

Meetings of shareholders and unitholders

ALD

Public limited company Share capital: €606,155,460
Registered office: 1-3 Rue Eugène et Armand Peugeot - Corosa - 92500 Rueil-Malmaison
RCS 417 689 395 Nanterre

Notice of meeting

In accordance with Decree 2020-1310 of 29 October 2020 prescribing the general measures necessary to deal with the Covid-19 epidemic in the context of the state of health emergency, as well as Order 321 of 25 March 2020 and Decree 2020-418 of 10 April 2020 adapting the rules governing meetings and deliberations of meetings of private legal entities due to the Covid-19 epidemic in their current versions, the Board of Directors, meeting on 26 March 2020, has decided, in accordance with the aforementioned texts, to delegate to the Chief Executive Officer, Tim Albertsen, for a period of two months, the power to decide whether the Combined Shareholders' Meeting can be held behind closed doors, without the presence and participation of shareholders, in the event that an administrative measure limiting or prohibiting collective travel or gatherings for health reasons prevents such presence and participation.

If he makes use of this option after the publication of this notice, the shareholders will be informed of the new procedures for holding the Meeting by means of a press release, the full and effective dissemination of which will be ensured by posting it on the Company's website <http://www.aldautomotive.com> at least three working days before the date of the Meeting in accordance with the provisions in force. In this case, the audio proceedings of the Shareholders' Meeting would be broadcast live and a recording of the broadcast posted on the Company's website.

Given the uncertainty related to the health crisis, shareholders are invited to check the Company's website regularly to remain informed on how the Shareholders' Meeting will be held. They are also recommended to submit any questions as early as possible, in accordance with the conditions described below in this notice.

Ladies and Gentlemen, the shareholders of ALD (the "**Company**") are hereby informed that they will be convened in a **Combined Shareholders' Meeting on Wednesday, 19 May 2021 at 10.00 a.m.**, which will be held at the Company's registered office for the purpose of deliberating on the following draft agenda and resolutions:

Agenda

Resolutions 1 to 18 and 28 fall within the remit of the Ordinary Shareholders' Meeting. Resolutions 19 to 27 fall within the remit of the Extraordinary Shareholders' Meeting.

1. Approval of the consolidated financial statements for the year ended 31 December 2020;
2. Approval of the corporate financial statements for the year ended 31 December 2020;
3. Allocation of income for the year ended 31 December 2020 and distribution of a dividend;
4. Approval of the Statutory Auditors' report on the so-called regulated agreements referred to in Article L. 225-38 of the French Commercial Code (*Code de commerce*);
5. Ratification of the co-option of Diony Lebot as Director;
6. Reappointment of Delphine Garcin-Meunier as Director;
7. Reappointment of Xavier Durand as Director;
8. Reappointment of Didier Hauguel as Director;
9. Appointment of Benoit Grisoni as Director;
10. Ratification of the co-option of Tim Albertsen as Director;
11. Approval of the report on the compensation of corporate officers pursuant to Article L. 22-10-34 I of the French Commercial Code (*Code de commerce*);
12. Approval of components of total compensation and benefits in kind paid during or allocated in respect of the 2020 financial year to Michael Masterson, Chief Executive Officer until 27 March 2020, pursuant to Article L. 22-10-34 II of the French Commercial Code (*Code de commerce*);

13. Approval of components of total compensation and benefits in kind paid during or allocated in respect of the 2020 financial year to Tim Albertsen, Deputy Chief Executive Officer until 27 March 2020, in application of Article L. 22-10-34 II of the French Commercial Code (*Code de commerce*);
14. Approval of components of total compensation and benefits in kind paid during or allocated in respect of the 2020 financial year to Gilles Bellemère, Deputy Chief Executive Officer, in application of Article L. 22-10-34 II of the French Commercial Code (*Code de commerce*);
15. Approval of components of total compensation and benefits in kind paid during or allocated in respect of the 2020 financial year to John Saffrett, Deputy Chief Executive Officer, in application of Article L. 2020-2020 III of the French Commercial Code (*Code de commerce*);
16. Approval of the compensation policy for the Chief Executive Officer and the Executive Vice-Presidents in accordance with Article L. 22-10-8 II of the French Commercial Code (*Code de commerce*);
17. Approval of the compensation policy for the Chairperson of the Board of Directors and the Directors of the Company pursuant to Article L. 22-10-8 II of the French Commercial Code (*Code de commerce*);
18. Authorisation granted to the Board of Directors to trade in Company shares up to a limit of 5% of share capital;
19. Authorisation granted to the Board of Directors to reduce the share capital through the cancellation of shares previously purchased under the share buyback programme;
20. Authorisation granted to the Board of Directors, for a period of 38 months, to allocate free performance shares, existing or to be issued to the Company's corporate officers, salaried employees or certain categories of employees, up to a maximum nominal amount of €2,424,621.84, i.e. 0.4% of the share capital, with automatic cancellation of shareholders' preferential subscription rights;
21. Delegation of authority granted to the Board of Directors to increase the share capital through the issuance of equities or equity securities giving access to other equity securities of the Company or rights to the allocation of debt securities and to issue securities giving access to equity securities of the Company to be issued, with preferential subscription rights, up to a maximum nominal amount of €300 million for a period of 26 months;
22. Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving entitlement to the allocation of debt securities and to issue securities giving access to equity securities to be issued, with cancellation of shareholders' preferential subscription rights by public offer, except offers of the kind referred to in Article L. 411-2 (1) of the French Monetary and Financial Code, up to a maximum nominal amount of €60 million for a period of 26 months;
23. Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving entitlement to the allocation of debt securities and to issue securities giving access to equity securities to be issued, with cancellation of shareholders' preferential subscription rights and by a public offer of the kind referred to in Article L. 411-2 (1) of the French Monetary and Financial Code, up to a maximum nominal amount of €60 million for a period of 26 months;
24. Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without preferential shareholder subscription rights, up to 15% of the initial issue amount for a period of 26 months;
25. Delegation of authority granted to the Board of Directors to increase the share capital via the incorporation of reserves, profits, premiums of other amounts whose capitalisation would be permitted, up to a maximum nominal amount of €300 million for a period of 26 months;
26. Delegation of authority granted to the Board of Directors to increase the share capital via the issue of shares or equity securities giving access to other equity securities of the Company or providing rights to the allocation of debt securities and to issue securities giving access to the equity capital to be issued, within the limit of 10% of the share capital in order to remunerate contributions in kind;
27. Delegation of power granted to the Board of Directors to engage, with cancellation of shareholders' preferential subscription rights, in transactions to increase the capital or to sell shares reserved for the members of a company or group savings plan, up to a maximum nominal amount of €1,818,466.38, i.e. 0.3% of the share capital, for a period of 26 months;
28. Powers for formalities.

Draft resolutions**FIRST RESOLUTION (Approval of the consolidated financial statements for the year ended 31 December 2020)**

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory Auditors' report regarding the consolidated financial statements for the year ended 31 December 2020, approves the consolidated financial statements for the year ended 31 December 2020 as presented as well as the transactions reflected in these statements or summarised in these reports.

SECOND RESOLUTION (Approval of the corporate financial statements for the year ended 31 December 2020)

The Shareholders Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory Auditors Report regarding the Corporate Financial Statements for the year ended 31 December 2020, approves the corporate financial statements for the year ended 31 December 2020 as presented as well as the transactions reflected in these statements or summarised in these reports and records and notes that the net income for the year ended 31 December 2020 totalled €375,666,827.5.

Pursuant to Article 223 quater of the French General Tax Code, the Shareholders' Meeting approves the total amount of expenses and charges that are non-deductible for tax purposes referred to in Article 39 (4) of said Code, which amounted to €275,053 during the past financial year, and the theoretical tax pertaining to these expenses and charges amounting to €88,925.

THIRD RESOLUTION (Allocation of income for the year ended 31 December 2020 and distribution of a dividend)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report, and on the proposal of the Board of Directors:

1. Resolves to withhold an amount of €0 from the net profit for the year ended 31 December 2020, totalling €375,666,827.5, to be allocated to the legal reserve.

Following this allocation, the net available balance from the financial year stands at €375,666,828. This amount, added to the "Retained earnings" in the opening balance sheet, which amounted to €467,946,482.67, represents a distributable total of €843,613,310.17,

2. Resolves to distribute, in the form of a dividend, the sum of €254,585,293.20, calculated on the basis of a share capital of €404,103,640 shares at 31 December 2020 by withholding of the sum of €254,585,293.20 from distributable profit for the financial year,

Accordingly, the dividend per share is €0.63,

In the event of a change in the number of shares entitled to a dividend in relation to the 404,103,640 shares making up the share capital at 31 December 2020, the overall amount of the dividend will be adjusted accordingly and the amount allocated to "Retained earnings" will be determined based on the dividends actually paid,

3. Resolves that the amount of dividends pertaining to any potential treasury shares on the date of payment that are not entitled to the dividend pursuant to Article L. 225-210 of the French Commercial Code (*Code de commerce*), will be allocated to "Retained earnings",
4. Resolves that the dividend will be detached on 28 May 2021 and paid on 1 June 2021,

For any individual shareholders resident for tax purposes in France, it should be noted that this distribution of €0.63 per share is taxable as income tax at a flat rate of 12.8% but may be taxed, according to the overall option specified in item 2 of Article 200 A of the French General Tax Code relating to shareholders, at the progressive income tax scale; in this case, the dividend is eligible for the deduction of 40% pursuant to Article 158-3-2° of the French General Tax Code.

5. Officially records that following these allocations:

- reserves, which stood at €60,671,793.43 after allocation of 2019 earnings, now total €60,671,793.43,
- retained earnings, which stood at €467,946,482.67 after payment of the dividend for the year ended 31 December 2019, now total €589,028,016.97. It will be adjusted according to the change in the number of shares entitled to a dividend: it will be increased by the fraction of the dividend corresponding to potential treasury shares at the time the dividend is paid,
- the share premium amount, which totalled €367,049,946.20 at 31 December 2020, remains unchanged.

6. A legally mandated reminder is hereby provided that the dividends per share allocated during the three preceding financial year were as follows:

	2017	2018	2019
Net dividend distributed per share eligible for the 40% reduction (1)	0.53 euros	0.58 euros	0.63 euros
Other revenue distributed per share eligible for the 40% reduction (2)	0.008 euros	0 euros	0 euros
Other distributed revenue not eligible for the 40% reduction (2)	0.012 euros	0 euros	0 euros
Total amount of distributed income (3)	222,255,259 euros	234,003,490.06 euros	254,585,293.20 euros

- (1) For the 2016 financial year, the number of shares eligible for dividends was 40,410,364. At the General Shareholders' Meeting of 17 March 2017, with an effective date of 3 April 2017, the nominal value of the shares of the Company was reduced by dividing it by ten and simultaneously the number of shares composing the registered share capital was multiplied by this same figure.
- (2) For the 2017 financial year, the Company distributed €0.02 in share premiums per share, including a fraction amounting to €0.008 per share representing investment income for tax purposes and the remaining balance of €0.012 representing the non-taxable repayment of a contribution.
- (3) For the 2017 financial year, 2,860 treasury shares were held at the ex-dividend date. The undistributed amount pertaining to these shares (€1,573.00) was allocated to retained earnings.

FOURTH RESOLUTION (Approval of the Statutory Auditors' report on the so-called regulated agreements referred to in Article L. 225-38 of the French Commercial Code)

The Shareholders' Meeting, voting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors on the regulated agreements referred to in Article L. 225-38 of the French Commercial Code (*Code de commerce*):

- Approves the special report of the Statutory Auditors, and
- Acknowledges that no agreement was entered into during the financial year ended 31 December 2020.

FIFTH RESOLUTION (Ratification of the co-option of Diony Lebot as Director)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, ratifies the co-option of Diony Lebot as a Director of the Company appointed by the Board of Directors on 27 August 2020 to replace Philippe Heim, who resigned.

Her term office is granted for the remainder of the term of office of her predecessor, Philippe Heim, i.e. until the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2022.

SIXTH RESOLUTION (Reappointment of Delphine Garcin-Meunier as Director)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, renews the term of office of Delphine Garcin-Meunier as Director of the Company for a period of four years.

This term of office will end at the close of the General Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2024.

SEVENTH RESOLUTION (Reappointment of Xavier Durand as Director)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, renews the term of office of Xavier Durand as Company Director for four years.

This term of office will end at the close of the General Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2024.

EIGHTH RESOLUTION (Reappointment of Didier Hauguel as Director)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having read the Board of Directors' report, renews the term of office of Didier Hauguel as Company Director for four years.

This term of office will end at the close of the General Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2024.

NINTH RESOLUTION (Appointment of Benoit Grisoni as Director)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having read the Board of Directors' report, appoints Benoit Grisoni as Company Director for four years.

This term of office will end at the close of the General Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2024.

TENTH RESOLUTION (Ratification of the co-option of Tim Albertsen as Director)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, ratifies the co-option of Tim Albertsen as Director of the Company appointed by the Board of Directors on 26 March 2021 to replace Michael Masterson.

His term of office is granted for the remainder of the term of office of his predecessor, Michael Masterson, i.e. until the end of the Shareholders' Meeting to approve the financial statements for the year ending on 31 December 2022.

ELEVENTH RESOLUTION (Approval of the report on the compensation of corporate officers pursuant to Article L. 22-10-34 I of the French Commercial Code)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having read the Board of Directors' report, approves, in application of Article L. 22-10-34 I of the French Commercial Code (*Code de commerce*), the report on the compensation of corporate officers including the information mentioned in item I of Article L. 22-10-9 as presented in the report on corporate governance prepared pursuant to Article L. 225-37 of the French Commercial Code (*Code de commerce*).

TWELFTH RESOLUTION (Approval of components of total compensation and benefits in kind paid during or allocated in respect of the 2020 financial year to Michael Masterson, Chief Executive Officer until 27 March 2020, pursuant to Article L. 22-10-34 II of the French Commercial Code)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having read the Board of Directors' report, in application of Article L. 22-10-34 II of the French Commercial Code (*Code de commerce*), approves the elements making up the total compensation and benefits in kind during the 2020 financial year paid or allocated in respect of the same financial year to Michael

Masterson, Chief Executive Officer until 27 March 2020, as presented in the report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code (*Code de commerce*).

THIRTEENTH RESOLUTION (Approval of the components of the total compensation and benefits of all kinds paid during the year or granted in respect of the financial year 2020 to Tim Albertsen, Deputy Chief Executive Officer and then Chief Executive Officer as from 27 March 2020, pursuant to Article L. 22-10-34 II of the French Commercial Code)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having read the Board of Directors' report, in application of Article L. 22-10-34 II of the French Commercial Code (*Code de commerce*), approves the components of the total compensation and benefits in kind paid or attributed to Tim Albertsen, Deputy Chief Executive Officer and then Chief Executive Officer as from 27 March 2020, in respect of the 2020 financial year, as presented in the report on corporate governance prepared in application of Article L. 225-37 of the French Commercial Code (*Code de commerce*).

FOURTEENTH RESOLUTION (Approval of components of total compensation and benefits in kind paid during or allocated in respect of the 2020 financial year to Gilles Bellemère, Deputy Chief Executive Officer, in application of Article L. 20-10-34 II of the French Commercial Code)

The Shareholder's Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having read the Board of Directors' report, in application of Article L. 22-10-34 II of the French Commercial Code, approves the components of the total compensation and benefits in kind paid or attributed to Gilles Bellemère, Deputy Chief Executive Officer, in respect of the 2020 financial year, as presented in the report on corporate governance prepared in application of Article L. 225-37 of the French Commercial Code (*Code de commerce*).

FIFTEENTH RESOLUTION (Approval of components of total compensation and benefits in kind paid during or allocated in respect of the 2020 financial year to John Saffrett, Deputy Chief Executive Officer, in application of Article L. 22-10-34 II of the French Commercial Code)

The Shareholder's Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having read the Board of Directors' report, in application of Article L. 22-10-34 II of the French Commercial Code (*Code de commerce*), approves the components of the total compensation and benefits in kind paid or attributed to John Saffrett, Deputy Chief Executive Officer, in respect of the 2020 financial year, as presented in the report on corporate governance prepared in application of Article L. 225-37 of the French Commercial Code (*Code de commerce*).

SIXTEENTH RESOLUTION (Approval of the compensation policy for the Chief Executive Officer and the Executive Vice-Presidents pursuant to Article L. 22-10-8 II of the French Commercial Code)

The Shareholders' Meeting, voting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, pursuant to Article L. 22-10-8 II of the French Commercial Code (*Code de commerce*), approves the compensation policy for the Chief Executive Officer and Deputy Chief Executive Officers for the financial year ending 31 December 2021 and described in the report on corporate governance presented by the Board of Directors pursuant to Article L. 22-10-8 I of the French Commercial Code (*Code de commerce*) and included in the Universal Registration Document.

SEVENTEENTH RESOLUTION (Approval of the compensation policy for the Chairperson of the Board of Directors and the Directors of the Company pursuant to Article L. 22-10-8 II of the French Commercial Code)

The Shareholders' Meeting, voting under the conditions of quorum and majority required for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors, pursuant to Article L. 22-10-8 II of the French Commercial Code (*Code de commerce*), approves the compensation policy for the Chairperson of the Board of Directors and the directors for the financial year ending 31 December 2021 and described in the report on corporate governance presented by the Board of Directors, pursuant to Article L. 22-10-8 I of the French Commercial Code (*Code de commerce*) and incorporated into the Universal Registration Document.

EIGHTEENTH RESOLUTION (Authorisation granted to the Board of Directors to transact in Company shares up to a limit of 5% of share capital)

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having read the Board of Directors' report and pursuant to the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code (*Code de commerce*), the AMF's General Regulation, Regulation EU no. 596/2014 of the European Parliament and the Board of Directors of 16 April 2014:

1. Authorises the Board of Directors to purchase Company shares within the limit of 5% of the total number of shares comprising the share capital as of the date the purchases are completed, i.e. at 31 December 2020, 404,103,640 shares, with the specification that the maximum number of shares held following these purchases shall at no time exceed 10% of the share capital.
2. Sets at €28.60 (excluding expenses) the maximum purchase price per share.
3. Resolves that the maximum amount of funds destined to buy back Company shares shall not exceed €600 million.
4. Resolves that Company shares may be purchased based on a decision by the Board of Directors for the purpose of:
 - a. cancelling them, pursuant to the 19th resolution of this General Shareholders' Meeting,
 - b. allocating, covering and honouring any free shares or employee savings plans and any type of allocation for the benefit of employees or corporate officers of the Company or affiliated companies under the terms and conditions stipulated or permitted by French or foreign law, particularly in the context of participation in the results of the expansion of the Company, the granting of free shares, any employee shareholding plans as well as completing any related transactions to cover the aforementioned employee shareholding plans,
 - c. providing shares upon the exercise of rights attached to securities giving access to the share capital of the Company,
 - d. market making activities under a liquidity contract, signed with an investment services provider, in compliance with the market practices permitted by the AMF ("*l'Autorité des Marchés Financiers*"),
 - e. retaining and later tendering as part of the Group's external growth transactions,
 - f. implementing any market practice that may become recognised by law or by the AMF.
5. Resolves that acquisitions, disposals, exchanges or transfers of these shares may be made, on one or more occasion, by any means, on markets (regulated or unregulated), multilateral trading facilities (MTF), via systematic internalisers or over the counter, including the disposal of blocks of shares, within the limits and according to the methods defined by the laws and regulations in effect. The portion of the buyback programme that may take place through block trades may equal the entirety of the programme.
6. Resolves that these transactions may be completed at any time, in compliance with regulations in effect as at the date of the planned transactions. Nevertheless, in the event a third party were to file a public offering targeting all of the Company's securities, the Board of Directors shall not, during the offering period, decide to implement this resolution unless it has received the prior authorisation of the General Shareholders' Meeting.
7. In the event of a capital increase through the incorporation of premiums, reserves and profits, resulting in either an increase in the nominal value or the creation and granting of free shares, as well as in the event of a split or reverse stock split or any transaction pertaining to the share capital, the Board of Directors may adjust the aforementioned purchase price to take into account the impact of these transactions on the share value.
8. Grants all powers to the Board of Directors, with the right to delegate, to implement this authorisation, and particularly to place all orders on all stock markets or to perform any transactions off the market, to enter into all agreements for the purpose of keeping records of share purchases and sales, to allocate or re-allocate acquired shares to different objectives in compliance with the legal and regulatory conditions in effect, to prepare any documents, particularly the description of the share buyback programme, to complete any formalities and disclosures to the AMF and any other bodies, to, where appropriate, make adjustments related to any future transactions on the Company's share capital and, generally, to do all that is necessary for the application of this authorisation.
9. Sets the duration of this authorisation at eighteen months from this General Meeting.
10. Decides that this authorisation supersedes any previous authorisation having the same purpose, and more specifically the 14th resolution of the Combined Shareholders' Meeting of 20 May 2020 up to the unused balance.

11. The Board of Directors will be required to inform the General Shareholders' Meeting of any transactions completed under this authorisation.

NINETEENTH RESOLUTION (Authorisation granted to the Board of Directors to reduce the share capital through the cancellation of shares previously purchased under the share buyback programme)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having read the Board of Directors' report and the Statutory Auditors' special report, within the framework of the provisions of articles L. 22-10-62 et seq. of the French Commercial Code (*Code de commerce*), authorises the Board of Directors to:

- reduce the share capital through the cancellation, on one or more occasions, of all or a portion of the shares acquired under the Company's share buyback programme, within the limit of 10% of the share capital per twenty-four month period,
- apply the difference between the repurchase value of the cancelled shares and their nominal value to available premiums and reserves.

The General Shareholders' Meeting grants, more generally, to this effect, all powers to the Board of Directors to set the terms and conditions of this reductions of capital, to record the completion of the reductions of capital resulting from the cancellation transactions authorised by this resolution, and to modify, where appropriate, the Company's Bylaws as a result, to make all disclosures to the AMF or any other bodies, to complete all formalities and to, more generally, do all that is necessary for the successful completion of this transaction.

The Shareholders' Meeting resolves that this authorisation supersedes any previous authorisation having the same purpose and more specifically the 23rd resolution of the Combined Shareholders' Meeting of 22 May 2019.

This authorisation is granted for a period of twenty-six (26) months from this General Shareholders' Meeting.

TWENTIETH RESOLUTION (Authorisation granted to the Board of Directors, for a period of 38 months, to allocate free performance shares, existing or to be issued to the Company's corporate officers, salaried employees or certain categories of employees, up to a maximum nominal amount of 2,424,621.84 euros, i.e. 0.4% of the share capital, with automatic cancellation of shareholders' preferential subscription rights)

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with Articles L. 225-197-1 et seq. and Articles L. 22-10-59 II and III and L. 22-10-60 of the French Commercial Code (*Code de commerce*):

1. Authorises the Board of Directors to grant free shares of the Company, existing or to be issued, on one or more occasions, to the Company's corporate officers under the conditions provided for in Article L. 22-10-60 of the French Commercial Code (*Code de commerce*) for the Chairperson of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officers, employees or certain categories of employees, both of the Company and of companies or groups directly or indirectly related to it as described in Article L. 225-197-2 of the French Commercial Code (*Code de commerce*).
2. Decides that the total number of free shares granted under this resolution may not exceed an amount of €2,424,621.84, i.e. 0.4% of the Company's share capital at the time of the allocation. This limit is set without taking into account any shares issued as a result of adjustments made to preserve the rights of the beneficiaries of the free share allocations. Within this limit, allocations to the Company's executive corporate officers may not represent more than 0.10% of the share capital.
3. Decides that the Board of Directors will determine the identity of the beneficiaries of the allocations, the conditions and, where applicable, the criteria for the allocation of shares, it being specified that any allocation may be subject to performance conditions determined by the Board of Directors in accordance with the procedures set out in the Board of Directors' report.
4. Decides that the allocation of the shares to their beneficiaries will be definitive at the end of a vesting period, the duration of which shall be set by the Board of Directors, but may not be less than three years from the date of the allocation decision by the Board of Directors or, by exception, two years with a minimum retention period of six months for the shares allocated to the regulated persons referred to in Article L. 511-71 of the French Monetary and Financial Code or equivalent and to executive officers of the Company, in payment of the portion of variable compensation that is deferred for two years in accordance with the CRD IV directive, and to similar employees.

5. Also decides that the shares would definitively vest and become immediately transferable if the beneficiary were to qualify for one of the cases of disability provided for in Article L. 225-197-1 of the French Commercial Code (*Code de commerce*) during the vesting period.
6. Authorises the Board of Directors to make, during the vesting period, any adjustments to the number of shares allocated, following transactions in the Company's share capital, necessary to preserve the rights of the beneficiaries. Shares allocated in application of these adjustments shall be deemed to have been granted on the same day as the shares initially granted.
7. Acknowledges that in the event of a free allocation of shares to be issued, this authorisation entails the waiver by the shareholders of their rights to reserves, profits or issue premiums up to the amounts that will be incorporated, at the end of the vesting period, for the purpose of carrying out the capital increase.
8. Gives full powers to the Board of Directors, with the right to delegate within the legal limits, to implement this authorisation, carry out all actions and formalities, conduct and register the capital increase or increases carried out pursuant to this authorisation, amend the Bylaws accordingly and, more generally, do whatever is necessary.
9. Sets the duration of this authorisation at 38 months from today. It terminates the 13th resolution voted by the Combined Shareholders' Meeting of 22 May 2018 for the unused balance.

TWENTY-FIRST RESOLUTION (Delegation of authority granted to the Board of Directors to increase the share capital through the issuance of equities or equity securities giving access to other equity securities of the Company or rights to the allocation of debt securities and to issue securities giving access to equity securities of the Company to be issued, with preferential subscription rights, up to a maximum nominal amount of €300 million for a period of 26 months)

The Shareholders' Meeting, deliberating under the quorum and majority rules required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

- Delegates to the Board of Directors, in accordance with the provisions of Articles L. 225-129 to L. 225-129-2, L. 225-129-5 to L. 225-129-6, L. 22-10-49, L. 22-10-51, L. 228-91 and L. 228-92 of the French Commercial Code (*Code de commerce*), powers to decide, on one or more occasions, in the proportions and at the times that they see fit, in France and abroad, the issue, with preferential subscription rights for shareholders, of ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to receive debt and/or any other securities giving access to equity securities of the Company to be issued; the aforementioned shares shall confer the same rights as existing shares except for the date at which dividend rights take effect; it being specified that the subscription of shares, equity securities and other securities giving access to equity securities may be made either in cash or as consideration for certain, liquid and due receivables; it being specified that the Board of Directors may delegate to the Chief Executive Officer, or with the agreement of the latter, to one or more Executive Vice-Presidents, under the conditions permitted by law, all powers necessary to determine the capital increase.
- Decides that the issue of preferred shares and securities providing access to preferred shares is expressly excluded.
- Resolves that the maximum nominal amount of the share capital increases which can be carried out by virtue of this delegation cannot exceed a nominal amount of €300 million, amount to which will be added, if required, the nominal amount of the additional shares to be issued to preserve the rights of the holders of securities or other rights providing access to the capital in accordance with the legal and regulatory provisions applicable, as well as with the contractual stipulations providing for other adjustments, if necessary.
- Further resolves that the nominal amount of the securities representing claims on the Company that may be issued under this delegation shall not exceed the amount of €1 billion or the exchange value of this amount in the event of an issue in foreign currency or in a unit of account set by reference to several currencies.
- Resolves that the shareholders will be able to exercise, under the conditions stipulated by law, their preferential subscription right to equity securities and other securities issued under this delegation;
- Resolves that if subscriptions as of right and, if applicable, in excess of those subscribed to as of right, do not absorb the entire issuance of shares, equity securities or other securities, the Board of Directors

can use one and/or the other of the options under Article L. 225-134 of the French Commercial Code (*Code de commerce*) below, in the order it shall decide to:

- limit the issue to the amount of subscriptions, on condition that it reaches at least three-quarters of the issue decided on,
 - freely allocate all or part of the unsubscribed securities among the persons of its choice,
 - offer the general public all or part of the unsubscribed securities,
- Notes that the aforementioned delegation automatically provides to holders of securities that may be issued and that provide access to the Company's share capital, the waiver of preferential subscription rights by the shareholders to the equity securities to which these securities give the right.
 - Resolves that the sum due, or to be due, to the Company, for each of the shares issued or to be issued under the aforementioned delegation, will be at least equal to the nominal value of the share as at the date of issue of said securities.
 - Resolves that the Board of Directors cannot, without the prior authorisation of the General Shareholders' Meeting, use this delegation of authority after the filing by a third party of public offering involving the Company's securities until the end of the offer period;
 - Decides that this delegation supersedes any previous delegation having the same purpose and more specifically the 24th resolution of the Combined Shareholders' Meeting of 22 May 2019.

The delegation is valid for a period of twenty-six months as of this General Meeting.

TWENTY-SECOND RESOLUTION (Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving entitlement to the allocation of securities and to issue securities giving access to equity securities to be issued, with cancellation of shareholders' preferential subscription rights and by public offer other than those referred to in Article L. 411-2 (1) of the French Monetary and Financial Code, up to a maximum nominal amount of 60 million euros, for a period of 26 months)

The Shareholders' Meeting, deliberating under the quorum and majority rules required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

Delegates to the Board of Directors, in accordance with the provisions of Articles L. 225-129 to L. 225-129-2, L. 225-129-5 to L. 225-129-6, L. 22-10-49, L. 22-10-51, L. 22-10-52, L. 225-135, L. 225-136, L. 228-91 to L. 228-94 of the French Commercial Code (*Code de commerce*), its authority to decide the issue, by a public offering other than those referred to in Article L. 411-2 (1) of the French Monetary and Financial Code, in one or more instalments, in the proportions and at the times that it deems appropriate, both in France and other countries:

- of shares and/or equity securities providing access to other equity securities or providing rights to the allocation of debt securities of the Company and/or to any other securities providing access to equity securities of the Company to be issued,
- of shares and/or equity securities providing access to other equity securities or providing rights to the allocation of debt securities of the Company and/or any other securities providing access to the equity securities of the Company to be issued following an issuance, by the companies in which the Company directly or indirectly holds over half of the capital, of all equity securities or securities giving access to equity securities of the Company to be issued,
- of shares and/or equity securities and/or securities of the Company providing access to equity securities to be issued by a company in which it directly or indirectly holds over half of the capital,
- by the Company of securities giving access to existing equity securities or providing rights to the allocation of debt securities of another company in which the Company does not directly or indirectly hold more than half of the capital.

The aforementioned shares confer the same rights as the old shares, subject to their vesting date; it being specified that the subscription of shares, equity securities and other securities giving access to equity securities may be made either in cash or by offsetting against certain, liquid and payable receivables. The Board of Directors can delegate to the Chief Executive Officer, or with their approval, to one or more Deputy Chief Executive Officers, under the conditions provided for in law, all powers necessary to decide on the capital increase.

This decision will automatically entail, for the benefit of the holders of securities which may be issued by subsidiaries, the waiver by the shareholders of the Company of their preferential subscription rights to the equity securities to which these securities give rights.

- Decides that the issue of preferred shares and securities providing access to preferred shares is expressly excluded.
- Decides that the maximum nominal amount of the capital increases to be carried out immediately and/or over time by virtue of this delegation cannot exceed €60 million, it being noted that this amount will be deducted from the overall nominal capital increase ceiling of €300 million set by the 21st resolution of this Shareholders' Meeting. This amount does not take into account the additional shares to be issued to preserve the rights of the holders of securities or other rights giving access to the capital in accordance with the legal and regulatory provisions in effect and, if necessary, with the contractual stipulations providing for other cases of adjustment.
- Decides, in addition, that the nominal amount of the debt securities that may be issued by virtue of the above delegation cannot exceed €1 billion or the exchange value of the amount in the event of issue in foreign currency or in units of account set by reference to several currencies, it being noted that the amount will be deducted from the nominal amount of the debt securities which may be issued by virtue of the 21st resolution of the Shareholders' Meeting.
- Decides to eliminate the preferential subscription rights of shareholders to the shares, equity capital and other securities to be issued, it being noted that the Board of Directors can grant shareholders the right to priority subscription to all or part of the issue during the timeframe and under the conditions it sets in accordance with the provisions of Article L. 22-10-51 of the French Commercial Code (*Code de commerce*).
- Resolves that if subscriptions as of right and, if applicable, in excess of those subscribed to as of right, do not absorb the entire issuance of shares, equity securities or other securities, the Board of Directors can use one and/or the other of the options under Article L. 225-134 of the French Commercial Code (*Code de commerce*) below, in the order it shall decide to:
 - o limit the issue to the amount of subscriptions, on condition that it reaches at least three-quarters of the issue decided on,
 - o freely allocate all or part of the unsubscribed securities among the persons of its choice,
 - o offer the general public all or part of the unsubscribed securities,
- Records that this delegation automatically includes, for the benefit of the holders of securities giving access to the Company's capital, a waiver by the shareholders of their preferential subscription rights for the shares to which the securities give rights.
- Decides that the amount due, or which will be due, to the Company for each of the shares issued or to be issued as a result of the above delegation will be at least equal to the minimum value set by the legal and regulatory provisions applicable at the time at which the delegation is used, i.e. currently, the weighted average of the prices of the three trading sessions preceding the launch of the offer as defined by Regulation (EU) 2017/1129 of 14 June 2017, potentially decreased by a maximum discount of 10%, after correction, if required, of the amount to take into account the difference in the date of dividend entitlement.
- However, notwithstanding the previous paragraph, up to a limit of 10% of the share capital annually, decides to authorise the Board of Directors to set the price of the securities to be issued under this delegation according to market practices, However, the amount due or due to the Company for each of the shares issued or to be issued under this delegation may not be lower than the weighted average of the share price of the last three trading sessions preceding the start of the period. the public offering within the meaning of Regulation (EU) No. 2017/1129 of 14 June 2017, possibly reduced by a maximum discount of 15% and, if necessary, correction of this amount to take into account the difference date of entitlement.
- Decides that this delegation may be used to remunerate securities contributed to a public exchange offer initiated by the Company, within the limits and under the conditions provided for by Article L. 22-10-54 of the French Commercial Code (*Code de commerce*).
- Resolves that the Board of Directors cannot, without the prior authorisation of the General Shareholders' Meeting, use this delegation of authority after the filing by a third party of public offering involving the Company's securities until the end of the offer period.

- Decides that this delegation supersedes any previous delegation with the same purpose and more specifically the 25th resolution of the Combined Shareholders' Meeting of 22 May 2019.

The delegation is valid for a period of twenty-six months as of this General Meeting.

TWENTY-THIRD RESOLUTION (Delegation of authority granted to the Board of Directors to increase the share capital by issuing shares or equity securities giving access to other equity securities of the Company or giving entitlement to the allocation of debt securities and to issue securities giving access to equity securities to be issued, with cancellation of shareholders' preferential subscription rights and by a public offer of the kind referred to in Article L. 411-2 (1) of the French Monetary and Financial Code, up to a maximum nominal amount of €60 million for a period of 26 months)

The Shareholders' Meeting, deliberating under the quorum and majority rules required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

Delegates to the Board of Directors, in accordance with the provisions of Articles L. 225-129 to L. 225-129-2, L. 225-129-5 to L. 225-129-6, L. 22-10-49, L. 22-10-51, L. 22-10-52, L. 225-135, L. 225-136, L. 228-91 to L. 228-94 of the French Commercial Code (*Code de commerce*), its authority to decide the issue, by a public offering referred to in Article L. 411-2 (1) of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the times that it will see fit, both in France and abroad:

- of shares and/or equity securities providing access to other equity securities or providing rights to the allocation of debt securities of the Company and/or to any other securities providing access to equity securities of the Company to be issued,
- of shares and/or equity securities providing access to other equity securities or providing rights to the allocation of debt securities of the Company and/or any other securities providing access to the equity securities of the Company to be issued following an issuance, by the companies in which the Company directly or indirectly holds over half of the capital, of all equity securities or securities giving access to equity securities of the Company to be issued,
- of shares and/or equity securities and/or securities of the Company providing access to equity securities to be issued by a company in which it directly or indirectly holds over half of the capital,
- by the Company of securities giving access to existing equity securities or providing rights to the allocation of debt securities of another company in which the Company does not directly or indirectly hold more than half of the capital.

The aforementioned shares confer the same rights as the existing shares, subject to their vesting date; it being specified that the subscription of shares, equity securities and other securities giving access to equity securities may be made either in cash or by offsetting against certain, liquid and payable receivables. The Board of Directors can delegate to the Chief Executive Officer, or with their approval, to one or more Deputy Chief Executive Officers, under the conditions provided for in law, all powers necessary to decide on the capital increase.

This decision will automatically entail, for the benefit of the holders of securities which may be issued by subsidiaries, the waiver by the shareholders of the Company of their preferential subscription rights to the equity securities to which these securities give rights.

- Decides that the issue of preferred shares and securities providing access to preferred shares is expressly excluded.
- Decides that the maximum nominal amount of the capital increases to be carried out immediately and/or over time by virtue of this delegation cannot exceed €60 million, it being noted that this amount will be deducted from the nominal capital increase ceiling of €60 million set by the 22nd resolution of this Shareholders' Meeting and the overall nominal capital increase ceiling of €300 million set by the 21st resolution of this Shareholders' Meeting. This amount does not take into account the additional shares to be issued to preserve the rights of the holders of securities or other rights giving access to the capital in accordance with the legal and regulatory provisions in effect and, if necessary, with the contractual stipulations providing for other cases of adjustment.
- Decides, in addition, that the nominal amount of the debt securities that may be issued by virtue of the above delegation cannot exceed €1 billion or the exchange value of the amount in the event of issue in foreign currency or in units of account set by reference to several currencies, it being noted that the amount will be deducted from the nominal amount of the debt securities which may be issued by virtue of the 21st resolution of the Shareholders' Meeting.

- Decides to eliminate the preferential subscription rights of shareholders to the shares, equity capital and other securities to be issued, it being noted that the Board of Directors can grant shareholders the right to priority subscription to all or part of the issue during the timeframe and under the conditions it sets in accordance with the provisions of Article L. 22-10-51 of the French Commercial Code (*Code de commerce*).
- Resolves that if subscriptions as of right and, if applicable, in excess of those subscribed to as of right, do not absorb the entire issuance of shares, equity securities or other securities, the Board of Directors can use one and/or the other of the options under Article L. 225-134 of the French Commercial Code (*Code de commerce*) below, in the order it shall decide to:
 - o limit the issue to the amount of subscriptions, on condition that it reaches at least three-quarters of the issue decided on,
 - o freely allocate all or part of the unsubscribed securities among the persons of its choice,
 - o offer the general public all or part of the unsubscribed securities,
- Records that this delegation automatically includes, for the benefit of the holders of securities giving access to the Company's capital, a waiver by the shareholders of their preferential subscription rights for the shares to which the securities give rights.
- Decides that the amount due, or which will be due, to the Company for each of the shares issued or to be issued as a result of the above delegation will be at least equal to the minimum value set by the legal and regulatory provisions applicable at the time at which the delegation is used, i.e. currently, the weighted average of the prices of the three trading sessions preceding the launch of the offer as defined by Regulation (EU) 2017/1129 of 14 June 2017, potentially decreased by a maximum discount of 10%, after correction, if required, of the amount to take into account the difference in the date of dividend entitlement.
- Decides however, notwithstanding the previous paragraph, up to a limit of 10% of the share capital annually and taking into account the securities to be issued under the sub-ceiling of 10% set in the 22nd resolution of this Meeting, to authorise the Board of Directors to set the price of the securities to be issued under this delegation according to market practices. However, the amount due or due to the Company for each of the shares issued or to be issued under this delegation may not be lower than the weighted average of the share price of the last three trading sessions preceding the start of the period. the public offering within the meaning of Regulation (EU) No. 2017/1129 of 14 June 2017, possibly reduced by a maximum discount of 15% and, if necessary, correction of this amount to take into account the difference date of entitlement.
- Resolves that the Board of Directors cannot, without the prior authorisation of the General Shareholders' Meeting, use this delegation of authority after the filing by a third party of public offering involving the Company's securities until the end of the offer period.
- Decides that this delegation supersedes any previous delegation having the same purpose and more specifically the 26th resolution of the Combined Shareholders' Meeting of 22 May 2019.

The delegation is valid for a period of twenty-six months as of this General Meeting.

TWENTY-FIFTH RESOLUTION (Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without preferential shareholder subscription rights, up to 15% of the initial issue amount for a period of 26 months)

The Shareholders' Meeting, deliberating under the quorum and majority rules required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report:

Delegates to the Board of Directors in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code (*Code de commerce*), authority to increase the number of shares to be issued for each of the issues, with or without preferential shareholder subscription rights, decided by virtue of the 21st to 23rd resolutions of this Shareholders' Meeting, within 30 days of the close of subscriptions, up to 15% of the initial issue and at the same price as that set for the initial issue.

Decides that the maximum nominal amount of the capital increases which may be carried out by virtue of this delegation will be deducted from the nominal capital increase ceiling set by each of the resolutions under which the initial issue was decided, i.e. €300 million for the 21st resolution of this Shareholders' Meeting and €60 million for the 22nd and 23rd resolutions of this Shareholders' Meeting.

The Board of Directors can delegate to the Chief Executive Officer, or with their approval, to one or more Deputy Chief Executive Officers, under the conditions provided for in law, all powers necessary to decide on the capital increase.

Decides that this delegation supersedes any previous delegation having the same purpose and more specifically the 27th resolution of the Combined Shareholders' Meeting of 22 May 2019.

The delegation is valid for a period of twenty-six months as of this General Meeting.

TWENTY-FIFTH RESOLUTION (Delegation of authority granted to the Board of Directors to increase the share capital via the incorporation of reserves, profits, premiums or other amounts whose capitalisation would be permitted, within the limit of a maximum nominal amount of €300 million for a period of 26 months)

The Shareholders' Meeting, deliberating under the quorum and majority rules required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report:

Delegates to the Board of Directors, in application of Article L. 225-130 and L. 22-10-50 of the French Commercial Code (*Code de commerce*), its authority to decide to increase, on one or more occasions, the share capital by incorporation in the capital of all or part of the reserves, profits, premiums or other amounts whose capitalisation would be permitted, by the issuance and granting of new free shares or by an increase in the nominal value of the shares, or by the combined use of the two procedures.

Decides that the maximum nominal amount of the share capital increases which can be carried out by virtue of this delegation cannot exceed €300 million, amount to which will be added, if required, the nominal amount of the additional shares to be issued to preserve the rights of the holders of securities or other rights providing access to the capital in accordance with the legal and regulatory provisions in effect, as well as with the contractual stipulations providing for other adjustments, if necessary.

Decides that the maximum nominal amount of the capital increases which can be carried out by virtue of this delegation will be deducted from the maximum nominal capital increase ceiling of €300 million set by the 21th resolution of this Shareholders' Meeting.

Decides that the rights to fractional shares will not be negotiable or transferable and that the corresponding shares will be sold. The amounts from the sales will be allocated to the holders of the rights at the latest 30 days after the date of registration on their account of the whole number of shares allocated.

The Board of Directors can delegate to the Chief Executive Officer, or with their approval, to one or more Deputy Chief Executive Officers, under the conditions provided for in law, all powers necessary to decide on the capital increase.

Resolves that the Board of Directors cannot, without the prior authorisation of the General Shareholders' Meeting, use this delegation of authority after the filing by a third party of public offering involving the Company's securities until the end of the offer period.

Decides that this delegation supersedes any previous delegation with the same purpose and more specifically the 28th resolution of the Combined Shareholders' Meeting of 22 May 2019.

The delegation is valid for a period of twenty-six months as of this General Meeting.

TWENTY-SIXTH RESOLUTION (Delegation of authority granted to the Board of Directors to increase the share capital via the issue of shares or equity securities giving access to other equity securities of the Company or providing rights to the allocation of debt securities and to issue securities giving access to the equity capital to be issued, within the limit of 10% of the share capital in order to remunerate contributions in kind, for a period of 26 months)

The Shareholders' Meeting, deliberating under the quorum and majority rules required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

- Delegates to the Board of Directors, notably in application of the provisions of Articles L. 225-147 and L. 22-10-53 of the French Commercial Code (*Code de commerce*), the powers required to increase the share capital via the issue of shares and/or equity securities giving access to other equity securities or providing rights to the allocation of debt securities of the Company and/or securities giving access to equity securities of the Company to be issued, within the limit of 10% of the share capital, in order to remunerate the contributions in kind granted to the Company and consisting of

equity securities or securities giving access to capital, when the provisions of Article L. 22-10-54 of the French Commercial Code (*Code de commerce*) are not applicable.

- Decides that the Board of Directors will have all powers to implement this delegation, notably in order to:
 - o approve the report of the contribution auditor(s),
 - o decide on all procedures and conditions for the transactions authorised and, notably, to assess the contributions as well as the granting, if applicable, of special benefits,
 - o set the number and characteristics of the securities to be issued to remunerate the contributions as well as the date of dividend entitlement of the securities to be issued,
 - o proceed, when applicable, with any allocations to the contribution premium(s) and, notably, those for expenses resulting from the issues,
 - o record the completion of the capital increase and amend the Bylaws to reflect it, and
 - o generally, take all measures necessary and conclude all agreements, proceed with all formalities required, notably to ensure that the shares issued are admitted for trading on Euronext Paris and proceed with all disclosure formalities required.
- Record, as required, that this delegation includes the waiver by shareholders of their preferential subscription rights to the equity securities of the Company to which the securities that will be issued on the basis of this delegation may give rights.
- Resolves that the Board of Directors cannot, without the prior authorisation of the General Shareholders' Meeting, use this delegation of authority after the filing by a third party of public offering involving the Company's securities until the end of the offer period.

Decide that this delegation supersedes any previous delegation with the same purpose and more specifically the 29th resolution of the Combined Shareholders' Meeting of 22 May 2019.

The delegation is valid for a period of twenty-six months as of this General Meeting.

TWENTY-SEVENTH RESOLUTION (Delegation of power granted to the Board of Directors to proceed, with elimination of the preferential subscription rights of shareholders, with transactions to increase the capital or to sell shares reserved for the members of a company or group savings plan, within the limit of a maximum nominal amount of €1,818,466.38, i.e. 0.3% of the share capital)

The Shareholders' Meeting, deliberating under the quorum and majority rules required for Extraordinary Shareholders' Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, under the provisions of Articles L. 3332-18 et seq. of the French Labour Code and in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code (*Code de commerce*):

- Delegates to the Board of Directors its authority to decide on a capital increase, on one or more occasions, via the issue of Company shares and other equity securities giving access to the capital of the Company reserved for employees, eligible corporate officers and retirees of the Company and of related companies, within the meaning of the provisions of Article L. 225-180 of the French Commercial Code (*Code de commerce*) and L. 3344-1 of the French Labour Code, who are members of company or group savings plans.
- Decides that the total maximum nominal amount of the capital increases to be carried out by virtue of this delegation cannot exceed €1,818,466.38 million, i.e. 0.3% of the Company's share capital at 31 December 2018, it being noted that this amount will be deducted from the overall nominal capital increase ceiling of €300 million set by the 21st resolution of this Shareholders' Meeting. This amount does not take into account the additional shares to be issued to preserve the rights of the holders of securities or other rights giving access to the capital in accordance with the legal and regulatory provisions in effect and, if necessary, with the contractual stipulations providing for other cases of adjustment.
- Decides to eliminate the preferential subscription rights of shareholders to new shares to be issued and to other securities giving access to the capital and to the securities to which these securities will provide access for the members of company or group savings plans as defined above.
- Decides that the subscription price cannot be higher or lower than the average prices of the share on Euronext Paris for the twenty trading sessions preceding the day of the decision setting the date on which subscriptions are opened, or less than 20% of this average.

However, the Shareholders' Meeting expressly authorises the Board of Directors to reduce or eliminate the above-mentioned discount, if it believes it appropriate, in order to take into account the legal, accounting, tax and social security schemes applicable locally.

The Board of Directors can also convert all or part of the discount into an allocation of free shares or other securities, existing or to be issued, providing access to the Company's capital.

Decides that the Board of Directors can proceed, within the limits set in Article L. 3332-21 of the French Labour Code, with the allocation of free shares or of other securities, existing or to be issued, giving access to the Company's capital, for the matching contribution.

Decides that, instead of being achieved by a capital increase, these transactions reserved for the members of the plans can be accomplished via the sale of shares under the conditions of Article L. 3332-24 of the French Labour Code.

The Board of Directors can delegate to the Chief Executive Officer, or with their approval, to one or more Deputy Chief Executive Officers, under the conditions provided for in law, all powers necessary to decide on the capital increase or the sale of shares.

Decides that this delegation supersedes any previous delegation having the same purpose and more specifically the 30th resolution of the Combined Shareholders' Meeting of 22 May 2019.

The delegation is valid for a period of twenty-six months as of this General Meeting.

TWENTY-EIGHTH RESOLUTION (Powers for formalities)

The General Meeting of Shareholders, deliberating under the quorum and majority rules required for Ordinary General Meetings, authorises the bearer of an original, a copy or an excerpt of the minutes of this General Meeting to carry out all filing, disclosure and other formalities relative to the above resolutions.

Information required by Article R. 225-73 of the French Commercial Code (Code de commerce)

This notice of meeting provides notification of the Shareholders' Meeting as long as no changes are made to the agenda following requests to add points or draft resolutions, in accordance with the law.

1. Rules for adding items or draft resolutions to the agenda

Pursuant to Articles L. 225-105, L. 22-10-44, R. 225-71, R. 225-73 II and R. 22-10-22 of the French Commercial Code (*Code de commerce*), one or more shareholders acting in association, in accordance with legal and regulatory provisions, may require the inclusion of items or draft resolutions on the agenda of this Meeting.

Requests for the inclusion of items or draft resolutions must be sent to the Company's registered office by registered letter with acknowledgment of receipt from the date of publication of this notice, it being specified that the deadline for receipt of requests is the 25th day preceding the date of the Meeting, **Saturday, 24 April 2021**.

If the aforementioned conditions are fulfilled, the shareholders' requests will be placed on the agenda of the Shareholders' Meeting and notified in an amended notice.

Requests submitted must include a share registration certificate as specified in Article R. 22-10-28 of the French Commercial Code (*Code de commerce*), which proves that the authors of the request hold, or are represented, for the portion of capital required by Article R. 225-71 above. Requests to add draft resolutions must also include the text of the draft resolutions and requests to add a point to the agenda must be justified.

Review by the Shareholders' Meeting of the items and draft resolutions submitted by the shareholders under legal and regulatory conditions is subject to the transmission by their authors of a new share registration certificate documenting the registration of the securities under the same conditions by the second business day preceding the Shareholders' Meeting, i.e. by 0.00 a.m. (Paris time) on Monday, 17 May 2021.

2. Rules governing the submission of written questions

In accordance with articles L. 225-108 and R. 225-84 of the French Commercial Code every shareholder can submit written questions which the Board of Directors is obliged to answer during the General Meeting, as soon as the documents needed to make an informed decision are available to shareholders. The written questions must be sent

to the registered office, for the attention of the Chairperson of the Board of Directors, by registered letter with return receipt by the fourth business day preceding the date of the Shareholders' Meeting, i.e. **Wednesday, 12 May 2021**.

If the delegatee makes use of the option to hold an in camera meeting, the time limit for asking questions in writing will be extended so that they can be taken into account provided they are received before the end of the second working day preceding the date of the Shareholders' Meeting.

Questions must include a registration certificate for the registered shares held by the Company or for the bearer shares held by an intermediary as referred to in Article L. 211-3 of the French Monetary and Financial Code (*Code Monétaire et Financier*). In accordance with the legislation in effect, a joint answer can be given to the questions, as long as they are identical in content.

3. Rules for attending the Shareholders' Meeting.

Shareholders may attend the Shareholders' Meeting:

- either by attending the Meeting in person to vote in person (3.1);
- or by voting remotely or by appointing a proxy (3.2) using:
 - o a paper voting form or proxy by post (3.2.1) or,
 - o by voting or appointing a proxy via the Internet via access to the Votaccess platform (3.2.2).

In accordance with the provisions of Article R. 22-10-28 III of the French Commercial Code (*Code de commerce*), shareholders are not entitled to select a different method of participating in the General Meeting once they have voted by post, sent a power of attorney or requested their admission card or a certificate of participation to attend a Meeting in person.

3.1 Voting in person

Shareholders choosing to attend the Meeting in person must apply for an admission card as soon as possible in order to receive the card in good time, namely:

- **registered shareholders:** at Societe Generale, Service des assemblées, CS 30812, 44308 Nantes Cedex by requesting an admission card using the postal or proxy form duly completed, signed and returned with the prepaid reply envelope attached to the notice of meeting received by post. Registered shareholders who have not received their admission card two working days before the Shareholders' Meeting are invited to contact the Societe Generale admission card call centre on Monday to Friday from 8.30 a.m. to 6.00 p.m. on +33(0) 825 315 315 (cost of the call: 0.15 euros excl. VAT/minute from France).
- **holders of bearer shares:** with the authorised intermediary who manages its securities account. If the shareholder has not received their admission card by 0.00 a.m. (Paris time) two days before the Meeting he/she should ask his/her financial intermediary to issue a shareholding certificate that will prove his/her status as a shareholder at 0.00 a.m. (Paris time) on Monday, 17 May 2021.

On the day of the Shareholders' Meeting, all shareholders must prove their status as shareholders during the registration formalities.

3.2 Voting remotely or by proxy

Shareholders who do not attend the Meeting may vote remotely or be represented by appointing as proxy the Chairperson of the Meeting, their spouse, their partner in a civil solidarity pact, another shareholder or any other natural person or legal entity of their choice under the conditions indicated in Articles L. 225-106 and L. 22-10-39 of the French Commercial Code (*Code de commerce*).

In accordance with Articles R. 225-79 and R. 22-10-24 of the French Commercial Code (*Code de commerce*), any power of attorney granted by a shareholder to appoint a proxy must be signed by the shareholder. The shareholder must include his or her usual name and address, and may appoint a proxy, in which case he/she must specify their surname, first name and address or, in the case of a legal entity, company name and registered office. The proxy does not have the right to replace another person. The proxy can be appointed or revoked electronically at the following address: AG.ald@aldautomotive.com or as follows:

- **holders of registered shares:** by sending an email with an electronic signature obtained from a third-party certifier authorised under the legal and regulatory conditions in effect to the following email address: AG.ald@aldautomotive.com stating their last name, first name, address and their Societe

Generale identifier, for the holders of pure registered shares, or their identifier with their financial intermediary, for the holders of shares registered with another institution, as well as the last name and first name of the proxy appointed or revoked,

- **for the holders of bearer shares:** by sending an email with an electronic signature obtained from a third-party certifier authorised under the legal and regulatory conditions in effect, to the following email address: AG.ald@aldautomotive.com stating their last name, first name, address and complete banking information as well as the last name and first name of the proxy appointed or removed, then insisting that the financial intermediary who manages their securities account send a written confirmation (by post or fax) to Société Générale, Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3.

Only notifications of appointment or revocation of proxies duly completed, signed and received by **Friday, 14 May 2021**, at the latest, will be taken into account. Only notifications of the appointment or revocation of proxies should be sent to the email address AG.ald@aldautomotive.com. No requests or notifications sent to this address about other subjects will be taken into account or processed. To be taken into account, the electronic notifications must be received by the Company by Tuesday, **18 May, at 3.00 p.m. (Paris time), at the latest.**

It is specified that, where no proxy is indicated, the Chairperson of the Meeting will vote in favour of the draft resolutions presented or approved by the Board of Directors and against all other draft resolutions. To cast any other vote, the shareholder must choose a proxy who agrees to vote in the manner indicated by the principal.

3.2.1 Voting and appointing a proxy by post

- **Registered shareholders:** a postal or proxy voting form will be sent directly to them. This form must be returned using the prepaid envelope attached to the notice of meeting.
- **Holders of bearer shares:** the postal or proxy voting form may be requested from the intermediaries who manage their securities. Any request must be sent by the financial intermediary concerned to Societe Generale, Service des Assemblées, 32, rue du Champs de Tir, CS 30812, 44308 Nantes Cedex 3 no later than six days before the date of the Meeting (Article R. 225-75 of the French Commercial Code). The postal or proxy voting form must be accompanied by a certificate of shareholdings issued by the financial intermediary, who must send these documents to Societe Generale, Service des Assemblées, 32, rue du Champ de Tir, CS. 30812, 44308 Nantes Cedex 3.

In all cases, the postal or proxy voting form duly completed and signed (and accompanied by the certificate of shareholdings in the case of bearer shares) must be returned in such a way that the Meeting service of Societe Generale or the Company receives it no later than three (3) days before the date of the Shareholders' Meeting in accordance with the provisions of Article R. 225-77 of the French Commercial Code (*Code de commerce*).

3.2.2 Voting and appointing a proxy by Internet

Shareholders also have the option of transmitting their voting instructions and appointing or revoking a proxy online before the Meeting on the Votaccess website as specified below:

- **registered shareholders:** they can use Votaccess to vote or appoint a proxy online by logging into www.sharinbox.societegenerale.com, using the Sharinbox access code and password posted to them by Societe Generale Securities Services. They must then follow the instructions on the screen;
- **holders of bearer shares:** they can sign into the website of their account-keeping institution with their usual access codes. They must then click on the icon that appears on the line corresponding to their Company shares to access the Votaccess website and follow the instructions on the screen. Only a holder of bearer shares whose account-keeping institution has joined Votaccess can vote or appoint or revoke a proxy online. If the bank holding the shareholder's account is not connected to Votaccess, proxies can be appointed or revoked electronically, in accordance with Articles R. 22-10-24 and R. 225-79 of the French Commercial Code (*Code de commerce*), as explained above.

The secure Votaccess platform will be open from **9.00 a.m.** (Paris time) on **30 April 2021**. The option to vote or appoint or revoke a proxy by Internet before the Shareholders' Meeting will end at **3.00 p.m.** (Paris time) on Tuesday, **18 May 2021**, in accordance with Articles R. 225-77 and R. 225-80 of the French Commercial Code (*Code de commerce*). Shareholders are advised not to wait until the last few days before the Shareholders' Meeting to submit their instructions.

4. Shareholders' right to information

In accordance with applicable legal and regulatory provisions, all of the documents that will be presented at the Shareholders' Meeting will be published on the Company's website at <http://www.aldautomotive.com>, General Meeting section, at least 21 days prior to the date of [the Shareholders' Meeting](#), i.e. Wednesday, **28 April 2021**.

Any additional documents requested by shareholders under Articles L. 225-115 and R. 225-83 of the French Commercial Code (*Code de commerce*) can also be consulted on the Company's website: <http://www.aldautomotive.com>.

5. Proof of the right to attend the Shareholders' Meeting/Shareholder status

In accordance with Article R. 22-10-28 of the French Commercial Code (*Code de commerce*), the right to attend the Shareholders' Meeting is proven by a certificate of share registration in the name of the shareholder or of the intermediary registered on their behalf, the second business day prior to the Shareholders' Meeting, i.e. **Monday, 17 May 2021** at 0.00 a.m. (Paris time), or in the registered shareholders' registry held by the Company's representative, Societe Generale Securities Services, or in the bearer shareholders' registry held by the authorised intermediary.

For holders of bearer shares, the registration of the shares in the bearer share accounts held by the financial intermediaries proving the right to participate in the Shareholders' Meeting is recorded by a certificate of participation issued by the latter, appended, if necessary, to the postal and proxy voting form, or the request for an admission card made out in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Only those who can prove they are shareholders at 0.00 a.m. (Paris time) **on Monday, 17 May 2021**, in accordance with the above conditions, may participate in the Shareholders' Meeting.

A shareholder who has already voted by post or proxy may sell all or part of his/her shares at any time.

However, if the sale occurs before 0.00 a.m. (Paris time) on **Monday, 17 May 2021**, the Company will invalidate or modify the postal or proxy vote. For this purpose, the authorised intermediary account-keeper must notify the Company or their representative of the transfer and provide them with the information required.

Regardless of the method used, no transfers or other transactions carried out after 0.00 a.m. (Paris time) on **Monday, 17 May 2021**, will be notified by the authorised intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

The Board of Directors