MANAGEMENT COMPENSATION AND CORPORATE GOVERNANCE

October 2020

AGENDA

1. **Management Compensation**
2. Corporate Governance
3. Appendices

COMPENSATION PHILOSOPHY

1

Attract, retain and motivate top-ranking executives

2

Align management’s interests with value creation for stakeholders

3

Reflect Eutelsat’s specific features

- Long-term investment horizon
- Capital intensity
- High-tech environment

ACCENT ON LONG-TERM COMPONENT OF COMPENSATION

A relevant benchmark of comparable companies in terms of sector and size

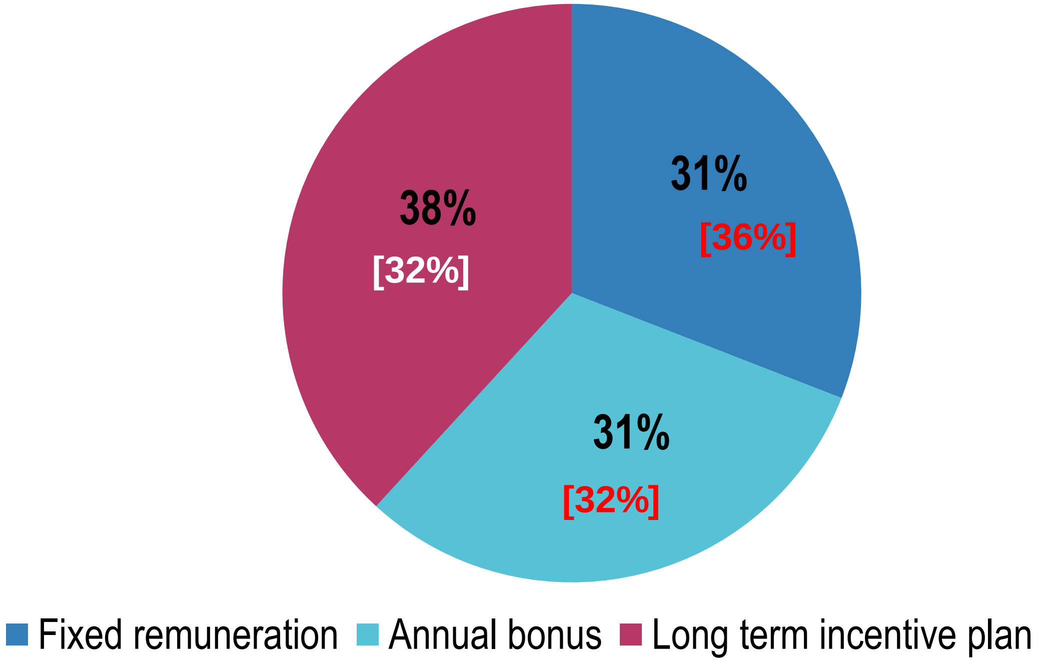
- Established by Willis Towers Watson

Relative to benchmark

- Base salary around median
- Total cash compensation around median
- Accent on long-term component of compensation
- The largest component of total compensation package (38%)
- Reflecting long cycles of satellite industry

Breakdown of total compensation package

Based on FY 2019-20 target compensation for CEO as a % of total compensation



[xx%] Share of total target remuneration for Benchmark

VARIABLE REMUNERATION STRONGLY PERFORMANCE-ORIENTED

ANNUAL BONUS	▶ Align interests with externally communicated targets ▶ Encourage over-delivery on corporate objectives ▶ 70% based on quantitative objectives for CEO	**100% PERFORMANCE BASED**
LONG TERM INCENTIVE PLAN	▶ Maximise long-term value creation ▶ Align interests with strategic plan objectives ▶ Retain key management on long-term basis	**100% PERFORMANCE BASED**

PERFORMANCE INCENTIVES ALIGNED WITH STRATEGY, FINANCIAL OUTLOOK AND SHAREHOLDERS' INTERESTS

Annual Bonus

Majority of variable compensation based on quantitative criteria

- 70% for Rodolphe Belmer
- 67% for Michel Azibert
- 50% for Yohann Leroy

Quantitative criteria consistent with outlook

- Operating verticals Revenues variation
- Discretionary Free Cash-Flow
- Opex

Specific and measurable qualitative criteria, aligned with Group strategy

- Taking into account the interest of the various stakeholders (eg: gender parity, digital divide)
- Example for FY 20: Preparing for a change of scale in Fixed Broadband, for example by improving sales efficiency in Europe

Long term Incentive Plan

100% based on quantitative criteria

- Revenues from new verticals (40 %)
- Discretionary Free Cash-Flow (20%)
- Relative TSR (20%)
- Criteria based on CSR (20%)

Long-Term Incentive Plans aligning management and shareholder's interest

- Performance share plan directly related to share price
- Inclusion of a relative TSR criteria

PROPOSED CHANGES FOCUSED ON ALIGNING WITH MARKET PRACTICE AND ENCOURAGING OVER PERFORMANCE (1/2)

Category	Change vs FY 20	Rationale
FIXED SALARY	▶ No change	▶ Consistency with market Benchmark
ANNUAL BONUS	▶ New “Total Cost[1]” criteria replacing ‘LEAP 2 ‘	▶ Takes into account the overall cost-saving efforts without limiting itself to the scope of the LEAP 2 plan which remains included
ANNUAL BONUS	▶ % obtained in case of overperformance raised to 140% (vs 125%) for each objective	▶ Better align with market benchmark[2] ▶ Strengthen incentive to overperform and improve elasticity

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1 Excluding bad debt

2 the median ceiling if targets are exceeded is 150% base don the market Benchmark estabilshed by Willis Tower Watson

PROPOSED CHANGES FOCUSED ON ALIGNING WITH MARKET PRACTICE AND ENCOURAGING OVER PERFORMANCE (2/2)

Category	Change vs FY 20	Rationale
LTIP	▶ Performance share plan instead of phantom share plan	▶ Align with market practice ▶ Reinforce the alignment of interests (comes with an obligation to retain shares[1]) ▶ Improved cost optimization for the company
LTIP	▶ Evolution of relative TSR Benchmark composition from an average of 4 indexes to the median of a panel of comparables	▶ Reflect the changes occured in the last 12 months (Inmarsat, MSCI) ▶ Align with market practice ▶ Simplify
LTIP	▶ % obtained in case of overperformance raised to 130% (vs 115%)	▶ Align with market practice ▶ Strengthen incentive to overperform and improve elasticity

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1 Executive Corporate Officers must retain 20% of the performance shares vested until the end of their last mandate as an Executive Corporate Officer; this retention obligation applies up to a value equivalent to 200% of their fixed annual remuneration.

FOCUS ON RELATIVE TSR BENCHMARK PANEL

- Previously benchmark for relative TSR was based on an average of four indices[1]
- Two changes occurred in FY 2019-20
  - ETL shares were removed from MSCI France
  - Inmarsat was delisted
- Within this context the Board decided to shift towards a panel of comparable companies, composed of key players in the Group's sector of activity
  - Taking into account the above-mentionned changes
  - Simplifying the methodology
  - Better aligning with market practice
- 13 Comparable companies has been selected based on the following rationale
  - **Satellite operators**: SES and ViaSat / Intelsat excluded since it is in a Chapter 11 process
  - **Pay-TV operators** as Broadcast represents >60% of reveenues: RTL, TF1, Pro Sieben Sat, Mediaset and ITV
  - **European Telcos** as the Group's non-broadcasting activities consist of supplying connectivity and Internet access to individuals, companies and governments and Telcos are major customers : Iliad, BT, KPN, United Internet, Proximus and Telecom Italia
  - **Telecom Infrastructure:** in view of the nature of the infrastructure of the Group's activity which is notably characterised by a high level of investment, long cycles and visibility: Cellnex and Inwittt

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1BF 120, MSCI Europe Infrastructure, MSCI Europe Telecom and a composite index of the top three listed competitors in the satellite industry (SES, Inmarsat, and ViaSat).

REMUNERATION STRUCTURE FOR CEO AND DEPUTY CEOS (FY 21)

		R. Belmer	M. Azibert	Y. Leroy
Base salary		€650K	€363K	€291K
Annual Bonus	**% of base salary**	Target: 100% Cap: 128%[1]	Target: 105% Cap: 133%[1]	Target: 50% Cap: 60%[1]
	Criteria	Quantitative: Operating Vertical revenue growth; DFCF; Total Opex (excluding Bad Debt) Qualitative: specific objectives related to strategic roadmap		
Long-term incentive plan	**% of base salary**	Target: 125% Cap: 163%[1]	Target: 160% Cap: 208%[1]	Target: 50% Cap: 65%[1]
	Criteria	Award of performance shares linked to three-year internal objectives and a relative TSR objective		

1 In case of overperformance

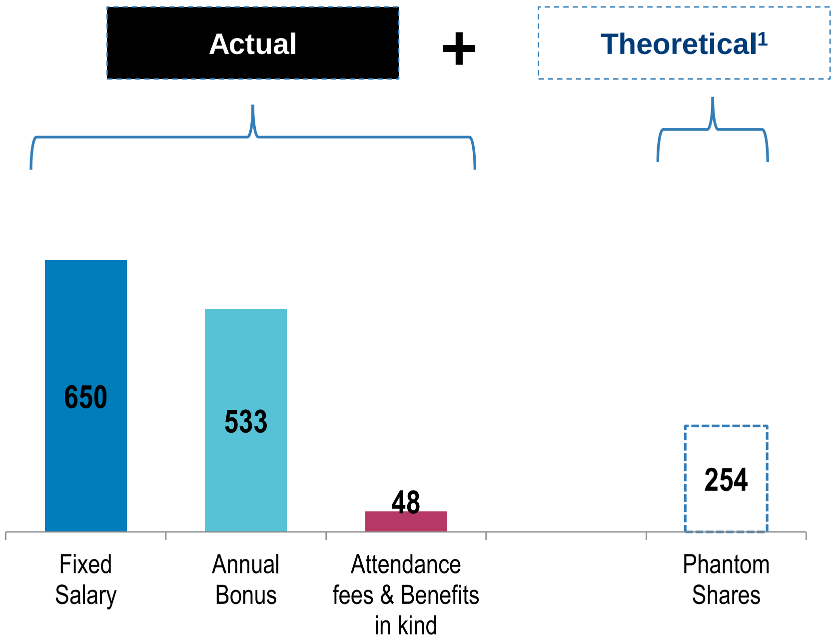
CEO AND DEPUTY CEOS: NO SUPPLEMENTARY PENSION SCHEMES OR TERMINATION BENEFITS (FY 21)

Pluri-annual variable compensation	None
Compensation related to termination of office	None
Exceptional compensation policy	• Only in very specific circumstances • Must be justified • May not exceed 100% of target bonus • Would be made public immediately after BoD decision • Would require AGM approval
Benefits in kind	• Company car
Attendance fees	• For CEO (as Board member)
Non-compete undertakings[1]	• Non-compete clause equivalent to 50% of base salary for 18 months vs. commitment to refrain from working directly or indirectly for another Satellite operator
Supplementary pension scheme	None
Group benefit and supplementary health plans	• Same terms as those applying to employees of Eutelsat S.A.

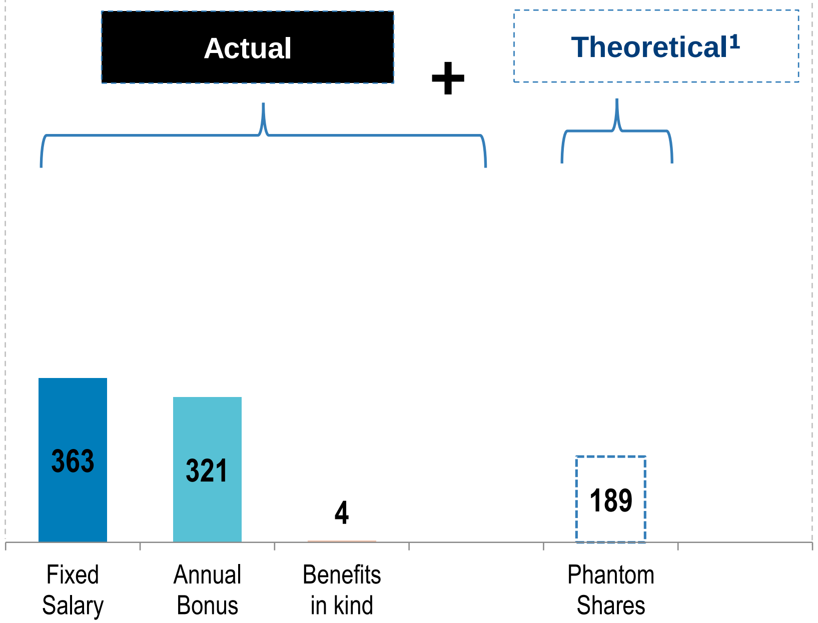
1 Rodolphe Belmer and Yohann Leroy benefit from non-compete undertakings

REMUNERATION ATTRIBUTED FOR FY 20 TO CEO AND DEPUTY CEOS

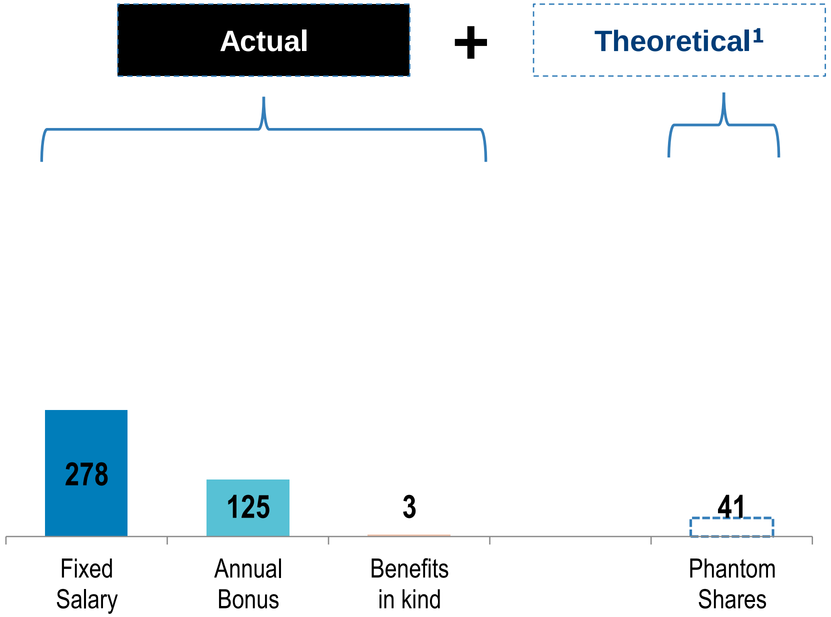
RODOLPHE BELMER



MICHEL AZIBERT



YOHANN LEROY



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1 Related to Phantom share plan granted in November 2019. Valuation as per IFRS standards as of 30 June 2020.

COMPENSATION RATIO BELOW MARKET AVERAGE

ETL COMPENSATION RATIOS

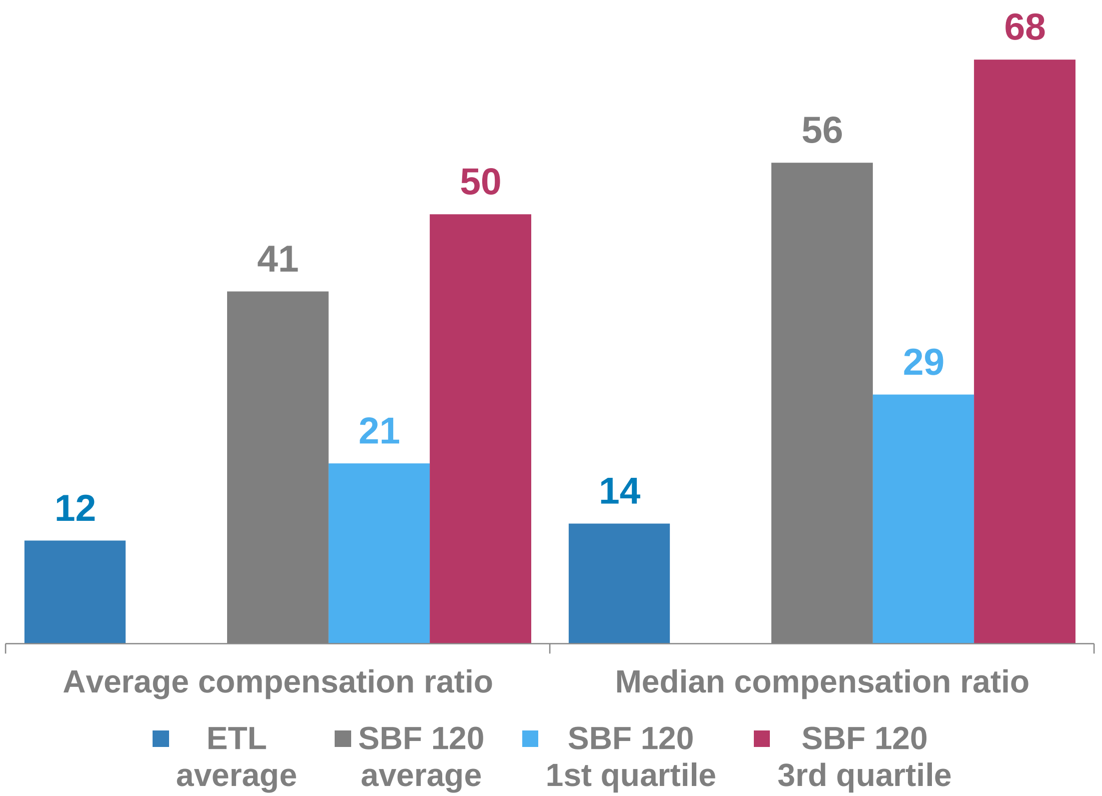
Average

	FY 16	FY 17	FY 18	FY 19	FY 20
Chairman[1]	N/A	2	3	2	2
CEO	N/A	10	12	12	12
Deputy CEO	6	6	7	6	7
Deputy CEO / CTO	N/A	2	3	3	3

Median

	FY 16	FY 17	FY 18	FY 19	FY 20
Chairman	N/A	3	3	2	2
CEO	N/A	11	14	13	14
Deputy CEO	7.4	7	8	7	8
Deputy CEO / CTO	N/A	3	4	4	4

CEO COMPENSATION RATIO VS AVERAGE



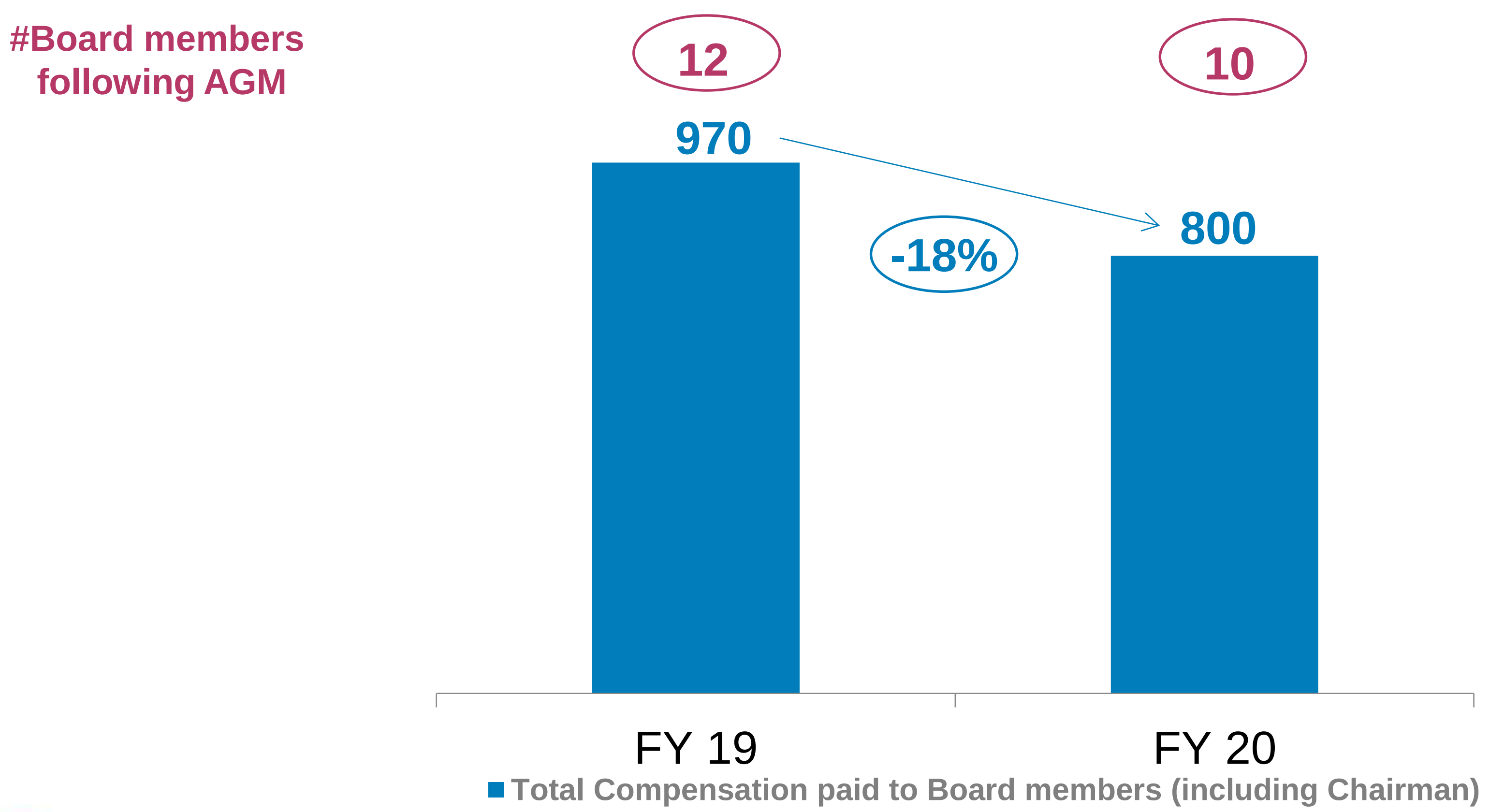
Source: Willis Towers Watson

1 Miichel de Rosen for FY 17 and FY 18. Dominique D'Hinnin for FY 19 and FY 20

THE TOTAL COMPENSATION OF THE BOARD HAS BEEN REDUCED

Total compensation is down 18% YoY

TOTAL BOARD COMPENSATION (k€)



TO SUM UP

- Total remuneration consistent with market benchmark
- Accent on long-term component
- Annual bonus and long-term incentive plans fully based on performance criteria
- Large percentage represented by quantitative criteria
  Quantitative criteria fully aligned with financial outlook
- No supplementary pension schemes or termination benefits
- Total board compensation has been reduced

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BOARD COMPOSITION : STRONG INDEPENDENCE AND GENDER-DIVERSITY

Name	Nationality	Renewal	Experience	Gender	Independence
Dominique D'Hinnin (Chairman)	French	2021	Former co-managing partner and CFO of Lagardère	M	Independent
Rodolphe Belmer* (CEO)	French	2020	CEO of ETL Former CEO of Groupe Canal	M	Non-Independent
BpiFrance (S. Frachet)	French	2022	Managing Director at BpiFrance	F	Non-Independent
Ana Garcia Fau	Spanish	2023	Former CEO of Yell for Spain and LATAM	F	Independent
Paul-François Fournier	French	2021	EVP Innovation of BpiFrance	M	Non-Independent
FSP (Agnès Audier)*	French	2020	Senior advisor at BCG	F	Independent
Esther Gaide	French	2021	CFO of Elior Former CFO of Technicolor	F	Independent
Cynthia Gordon	UK	2023	> 20 years experience in Telcos at MTS, Orange, Ooredoo and Milicom	F	Independent
Didier Leroy	French	2021	Former EVP and Board Member of Toyota Motor Corp. Chairman of Toyota Motor Corp. Europe	M	Independent
Ross McInnes	Australian / French	2022	Chairman of the Board and former CFO of Safran	M	Independent

70% independent, 50% of women, 30% non-French

Renewal subject to approval of resolutions by AGM of 5 November 2020

SEPARATION OF CHAIRMAN AND CEO ROLES

1st March 2016 — **8th Nov 2017**

Aggregation of Chairman and CEO duties

- M. de Rosen, Chairman and CEO

Separation of the offices of the Chairman of the Board and CEO

- M. de Rosen: Chairman
- R. Belmer: CEO

Appointment of Dominique D’Hinnin as Chairman

- D. D’Hinnin: Chairman
- R. Belmer: CEO

STRONG INDEPENDENCE OF BOARD COMMITTEES

AUDIT, RISK & COMPLIANCE COMMITTEE

100% INDEPENDENT

Esther Gaide

- Chairwoman and independent Director

Dominique D’Hinnin

FSP (represented by Agnès Audier)

Ross McInnes

COMPENSATION COMMITTEE

75% INDEPENDENT

Ana Garcia Fau

- **Chairwoman and independent Director**

Paul-François Fournier

FSP (represented by Agnès Audier)

Didier Leroy

NOMINATION & GOVERNANCE COMMITTEE

67% INDEPENDENT

Ross McInnes

- **Chairman and independent Director**

Bpifrance (represented by Stéphanie Frachet)

Dominique D’Hinnin

HIGH LEVEL OF ATTENDANCE TO BOARD AND COMMITTEE MEETINGS

Seven Board meetings held in FY 20 (7 in FY 19)

- Average attendance to Board meetings: 93% (96% in FY 19)
- All current Directors have attendance rates above 70%

High level of attendance to Committees

- Audit Committee: 100% (100% in FY19)
- Nomination and Governance Committee: 100% (94% in FY 19)
- Compensation Committee: 100% (88% in FY19)

TO SUM UP

- Board of directors is characterized by strong independence, high level of experience and gender-diversity
- Separation of the offices of CEO and Chairman
- Separation of Compensation and Nomination Committee
- Strong independence of Committees which are all chaired by independent directors
- High attendance rates

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IMPACT OF COVID-19

Whereas FY 20 revenues were negatively impacted by Covid-19 crisis, the activity of the Group is resilient compared with many industries, as it is characterized by

- Long-term contracts
- Substantial backlog
- Criticality of capacity for customers

ETL did not request nor benefit from any support measures implemented by the French government following the Covid-19 crisis, notably for partial unemployment

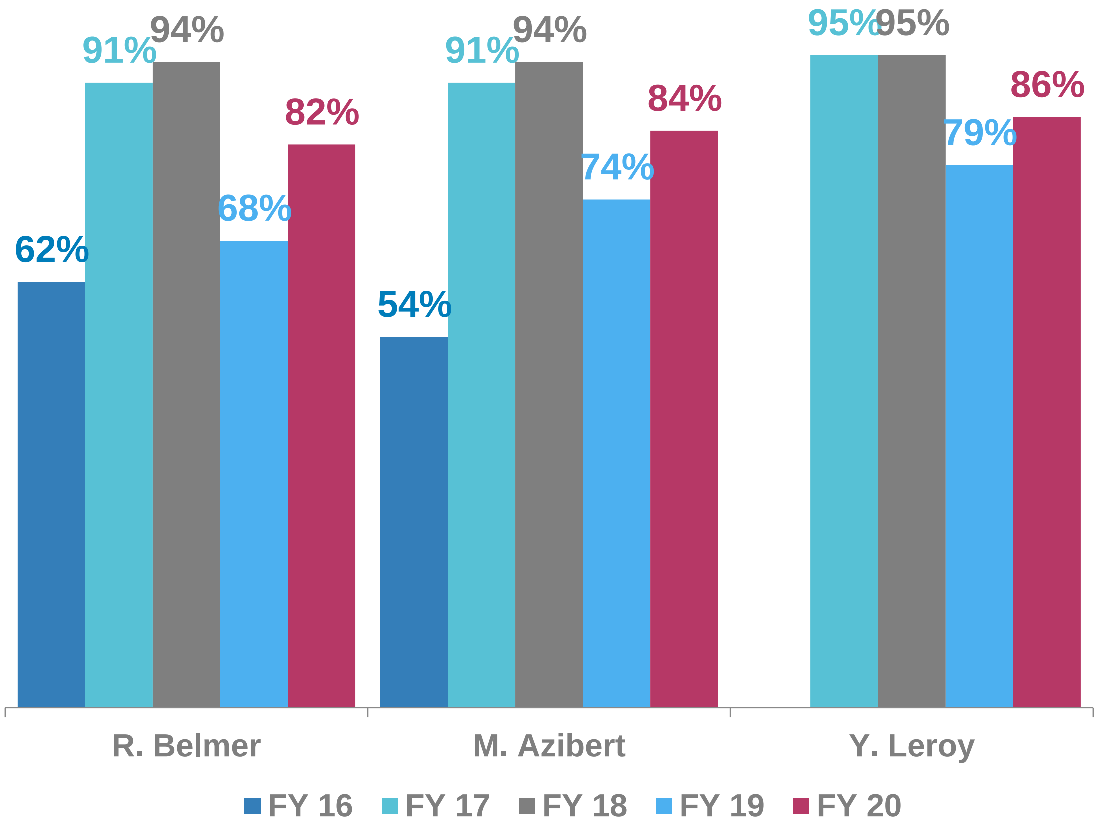
For the calculation of annual variable compensation of corporate offices for fiscal year 2019-20, the objectives have not been restated from the negative impact of Covid-19

The Group participated in national solidarity actions related to Covid-19

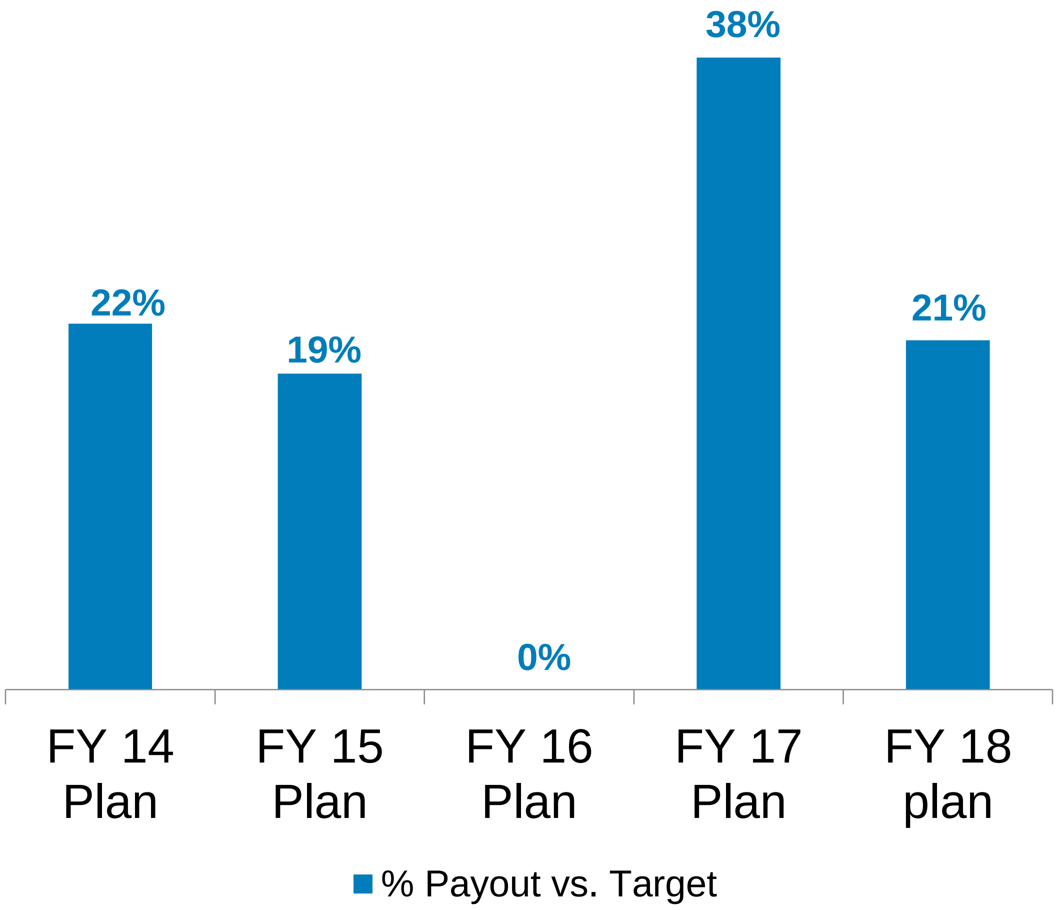
- Donations to APHP & Institut Pasteur

TRACK RECORD DEMONSTRATES ACTUAL VARIABILITY OF REMUNERATION

ANNUAL BONUS PAYOUT %



LONG-TERM INCENTIVE PLANS VESTING RATE %



% Payout vs Target: € amount paid / Target LTIP

DETAILED CALCULATION OF ANNUAL BONUS FOR RODOLPHE BELMER

(As a percentage of the fixed remuneration)	Weighting	% achievement	Weighted % achievement	Achievement (in euros)
Quantitative targets at Group level	70%	81%	57%	369,688
Operating Verticals Revenues growth	24.5%	0%	0%	-
Discretionary free cash flow	28%	125%	35%	227,500
The transformation plan (LEAP 2)	17.5%	125%	22%	142,188
Qualitative targets	30%	84%	25%	163,800
Total	100%	82%	82%	533,488

DETAILED CALCULATION OF ANNUAL BONUS FOR MICHEL AZIBERT

(As a percentage of the fixed remuneration)	Weighting	% achievement	Weighted % achievement	Achievement (in euros)
Quantitative targets at Group level	70%	81%	57%	206,675
Operating Verticals Revenues growth	24.5%	0%	0%	-
Discretionary free cash flow	28%	125%	35%	127,184
The transformation plan (LEAP 2)	17.5%	125%	22%	79,490
Qualitative targets	35%	90%	21%	114,466
Total	105%	84%	88%	321,141

DETAILED CALCULATION OF ANNUAL BONUS FOR YOHANN LEROY

(As a percentage of the fixed remuneration)	Weighting	% achievement	Weighted % achievement	Achievement (in euros)
Quantitative targets at Group level	25 %	81.3%	20.3%	59,109
Operating Verticals Revenues growth	8.75 %	0.0%	0.0%	-
Discretionary free cash flow	10.0 %	125.0%	12.5%	36,375
The transformation plan (LEAP 2)	6.25 %	125.0%	7.8%	22,734
Qualitative targets	25%	90.0%	22.5%	65,475
Total	50%	85.6%	42.8%	124,584

DETAILED CALCULATION OF VESTING ACHIEVED FOR LTIP

Phantom share plan of November 2017

Criteria	Weight	Achievement %	Weighted achievement %
Revenue	25%	0%	0%
LEAP 1 cost-savings plan	25%	115%	29%
Relative TSR	25%	84%	21%
Discretionary Free Cash Flow	25%	0%	0%
Total vesting rate			**50%**

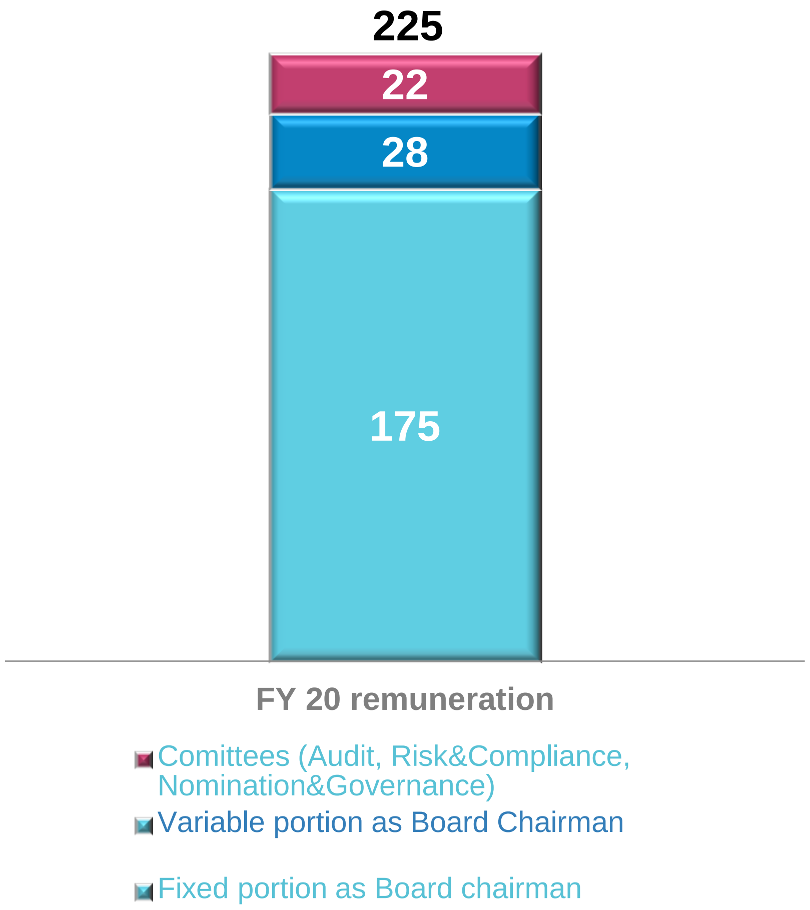
COMPENSATION OF NON-EXECUTIVE CHAIRMAN

No fixed compensation

Based exclusively on attendance fees

- Fixed part of €175K on an annual basis
- Variable part of attendance fees of
  - €4K per Board meeting
- Member of Audit, Risk Compliance committee
  - Fixed part of €4K
  - Variable part of €3K per meeting
- Member of Governance and Nomination Committee
  - Fixed part of €3K
  - Variable part of €2K per meeting

remuneration of the chairman FOR FY 20



ESG STRATEGY

Given the nature of its activities, the Group has a limited impact on **greenhouse gases** emissions

CSR strategy seeks to focus on those areas where it can **maximise its impact** without neglecting other aspects

Four major areas of focus are identified

- Engaging in efforts to bridge the “digital divide”
- Maintaining the space around the Earth uncongested and clean
- Implementing a HR policy suited to the challenges facing the Group
- Promoting corporate values and ethics, and preventing corruption risks

KPIs specific to each of these areas have been defined and action plans put in place

Compensation of corporate officers includes ESG criteria

More detail on ESG strategy, ESG governance and KPIs is available in **DPEF**[1]

[1] *Déclaration de performance Extrafinancière*

ACRONYMS AND DEFINITIONS

Revenue from operating Verticals: Revenue of the Group five operating verticals, ie Broadcast, Data and PV, Government Services, Mobile Connectivity, Fixed Broadband. It is also equal to total Group revenues - Other revenues[1].

DFCF: Discretionary Free-Cash-Flow as per ETL definition. Reflects ETL's ability to generate cash after the payment of interest and taxes. Discretionary free cash flow is defined as Net cash flow from operating activities less Cash Capex as well as interest and other financial costs, net of interest income. DFCF for FY 2019-20 stood at €474m.

LEAP: LEAP 1 Cost-savings plan launched in January 2017 with an objective of €30m savings in FY 19 and an actual achievement of €32m. LEAP 2 Cost-savings plan was announced in July 2019 with an objective of an incremental €20-25m savings by FY 22.

LTIP: Long-term incentive plans based either on free shares or on phantom shares and based on 3-year financial objectives

1 Other revenues include mainly compensation paid on the settlement of business-related litigations, the impact of EUR/USD currency hedging, the provision of various services or consulting/engineering fees and termination fees