

Information on the financial conditions of the departure of Mr. François de Castelnaud, Deputy Chief Executive Officer and Director

(Information published in accordance with the recommendations of the AFEP-MEDEF corporate governance code)

In accordance with the recommendations of the AFEP-MEDEF corporate governance code, SRP Groupe hereby publishes the financial conditions of departure of Mr. François de Castelnaud, Deputy Chief Executive Officer and Director of SRP Groupe, as approved by the Board of Directors at its meeting held on June 19, 2025, on the recommendation of the Nomination and Compensation Committee.

Annual fixed compensation for 2025

The fixed component of Mr. François de Castelnaud's annual compensation for the fiscal year 2025 amounts to 330,000 euros (the same amount as in 2024) and will be paid *pro rata temporis* for the period from January 1, 2025 to June 19, 2025, the date on which he ceases to be Deputy Chief Executive Officer.

Mr. François de Castelnaud will therefore receive the amount of 155,375 euros for the fiscal year 2025.

Annual variable compensation for 2024

The variable component of Mr. François de Castelnaud's annual compensation for 2024 ranges from 250,000 euros (*i.e.* 76% of his annual fixed compensation) in the event of 100% target achievement, to a maximum of 300,000 euros in the event of outperformance up to 120% (*i.e.* 90% of his annual fixed compensation), and is based on quantitative criteria relating to (i) consolidated revenue growth (for 40%), (ii) consolidated EBITDA (for 40%) and (iii) corporate social responsibility (for 20%), as defined by the Board of Directors on March 14, 2024.

The rate of achievement of each of the performance criteria in relation to the corresponding objective targets was assessed by the Board of Directors on March 13, 2025. As a consequence, after applying the weighting mechanism provided for in the compensation policy set by the Board of Directors for the fiscal year 2024, the Board of Directors, on the recommendation of the Nomination and Compensation Committee, set the variable component of Mr. François de Castelnaud's annual compensation for the fiscal year 2024 at 49,000 euros.

In accordance with article L. 22-10-34 II of the French Commercial Code, the payment of its variable compensation to Mr. François de Castelnaud will be subject to the prior approval of the General Meeting to be called to approve the financial statements for the year ending December 31, 2024.

Annual variable compensation for 2025

Mr. François de Castelnaud will not receive any variable compensation in respect of the fiscal year 2025.

Multi-year variable compensation

Mr. François de Castelnaud does not receive any multi-year variable compensation.

Ongoing allocation plan of performance shares

Mr. François de Castelnaud will retain the benefit of all the 612,555 performance shares allocated to him under the bonus shares plans no. 18, 19 and 26, which are definitively vested on the date of his departure.

The Board of Directors' meeting held on June 19, 2025 also noted that the condition of presence with respect to the 300,000 performance shares allocated to Mr. François de Castelnaud under tranche 3 of Plan 26, which

have not yet vested, will not be satisfied. Accordingly, Mr. François de Castelnau will lose all his rights in respect of these performance shares.

Severance and non-competition indemnities

Mr. François de Castelnau is not entitled to any severance pay.

Mr. François de Castelnau is not subject to a non-compete clause.

Supplementary pension plan

Mr. François de Castelnau does not benefit from a supplementary pension plan.

Benefits in kind

Mr. François de Castelnau benefits from a “GSC” loss of social mandate (*mandat social*) insurance policy. The other benefits in kind granted to Mr. François de Castelnau in his capacity as Deputy Chief Executive Officer are set out in the 2023 Universal Registration Document, and he will cease to benefit from them on June 19, 2025, the effective date of his departure.

Settlement indemnity

On the recommendation of the Nomination and Compensation Committee, the Board of Directors authorized the finalization and signing of a settlement agreement with Mr. François de Castelnau during its meeting held on June 19, 2025, to determine the compensation and indemnities due in respect of the termination of his duties.

This settlement agreement was signed on June 19, 2025, and provides in particular for the payment to Mr. François de Castelnau by SRP and Showroomprivé.com of a flat and definitive settlement indemnity of a total amount of 350,000 euros.

Mr. François de Castelnau will also benefit from outplacement services, up to a maximum of 15,000 euros for a maximum period of 12 months, ending as soon as Mr. François de Castelnau finds full-time professional occupation.

The settlement agreement provides for non-disparagement and non-solicitation commitments by Mr. François de Castelnau for a period of 24 months.

The effective payment of the settlement indemnity provided for under the Agreement will be subject to the prior vote of the shareholders in accordance with the provisions of article L.22-10-34, II of the French Commercial Code, at the General Meeting of SRP shareholders to be called to approve the financial statements for the year ending December 31, 2024. In the absence of shareholders’ approval, the financial commitments given by the Company under the Agreement will be void, and each party will consequently be released from all commitments under the settlement agreement.

Compensation for director’s term of office

Mr. François de Castelnau has resigned from his term of office as a director of SRP Groupe, effective June 19, 2025. Like all the executive corporate officers (*dirigeants mandataires sociaux*), Mr. François de Castelnau does not receive any compensation in respect of his term of office as director.

This information has been prepared and published on SRP Groupe’s website <http://showroomprivégroupe.com> in accordance with the recommendations of the AFEP-MEDEF corporate governance code. Details of the compensation policy and compensation components for the fiscal years 2024 and 2025 will be presented in the corporate governance report in the 2024 Universal Registration Document.

ABOUT SHOWROOMPRIVE

Showroomprivé is an innovative European player in the online private sales industry, specialized in fashion. Showroomprivé offers a daily selection of more than 3,000 brand partners via its mobile apps or website in France and six other countries. Since its launch in 2006, the company has enjoyed quick growth.

Listed on the Euronext Paris market (code: SRP), Showroomprivé achieved a GMV VAT1 of almost 1 billion euros in 2024, and a net revenue of 650 million euros. The Group is headed by co-founder David Dayan and employs more than 1,100 people.

For more information: <http://showroomprivegroup.com>

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