750	500

1.2 Variable remuneration (€k)

	CEO	Deputy CEO
2023	231	142
2024	686	422
2025 target	650	400
2025 max*	682.5	420

* Outperformance on certain objectives to 110%

1.3. Free shares

	CEO	Deputy CEO	CEO	Deputy CEO
	Initial	Awarded	Initial	Awarded
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	NA
2024 Plan	47,000	NA	28,000	NA
2025 Plan *	47,000	NA	28,000	NA

* Valuation at average share price of €16

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Change in variable annual remuneration criteria for company officers for 2025

2024	2025
Quantitative financial criteria (65% of variable remuneration) • 30% based on the level of net debt at the end of 2024 • 20% based on 2024 operating profit • 15% based on the number of strategic and financial partnerships entered into in 2024	**Quantitative financial criteria (65% of variable remuneration)** • 30% based on the Group's net debt at end of 2025 • 20% based on 2025 current operating profit • 15% based on the development performance as of 31 December 2025
Non-financial quantitative criteria (15% of variable remuneration) • 10% based on the carbon performance for building permits filed in 2024 • 5% based on the Group's gender equality policy	**Non-financial quantitative criteria (15% of variable remuneration)** • 10% based on the carbon performance for building permits filed in 2025 • 5% based on the Group's gender equality policy
Qualitative criteria (20% of variable remuneration) • 10% based on the deployment and management of the Group's transformation • 10% for the overhaul of the organisation and the adaptation of the Company to the new context	**Qualitative criteria (20% of variable remuneration)** • 10% based on the operational deployment of the New Nexity toward a urban operator model • 10% based on the continued overhaul of the organisation and reduction of the cost base, in particular through the simplification of the Group in an approach aimed at improving its agility and operational efficiency

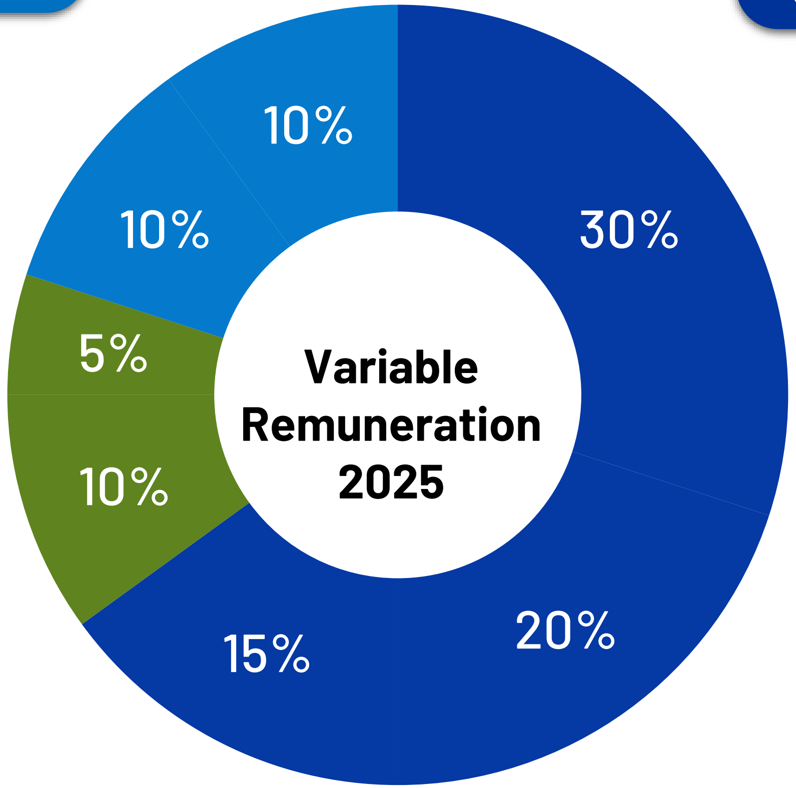
Variable remuneration criteria for executive company officers for 2025

Qualitative objectives: 20%

- **10%** for the Group's operational deployment towards an urban operator model
- **10%** to continue overhauling the organization and reducing the cost base, in particular by simplifying the Group to improve its agility and operating efficiency

Quantitative ESG objectives: 15%

- **10%** for carbon performance for building permits submitted in 2025 compared to the 2024 ER 2020 thresholds
- **5%** for the progress made on the Group's gender diversity policy as measured by the percentage of women in the Group's governing bodies



Quantitative financial objectives : 65%

- **30%** in respect of the Group's net debt at 31 December 2025 **-> If net debt exceeds €380 million, no amount will be awarded (compared with €330m in 2024)**
- **20%** in respect of 2025 current operating profit **-> If the operating profit for 2025 is not positive, no amount will be awarded**
- **15%** in respect of for business development performance at 31 December 2025
  - Number of Residential real estate reservations
  - Order intake amount in commercial real estate

Remuneration for the Chairwoman and CEO, Véronique Bédague, for 2025
15th resolution

Fixed remuneration			**750,000 €**
Annual variable remuneration (for objectives 100% achieved)			650,000 €
Annual variable remuneration criteria	**Minimum**	**Maximum**	**Maximum amount attributable**
Quantitative objectives: 80%			**552,500 €**
30% in respect of the Group's net debt at end-2025	0%	110%	214,500 €
20% in respect of current operating profit for 2025	0%	100%	130,000 €
15% in respect of development performance as of 31 December 2025:			
• 10% in respect of the number of reservations in Residential Real Estate	0%	110%	71,500 €
• 5% in respect of Commercial Real Estate order intake	0%	100%	32,500€
10% for carbon performance for building permits submitted in 2025	0%	110%	71,500 €
5% for the progress made on the Group's diversity policy	0%	100%	32,500 €
Qualitative objectives: 20%			**130,000 €**
10% for the operational deployment of New Nexity	0%	100%	65,000 €
10% for the simplification of the Group in an approach aimed at improving its agility and operational efficiency	0%	100%	65,000 €
TOTAL			**682,500 €**

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2025 long-term remuneration (ex ante) – 15th resolution
Véronique Bédague – Chairwoman and CEO

- **47,000 shares based on the authorisation submitted for approval at the Shareholders' Meeting of 22 May 2025.**
  - Vesting in 2028 (minimum 3-year vesting period)
  - 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
- 20% of shares awarded in respect of business development performance:
  - 15% on reservations in residential real estate 2025-2026-2027
  - 5% on commercial order intake
- 15% of shares granted according to the relative level of TSR (total shareholder return) against the SBF 120 during the period

COP* (excl. international/disposals / structuring external growth)

Non-financial quantitative criteria: 25%

- 25% of shares awarded based on CSR/HR criteria:
  - 10% on the reduction of the carbon footprint (trajectory at end-2025) compared to 2019
  - 10% in respect of the Residential Real Estate Net Promoter Score
  - 5% on progress made in terms of diversity and inclusion

Remuneration for the Deputy CEO, Jean-Claude Bassien, for 2025
16th resolution

Fixed remuneration			**500,000 €**
Annual variable remuneration (for objectives 100% achieved)			400,000 €
Annual variable remuneration criteria	**Minimum**	**Maximum**	**Maximum amount attributable**
Quantitative objectives: 80%			**340,000 €**
30% in respect of the Group's net debt at end-2025	0%	110%	132,000 €
20% in respect of current operating profit for 2025	0%	100%	80,000 €
15% in respect of development performance as of 31 December 2025:			
• 10% in respect of the number of reservations in Residential Real Estate	0%	110%	44,000 €
• 5% in respect of Commercial Real Estate order intake	0%	100%	20,000€
10% for carbon performance for building permits submitted in 2025	0%	110%	44,000 €
5% for the progress made on the Group's diversity policy	0%	100%	20,000 €
Qualitative objectives: 20%			**80,000 €**
10% for the operational deployment of New Nexity	0%	100%	40,000 €
10% for the simplification of the Group in an approach aimed at improving its agility and operational efficiency	0%	100%	40,000 €
TOTAL			**420,000 €**

nexity

2025 long-term remuneration (ex ante) – 16th resolution
Jean-Claude Bassien – Deputy CEO

❑ **28,000 shares based on the authorisation submitted for approval at the Shareholders' Meeting of 22 May 2025.**

- Vesting in 2028 (minimum 3-year vesting period)
- 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
- 20% of shares awarded in respect of business development performance:
  - 15% on reservations in residential real estate 2025-2026-2027
  - 5% on commercial order intake
- 15% of shares granted according to the relative level of TSR (total shareholder return) against the SBF 120 during the period

COP* (excl. international/disposals / structuring external growth)

Non-financial quantitative criteria: 25%

- 25% of shares awarded based on CSR/HR criteria:
  - 10% on the reduction of the carbon footprint (trajectory at end-2025) compared to 2019
  - 10% in respect of the Residential Real Estate Net Promoter Score
  - 5% on progress made in terms of diversity and inclusion

nexity

6.
Financial Authorisations

Financial authorisations submitted to the next AGM

➢ Share buyback programme (18th resolution)

- Up to 10% of share capital
- Validity period: 18 months
- Unchanged since last AGM (23/05/2024)

➢ Reduce the share capital by cancelling treasury shares (19th resolution)

- Up to 10% of share capital per 24-month period
- Validity period: 18 months
- Unchanged since last AGM (23/05/2024)

➢ Carry out free awards of new or existing shares (20th resolution)

- 1% of the Company's share capital on the date of the Board of Directors' decision, i.e 561,297 shares as of today
- Validity period: 14 months
- Unchanged since last AGM (23/05/2024)

7.

Amendments to the Articles of Association and Internal rules of the Board

Ratification of the transfer of the registered office – Amendment to Article 4 of the Company's Articles of Association – Proposed amendments to article 14 of the Articles of Association and updating of internal rules – "Attractiveness" Act, no. 2024-537 of 13 June 2024

- **Articles of Association (17th resolution) : transfer of the registered office**

Ratification of the decision taken by the Board of Directors at its meeting of 27 February 2025, to transfer the registered office to 67, rue Arago - 93400 Saint-Ouen-sur-Seine with effect from 18 March 2025, as well as the corresponding amendment to Article 4 of the Company's Articles of Association.

- **Articles of Association (21st resolution) : procedures for meetings and decisions of the Board of Directors**

In accordance with Act no. 2024-537 of June 13, 2024 aimed at increasing the financing of businesses and the attractiveness of France, known as the "Attractivité" law, shareholders are invited to approve changes to the procedures for holding Board meetings and making Board decisions.

- **Internal rules of the Board**

In accordance with the amendments already proposed to article 14 of the Company's bylaws, and subject to the approval of these amendments by the Annual General Meeting of 22 May 2025, it is also proposed to amend article 2.3 "Deliberations of the Board" of the bylaws in order to amend, in accordance with law no. 2024-537 of June 13, 2024, the procedures for holding meetings and making decisions of the Board of Directors.

Amendment of the Articles of Association – Conditions of Board meetings

1/ Board meetings held by telecommunication

As a matter of principle, the Board of Directors may now hold all its meetings and take all decisions by telecommunication (videoconferencing, teleconferencing, etc.), including for the approval of the annual financial statements and the financial report, which previously required the physical presence of directors. However, the Articles of Association or the Board of Directors' internal rules may provide for exceptions, requiring certain decisions to be taken solely in person.

As it stands, the current wording of Article 14-II of the Articles of Association prevents the use of teleconferencing for certain Board decisions. As the Board of Directors wishes to have the option of holding all its meetings by telecommunication, it is proposed that shareholders amend the wording of the Articles of Association to remove the reference to the list of deliberations excluded from this decision-making method. If these amendments are approved by the shareholders, Article 2.3 "Deliberations of the Board" of the Board's internal rules will need to be adapted accordingly.

Amendment of the Articles of Association – Written consultation of the Board of Directors

2/ Written consultation of the Board of Directors

Written consultation of the Board of Directors is now possible for any type of Board decision (instead of the limited number of subjects covered by the law until now), provided that the Articles of Association define the terms and conditions of such consultation and that any Board member may object to the use of this procedure.

To enable written consultation, the Articles of Association should be amended to provide for :

- The possibility of written consultation on all Board decisions, or a list of decisions (or the exclusion of certain decisions);
- The main terms and conditions of this consultation (with, where appropriate, a reference to the internal regulations for details);
- And in any event, the possibility for any Board member to object to the use of written consultation.

The Board of Directors wishes to propose to shareholders the possibility of recourse to written consultation for any type of Board decision. If these amendments are approved by the shareholders, Article 2.3 "Deliberations of the Board" of the Board's internal rules will need to be adapted accordingly.

Amendment of the Articles of Association – Absentee voting

3/ Absentee voting for Board decisions

The new law now allows companies to provide in their Articles of Association for the use of postal voting for decisions by the Board of Directors. The decree of 8 October 2024 sets out the terms and conditions.

The Board of Directors did not consider it advisable to propose this type of voting system to shareholders, given the Board's principle of collegiality and the director's duty to act with diligence (by definition, the director would cast his vote before receiving adequate information, in particular presentations to the Board and discussions with other directors).

Other amendments to the Board's internal rules
Not submitted to a shareholder vote

➢ **Clarification of the role of the Vice-Chairman and Senior independant Director**

- In addition to convening the Board when the Chairman is unable to attend, Nexity's internal rules gave the Vice-Chairman responsibility for organizing executive sessions and managing dialogue with shareholders. The Senior independent Director's role was to supervise the evaluation of the Board of Directors and ensure the quality of information provided to directors; he was also responsible for managing conflicts of interest within the Board and coordinating meetings of independent directors. The tasks usually expected of the Senior independent Director, which were designed to provide a counter-power to the Board, were therefore split between two people (the Senior independent Director and the Vice-Chairman).
- It was therefore decided by the Board of Directors on 2 April 2025 to amend Nexity's Internal rules to entrust all the prerogatives perceived as a counter-power to the Senior independent Director alone:
  - direction of executive sessions,
  - power to require the Board to be convened,
  - management of conflicts of interest,
  - shareholder dialogue
- **the Vice-Chairman thus regains his role of supporting the Chairman in the performance of his duties**, in particular the power to convene the Board if the Chairman is unable to attend.

→ Amendments to Articles 1.3 "Vice-Chairmanship of the Board and Senior independent Director", 2.1 "Board Meetings", 2.5 "Meetings of the Board without the presence of senior executives and executive company officers" and 2.6 "Relation between the Board and the Annual General Meeting" of the internal rules.

Other amendments to the Board's internal rules
Not submitted to a shareholder vote

➢ **Creation of the Vice-Chairman of the CSR Committee and description of his role by the Board of Directors on 2 April 2025**

- The Board may decide to appoint a Vice-Chairman to act **as liaison between the CSR Committee and the Stakeholder Committee**. The Stakeholder Committee is a consultative body made up of members of Executive Management, a director and a representative of each player in the Company's ecosystem (suppliers, individual clients, institutional clients, companies, local authorities, banking establishments, training establishments, professional associations), whose main role is to open up to the know-how of its ecosystem in order to explore solutions and feed the Group's strategic thinking on its commitment to society.

- The duties of the Vice-Chairman of the CSR Committee are as follows:

✓ prepare and present a report on the meetings of the Stakeholder Committee to the CSR Committee;

✓ more generally, relay the questions, discussions and work of the Stakeholder Committee to the CSR Committee and the Board.

8.
Annexes

An effective board of directors: independence and gender representation

Véronique Bédague
Chairwoman and CEO
P

Charles-Henri Filippi
Vice-Chairman
i P

Agnès Nahum
Senior Independent Director
i P

Jérome Grivet

Florence Verzelen
i

Crédit Mutuel Arkéa
Represented by Bertrand Blanpain

Soumia Malinbaum
i

Magali Smets
i P

AG2R La Mondiale
Represented by Benoit Courmont*

Enrique Martinez
i

Bruno Catelin
Director representing employees

Constance Poublet
Director representing employees

Eddie Belmokhtar
Director representing the shareholder employees until 19 June 2024

As of 31 December 2024:

NUMBER OF DIRECTORS[1]	**12**	appointed for a 4-year term
BALANCED BOARD GENDER	**50%**	of women[2]
INDEPENDANT BOARD MEMBERS	**60%**	independants[2]

i Independent Director · Audit and accounts Committee · Remuneration and appointments Committee · CSR Committee · Strategy and investment Committee · *P* Chaiman / Chairwoman

[1] Including Directors representing employees (2 Directors) et excluding the honorary Chairman
[2] In accordance with Afep-Medef Code – Directors representing the employees are not to be included in the calculation
[3] Bruno Angles left AG2R La Mondiale on 8 January 8 2025 (see AG2R La Mondiale press release of the same day) and has been replaced by Benoît Courmont on 17 January 2025

Remuneration for executive company officers for 2025 (ex ante)

Véronique Bédague - Chairwoman & CEO

Fixed
Remuneration
€750k

\+

Annual variable
Rémunération
€650k
(for 100% - max 110% for certain objectives)

80% quantitative objectives

20% qualitative objectives

\+

LTIP[1]
47,000
Free performance shares

Jean-Claude Bassien – Deputy CEO

Fixed
Remuneration
€500k

\+

Annual variable
Rémunération
€400k
(for 100% - max 110% for certain objectives)

80% quantitative objectives

20% qualitative objectives

\+

LTIP[1]
28,000
Free performance shares

[1] Calculated on a share price of ~€16

Amendment of the Article 14 of the Articles of Association “Meetings of the Board of Directors» - 21st resolution

I- The Board of Directors meets as often as the interests of the Company require, when convened by its Chairman or, if the latter is unable to attend, by its or one of its Vice-Chairmen, either at the registered office or at any other location stated in the notice of meeting.

In addition, if the Board has not met for more than two months, the directors constituting at least one-third of the members of the Board may ask the Chairman to convene a meeting with a specific agenda. When the functions of Chairman and Chief Executive Officer are separate, the Chief Executive Officer may ask the Chairman to convene a Board meeting on a specific agenda.

Directors are convened by any means, including verbally.

II- Any director may give a proxy to another director to represent him/her in a deliberation of the Board of Directors and to vote for him/her on one, several or all the items on the agenda; the Board is the sole judge of the validity of the proxy, which may also be given by simple letter or email and each director present may represent only one other director.
In accordance with current regulations, directors who take part in Board meetings by a means of telecommunication are deemed to be present for the calculation of quorum and majority.

III - Decisions are taken under the conditions of quorum and majority provided for by law. In the event of a tied vote, regardless of the consultation procedure, the Chairman of the meeting has the casting vote.

Amendment of the Article 14 of the Articles of Association “Meetings of the Board of Directors» - 21st resolution

IV - The persons authorised to certify copies and extracts of the minutes of the deliberations are determined in accordance with the legal and regulatory provisions in force.

V - At the initiative of the Chairman or the author of the notice of meeting, all decisions of the Board of Directors may be taken by written consultation of the directors. The deadline and terms for the directors to respond to the written consultation will be set out in the notice of meeting.

The directors are then called upon to give their opinion by any written means, including by electronic means, on the decision(s) sent to them. Any member of the Board of Directors has at least two (2) working days from this date to object to the written consultation. He or she may notify the Chairman or the author of the notice of meeting of this objection by any written means. "

Thank you