



MEDIAWAN

A limited liability corporation with a management board and supervisory board
(*société anonyme à directoire et conseil de surveillance*) with a share capital of 284,326.80 euros
Registered office: 16, rue Oberkampf, 75011 Paris
815 286 398 RCS Paris

(the “Company”)

REPORT ON THE 2017 COMPENSATION POLICY APPLICABLE TO CORPORATE OFFICERS

This report prepared in accordance with the provisions of Article L. 225-82-2 of the French Commercial Code is appended to the report cited in Articles L. 225-100 and L. 225-102, which is intended to give an account of the Mediawan’s results and activity during the financial year ended 31 December 2016.

This report sets out the principles and criteria used to determine, allocate and grant the fixed, variable and exceptional elements making up the overall compensation and benefits of all kinds of Mediawan’s corporate officers for the 2017 financial year. It was drawn up by the Supervisory Board on 17 May 2017 in response to a proposal put forward by the Appointments and Compensation Committee.

I. Principles applicable to all corporate officers

Since the completion of the acquisition of Groupe AB, the work of the Appointments and Compensation Committee has been structured around preparatory work led by the Chairman of the Committee. The principles and criteria used to determine, allocate and grant the elements making up the overall compensation and benefits of all kinds of Mediawan’s corporate officers in respect of the 2017 financial year were thus examined by the Appointments and Compensation Committee before being proposed to and ratified by the Supervisory Board.

All elements making up the potential or acquired compensation paid to the corporate officers are made public following the decision of the Supervisory Board that defines such compensation.

The compensation policy applying to corporate officers as described in this report is subject to the approval of the annual ordinary general shareholders’ meeting. The Supervisory Board also presents to the annual ordinary general shareholders’ meeting the elements making up the compensation that is due or allocated in respect of the prior financial year to each corporate officer. This presentation is followed by a mandatory shareholder vote.

When the ordinary general shareholders’ meeting casts a negative vote, the Supervisory Board, further to an opinion issued by the Appointments and Compensation Committee, decides upon the changes to be made to the compensation due or allocated in respect of the previous financial

year or to the future compensation policy. The Supervisory Board immediately publishes on the Company's website a press release that describes the steps it intends to take with regard to the decision of the ordinary general shareholders' meeting and reports on the same at the next shareholders' meeting.

In accordance with the provisions of the Supervisory Board's internal regulations, the Appointments and Compensation Committee resolved to meet each quarter, and in this regard set the principle of a meeting on the second Wednesday of the first month of each calendar quarter.

II. Compensation for non-executive corporate officers

The Chairman of the Supervisory Board has not received any fixed annual compensation or variable compensation. As is the case with the other members of the Supervisory Board, the Chairman did not receive attendance fees or enjoy any other benefits during the 2016 financial year.

In light of the completion of the Business Combination, the Appointments and Compensation Committee decided to propose allocating attendance fees to the members of the Supervisory Board. The attendance fees to be attributed would represent a global budget of 300,000 euros, it being specified that the allocation of such amount among members must take into account the level of commitment demonstrated by each member and, notably, their participation on special committees.

The amount of the aggregate budget was determined with reference to the market practice of comparable companies.

III. Compensation for executive corporate officers

The Appointments and Compensation Committee proposes to the Supervisory Board that compensation for corporate managers be determined based on the following principles:

The compensation paid to executive corporate officers shall be determined by ensuring that such compensation is consistent with (i) such executives' annual individual performance reviews as compared to the company's overall performance and (ii) the compensation paid to the group's principal executive managers. Consideration will also be given to the alignment of objectives with the medium-term strategy, shareholders' interests and AFEP-MEDEF Code recommendations.

In order to establish the structure of such compensation, the Appointments and Compensation Committee decided to refer to the market practice of comparable companies, i.e., a sample of French companies demonstrating common characteristics and selected on the basis of the following criteria: market capitalisation, industry sector, turnover, total headcount.

The Appointments and Compensation Committee sought to ensure that no single component part of compensation is disproportionate, and carried out an analysis of compensation as a whole taking all component parts into account: fixed and variable compensation, long-term compensation via securities and benefits of all kinds.

IV. Component parts of the aggregate compensation of executive corporate officers

Fixed compensation

It had been decided that so long as Mediawan had not completed a Business Combination the members of the Management Board would not receive any compensation and would only be reimbursed for expenses incurred in the context of their official duties.

Commencing with the completion of the Groupe AB acquisition, the Appointments and Compensation Committee proposed to the Supervisory Board to provide for fixed compensation that

takes into account the individual performance of each manager in light of the progression of the company's performance.

Since the creation of the special purpose acquisition company, Pierre Antoine Capton has not received any compensation in respect of his operational activities. In line with the compensation allocated to other group managers, it is proposed that Pierre Antoine Capton's annual fixed compensation be set at approximately €400,000, and that the fixed compensation of Guillaume Prot be set at €5,000 per month.

These figures were put forward taking into account the level and difficulty of responsibilities held, experience in the role and the practices observed in groups or businesses of a comparable size. In any case, the fixed compensation will be reviewed at the end of relatively long intervals and the Appointments and Compensation Committee proposes that the first review should take place at the end of a period of three years.

Variable compensation

From the Appointments and Compensation Committee's perspective, the executive corporate officers should benefit from variable compensation for their mandates commencing with the 2017 financial year. Such compensation will be calculated on the basis of predetermined performance conditions.

The flexible compensation paid to Pierre-Antoine Capton will be based on the following factors:

- (i) 20% of the variable compensation paid to the Chairman of the Management Board if the group's consolidated sales before tax is at least equal to the consolidated sales before tax contained in the consolidated accounts that were included in the reference business plan;
- (ii) 20% if actual EBITDA is at least equal to budgeted EBITDA;
- (iii) 10% if operating cash flow is at least equal to the operating cash flow contained in the reference business plan;
- (iv) 25% for the completion of a qualifying external growth transaction; and
- (v) 25% if the 30-day VWAP for Mediawan shares has been equal to €10.70 over the course of the financial year.

The "qualifying" nature of an external growth transaction is not being publicly disclosed for reasons of confidentiality, in accordance with recommendation no. 2012-02 of the French Financial Markets Authority (*Autorité des Marchés Financiers*).

The adopted and pre-established performance criteria will allow performance to be fully assessed, in alignment with the company's medium-term strategy and the interests of the shareholders.

In any case, the variable portion of compensation cannot exceed two times the amount of fixed compensation.

Exceptional compensation

The Supervisory Board also decided that, in the future, exceptional compensation may be allocated to the executive corporate officers on condition, as contemplated by the AFEP-MEDEF Code, that such exceptional compensation be granted only in very particular circumstances that justify the allocation. The Supervisory Board considers that this could be the case in the event of special efforts made by a corporate officer that enable the completion of a strategic transaction, such as an acquisition.

V. Benefits of all kinds enjoyed by the executive corporate officers

Long-term compensation via securities

Regarding the 2017 financial year, Mediawan has not planned to put in place any long-term compensation plan notably taking the form of free performance share grants in favour of corporate officers.

Holding obligation

Contrary to AFEP-MEDEF Code recommendations, Mediawan's executive corporate officers are not required to hold Company shares. The Supervisory Board has decided to consider, over the course of the 2017 financial year, potentially putting in place the recommendation set out in the AFEP-MEDEF Code (article 22), which provides that members of the Supervisory Board should hold a minimum number of shares in registered form.

Severance pay and non-compete indemnities

In accordance with AFEP-MEDEF Code recommendations, the commitment made by the Company to an executive corporate officer regarding severance pay and non-compete indemnities cannot exceed two (2) years' effective compensation (fixed and variable).

No combination of employment agreement and corporate office

When a group manager becomes a member of the Management Board, the employment agreement binding him to the Company is terminated, either by contract or by resignation, unless otherwise decided by the Supervisory Board.