

Information relating to the financial terms of the departure of the Chairman and the Chief Executive Officer and the appointment of the new Chairman of the Board and the new Chief Executive Officer

Paris – December 24, 2024 – EUROAPI

Financial conditions for the departure of the Chairman

During its December 9th, 2024, meeting, and following the resignation of Viviane Monges, Chairman of the Board of Directors, on December 9th, 2024 ¹, the Board of Directors, on the basis of the Nominations and Compensation Committee recommendations, took the following decisions concerning her compensation :

Annual Fixed Remuneration

The Chairman's annual fixed remuneration was established at 300,000 euros for the year 2024.

In respect of her fixed remuneration, Viviane Monges has received 281.818 euros calculated *pro rata temporis* until December 9th, 2024.

Annual Fixed Remuneration as Chairman and Chief Executive Officer

The Board of Directors has decided to grant her a supplemental fixed remuneration for the duration of her dual role, as approved by the Annual General Assembly on May 22th 2024. Mrs. Viviane Monges received an amount of 73,000 euros in respect of this additional remuneration.

In addition, and in accordance with the compensation policy for Corporate Officers, Mrs. Viviane Monges, following her resignation, will not receive any termination indemnity or non-competition indemnity.

Financial conditions for the departure of the Chief Executive Officer

During its December 9th, 2024, meeting, and following the resignation of Ludwig de Mot, EUROAPI's Chief Executive Officer, on December 9th 2024, the Board of Directors, on the basis of the Nominations and Compensation Committee recommendations, took the following decisions concerning his compensation

¹ Euroapi Press Release 9th december 2024, « EUROAPI moves into a new chapter with new Governance and Leadership ».

Annual Fixed Remuneration

The Chief Executive Officer's annual fixed remuneration was established at 517,000 euros for 2024.

In respect of his fixed remuneration, Ludwig de Mot has received 399.500 euros calculated *prorata temporis* from 1st of March until December 9th, 2024.

Variable Annual Remuneration

Upon recommendation of the Nominations and Compensation Committee, the Board of Directors has decided to propose to the next Annual General Meeting, the payment of variable remuneration *prorata temporis* according to the assessment of the financial objectives that will be made by the Board of Directors in March 2025, objectives linked to Focus 27 have been evaluated at 50% and objectives linked to People and Culture assessed at 33%.

The payment is subject to approval by the May 2025 Annual General Meeting in a specific resolution.

Long term Remuneration

In accordance with the compensation policy for Corporate Officers, Mr Ludwig de Mot does not retain any benefit from the stock options granted to him in May 2024.

Non-compete indemnity

Upon recommendation of the Nominations and Compensation Committee, the Board of Directors decided not to apply the non-compete clause.

Termination Indemnity

In accordance with the compensation policy for Corporate Officers, Mr. Ludwig De Mot, following his resignation, will not receive any termination indemnity.

Appointment of the Chairman of the Board

Upon recommendation of the Nominations and Compensation Committee, the Board of Directors has decided during its December 9th 2024 meeting, took the following decisions concerning Mr Emmanuel Blin compensation, in accordance with the compensation policy approved by the Annual General meeting on May 22nd 2024 :

Annual fixed remuneration

The Board of Directors, upon recommendation of the Nominations and Compensation committee, decided to that the annual fixed remuneration of the Chairman will be at 270,000 euros as of his appointment.

In accordance with the compensation policy for Corporate Officers, it is recalled that the Chairman does not receive any other compensation.

Appointment of the Chief Executive Officer

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting on December 9th, 2024, took the following decisions regarding the remuneration of Mr. David Seignolle

Annual Fixed Compensation

The Board of Directors, upon the recommendation of the Nomination and Remunerations Committee, has decided that the Annual base salary of the Chief Executive Officer will be €485,000 as of his appointment.

Annual Variable Compensation

The Board of Directors has decided that the target of David Seignolle short-term variable compensation will be at 80% his annual base salary and may be up to 120% of the salary, subject to achieving Company's and/or individual performance metrics. For the year 2025, the Board of Directors will decide on the performance criteria to be applied at its meeting on March 3, 2025 in order to be consistent with the Group's strategy and on the basis of the 2025 budget.

As this variable remuneration rate is not approved in the Company's current remuneration policy, it will therefore be submitted to the next Annual General Meeting of Shareholders as part of the vote on the remuneration policy for the 2025 financial year.

Long Term Compensation

As Chief Executive Officer, David Seignolle will benefit from the Group's long-term compensation policy, currently in stock options and/or performance shares. When granting these stock options and/or performance shares, the Board will determine their number and the performance criteria.

Non-Compete Indemnity

The Chief Executive Officer will be subject to a non-compete indemnity linked to a non-compete undertaking, whose geographic scope is in line with that of the Company's activities, for a period of 12 months in the event of resignation or six months in the event of dismissal (which may be renewed once), from his effective departure from the Company for any reason. In this respect, the Chief Executive Officer would receive, for the duration of and subject to compliance with the non-compete undertaking, a gross and monthly fixed indemnity equal to a maximum of 75% of his annual fixed remuneration received over the past 12 months preceding the end of his term of office (including the annual bonus).

In accordance with Article 25.3 of the AFEP-MEDEF Code, the non-compete undertaking will contain provisions allowing the Board of Directors to waive the implementation of the non-compete undertaking upon the departure of the Executive Corporate Officers (in which case no non-compete indemnity will be payable).

Moreover, in accordance with Article 25.4 of the AFEP-MEDEF Code, the non-compete indemnity shall not be payable if the Executive Corporate Officer exercises his pension rights. In any event, no indemnity shall be paid beyond the age of 65 years old.

Termination Indemnity

The Chief Executive officer will be entitled to a termination indemnity in the event of dismissal (except in the event of gross negligence (*faute lourde*) or serious misconduct (*faute grave*) by decision of the Board, or forced departure (including a resignation) following a merger or demerger of the Company, a change of control, a significant change in the Company's strategy or a profound disagreement with the Board, the gross amount of which would be equivalent to 12 months' remuneration calculated on the basis of the average of the previous 12 months' remuneration as a CEO (including the Salary and the actual amount of the last known bonus if any). Until the amount of the first actual bonus is determined by the Board, the target bonus will be used for this computation.

In any case, your termination indemnity will be subject to performance conditions applicable during the term of your office as determined by the Board upon recommendation of the compensation and nomination committee and in accordance with the then applicable compensation policy, assessed over a two-year period; except for the first year where in the case of termination (except in the event of gross negligence (*faute lourde*) or serious misconduct (*faute grave*)) or departure following a significant reduction in responsibilities, following of change in control of the Company. The gross amount of such termination indemnity would be equivalent to 12 months' remuneration calculated on the basis of the average of the previous 12 months' remuneration as a CEO (including the Salary but excluding any variable compensation).

Benefits

In accordance with the compensation policy, the Chief Executive Officer will benefit from Group pension and welfare plans under the same terms and conditions as EUROAPI employees.

He will also benefit from the Article 82 supplementary pension plan and unemployment insurance plan.

Benefits in kind

In accordance with the compensation policy, the Chief Executive Officer will benefit from a car allowance and, upon presentation of receipt, the travel expenses between his home and Paris as well as his hotel expenses in Paris for a maximum amount of 4,500 euros per month.

About EUROAPI

EUROAPI is focused on reinventing active ingredient solutions to sustainably meet customers' and patients' needs around the world. We are a leading player in active pharmaceutical ingredients with approximately 200 products in our portfolio, offering a large span of technologies, while developing innovative molecules through our Contract Development and Manufacturing Organization (CDMO) activities.

Taking action for health by enabling access to essential therapies inspires our 3,450 people every day. With strong research and development capabilities and six manufacturing sites all located in Europe, EUROAPI ensures API manufacturing of the highest quality to supply customers in more than 80 countries. EUROAPI is listed on Euronext Paris; ISIN: FR0014008VX5; ticker: EAPI). Find out more at www.euroapi.com and follow us on [LinkedIn](#).

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Forward-Looking Statements

Certain information contained in this press release is forward looking and not historical data. These forward-looking statements are based on opinions, projections and current assumptions including, but not limited to, assumptions concerning the Group's current and future strategy, financial and non-financial future results and the environment in which the Group operates, as well as events, operations, future services or product development and potential. Forward-looking statements are generally identified by the words "expects", "anticipates", "believes", "intends", "estimates", "plans" and similar expressions. Forward looking statements and information do not constitute guarantees of future performances, and are subject to known or unknown risks, uncertainties and other factors, a large number of which are difficult to predict and generally outside the control of the Group, which could cause actual results, performances or

achievements, or the results of the sector or other events, to differ materially from those described or suggested by these forward-looking statements. These risks and uncertainties include those that are indicated and detailed in Chapter 3 “Risk factors” of the Universal Registration Document filed with the French Financial Markets Authority (Autorité des marchés financiers, AMF) on April 5, 2024. These forward-looking statements are given only as of the date of this press release and the Group expressly declines any obligation or commitment to publish updates or corrections of the forward-looking statements included in this press release in order to reflect any change affecting the forecasts or events, conditions or circumstances on which these forward-looking statements are based.