

## RALLYE

A French *société anonyme* (joint stock company) with a share capital of €157,796,103  
Registered office: 83, rue du Faubourg-Saint-Honoré – 75008 Paris, France  
Registered with the Paris Trade and Companies Register under number 054 500 574

### ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

**Tuesday 17 May 2022**

#### Notice of Meeting – Ordinary and Extraordinary Shareholders' Meeting

The shareholders of Rallye are informed that an Ordinary and Extraordinary Shareholders' Meeting will be held on Tuesday 17 May 2022, at 10 a.m., at the Etoile Saint-Honoré conference and function centre at 21-25, rue Balzac, 75008 Paris, to deliberate on the following agenda and draft resolutions.

Shareholders are informed that the organisation of the Shareholders' Meeting may be adapted depending on the health situation and the legal and regulatory provisions. Please check the *Shareholders/Shareholder's Meeting* section on the Company's website [www.rallye.fr/en](http://www.rallye.fr/en) regularly for the final arrangements for attending the Shareholders' Meeting.

The Company has also taken the necessary measures necessary to allow shareholders to vote remotely. The Company's shareholders may therefore cast their vote prior to the Shareholders' Meeting by using the postal voting tools (via the secure Votaccess platform or by completing the paper voting form) or by giving a proxy, in accordance with the procedures described in this notice.

#### Agenda

Review of the Board of Directors' and the Statutory Auditors' reports

##### • Ordinary Shareholders' Meeting

- Approval of the parent company financial statements for the year ended 31 December 2021;
- Approval of the consolidated financial statements for the year ended 31 December 2021;
- Allocation of the net loss for the year;
- Agreements governed by Article L. 225-38 of the French Commercial Code and Statutory Auditors' special report - Approval of related-party agreements;
- Renewal of the appointments of Directors;
- Appointments of Directors;
- Appointment of a non-voting Director;
- Renewal of the appointment of a non-voting Director;
- Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code relating to the compensation of corporate officers paid in or awarded in respect of 2021;
- Approval of the aggregate compensation and benefits in kind paid to the General Manager in 2021 or awarded to him in respect of that year in connection with his term of office;
- Approval of the 2022 compensation policy for the General Manager in connection with his term of office;
- Approval of the compensation policy for non-executive corporate officers in connection with their 2022/2023 term of office;
- Authorisation for the Company to buy back its own shares.

##### - Extraordinary Shareholders' Meeting

- Authorisation granted to the Board of Directors to make free awards of existing or newly-issued shares of the Company to employees of the Company and its related companies; full waiver by shareholders of their preferential subscription rights thereto;
- Powers to carry out formalities.

#### Draft resolutions

##### Ordinary resolutions

###### First resolution

###### **Approval of the parent company financial statements for the year ended 31 December 2021**

The Ordinary Shareholders' Meeting, after reviewing the reports of the Board of Directors and of the Statutory Auditors, approves the parent company financial statements for the year ended 31 December 2021 as presented, together with any and all transactions reported therein or mentioned in said reports, and which show a net loss of €333,596,315.55.

The Meeting also notes that the parent company financial statements do not include any of the surplus amortisation or expenses relating to luxury items set out in Article 39-4 of the French Tax Code (*Code général des impôts*).

#### Second resolution

##### **Approval of the consolidated financial statements for the year ended 31 December 2021**

The Ordinary Shareholders' Meeting, after reviewing the reports of the Board of Directors and of the Statutory Auditors, approves the consolidated financial statements for the year ended 31 December 2021 as presented, which show a consolidated net loss of €378 million.

#### Third resolution

##### **Allocation of the net loss for the year**

The Ordinary Shareholders' Meeting, on the recommendation of the Board of Directors, resolves to allocate the net loss of €333,596,315.55 for the year ended 31 December 2021 to "Retained earnings", which will have a debit balance of €585,183,746.55.

The Shareholders' Meeting also notes that the dividend amounts paid to shareholders for the past three years were as follows:

Year ended	Amount <sup>(1)</sup> (in €)
31 December 2018	1.00
31 December 2019	None
31 December 2020	None

(1) For individuals who are tax residents in France, the 2018 dividend is subject to a 30% flat tax rate, comprising 17.20% in social security withholdings and 12.80% in income tax (not eligible for the 40% tax relief), except in cases where taxpayers specifically requested that they be taxed at the progressive income tax rate (eligible for the 40% tax relief).

#### Fourth resolution

##### **Related-party agreement: Approval of the Rallye Bond Subscription Agreement, the Fiduciary Trust Agreement and the Pledge Agreement entered into on 5 May 2021 between Rallye and F. Marc de Lacharrière ("Fimalac")**

The Ordinary Shareholders' Meeting, having reviewed the Statutory Auditors' special report on the agreements governed by Article L. 225-38 of the French Commercial Code, approves the Rallye bond subscription agreement, the fiduciary trust agreement and the Pledge Agreement, entered into with Fimalac as part of the financing of the tender offer on Rallye's unsecured debt, as authorised by Rallye's Board of Directors on 18 March 2021.

#### Fifth resolution

##### **Related-party agreement: Approval of the side letter entered into on 17 December 2021 between Rallye and F. Marc de Lacharrière ("Fimalac")**

The Ordinary Shareholders' Meeting, having reviewed the Statutory Auditors' special report on the agreements governed by Article L. 225-38 of the French Commercial Code, approves the conclusion of the side letter dated 17 December 2021 between Rallye and Fimalac concerning the amendments to the agreements entered into on 12 June 2020 following the decision of the Paris Commercial Court on 26 October 2021 to postpone the deadlines of Rallye's safeguard plan by two years, as authorised by Rallye's Board of Directors on 16 December 2021.

#### Sixth resolution

##### **Renewal of the appointment as Director of Jean-Charles Naouri**

The Ordinary Shareholders' Meeting hereby renews the appointment as Director of Jean-Charles Naouri for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2022.

#### Seventh resolution

##### **Renewal of the appointment as Director of Anne Yannic**

The Ordinary Shareholders' Meeting hereby renews the appointment as Director of Anne Yannic for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2022.

#### Eighth resolution

##### **Renewal of the appointment as Director of Euris**

The Ordinary Shareholders' Meeting hereby renews the appointment as Director of Euris, whose permanent representative to the Board of Directors is Odile Muracciole, for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2022.

#### Ninth resolution

##### **Renewal of the appointment as Director of Finatis**

The Ordinary Shareholders' Meeting hereby renews the appointment as Director of Finatis, whose permanent representative to the Board of Directors is Didier Lévêque, for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2022.

#### Tenth resolution

##### **Renewal of the appointment as Director of Foncière Euris**

The Ordinary Shareholders' Meeting hereby renews the appointment as Director of Foncière Euris, whose permanent representative to the Board of Directors is Virginie Grin, for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2022.

#### Eleventh resolution

##### **Appointment as Director of Matignon Diderot**

The Ordinary Shareholders' Meeting hereby renews the appointment as Director of Matignon Diderot, whose permanent representative to the Board of Directors is Alexis Ravalais, for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2022.

#### Twelfth resolution

##### **Appointment as Director of Laurence Dors**

The Ordinary Shareholders' Meeting hereby appoints Laurence Dors as Director for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2022.

#### Thirteenth resolution

##### **Appointment as Director of Philippe Castagnac**

The Ordinary Shareholders' Meeting hereby appoints Philippe Castagnac as Director for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2022.

#### Fourteenth resolution

##### **Renewal of the appointment as non-voting Director of Jean Chodron de Courcel**

The Ordinary Shareholders' Meeting hereby renews the appointment as non-voting Director of Jean Chodron de Courcel for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2022.

#### Fifteenth resolution

##### **Renewal of the appointment as non-voting Director of Philippe Charrier**

The Ordinary Shareholders' Meeting hereby appoints Philippe Charrier as non-voting Director for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2022.

#### Sixteenth resolution

##### **Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code relating to the compensation of corporate officers paid in or awarded in respect of 2021**

The Ordinary Shareholders' Meeting, after reviewing the Board of Directors' Corporate Governance Report, pursuant to Article L. 22-10-34 I of the French Commercial Code, approves information relating to the compensation paid to corporate officers of the Company in 2021 or awarded to them in respect of that year in connection with their term of office, the information referred to in paragraph I of Article L. 22-10-9 of the French Commercial Code as presented to the Shareholders' Meeting in said report.

#### Seventeenth resolution

##### **Approval of the aggregate compensation and benefits in kind paid to the General Manager in 2021 or awarded to him in respect of that year in connection with his term of office**

The Ordinary Shareholders' Meeting, after reviewing the Board of Directors' Corporate Governance Report appended to the management report, approves pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components comprising the aggregate compensation and benefits in kind paid to the General Manager in 2021 or awarded to him in respect of that year in connection with his term of office, as presented to the Shareholders' Meeting in said report.

#### Eighteenth resolution

##### **Approval of the 2022 compensation policy for the General Manager in connection with his term of office**

The Ordinary Shareholders' Meeting, after reviewing the Board of Directors' Corporate Governance Report appended to the management report, approves, pursuant to Article L. 22-10-8 of the French Commercial Code the 2022 compensation policy for the General Manager in connection with his term of office, as presented in said report.

#### Nineteenth resolution

##### **Approval of the compensation policy for non-executive corporate officers in connection with their 2022/2023 term of office**

The Ordinary Shareholders' Meeting, after reviewing the Board of Directors' Corporate Governance Report appended to the management report, approves, pursuant to Article L. 22-10-8 of the French Commercial Code the compensation policy for non-executive corporate officers in connection with their 2022/2023 term of office, as presented in said report.

#### Twentieth resolution

##### **Authorisation for the Company to buy back its own shares**

The Ordinary Shareholders' Meeting, after reviewing the Board of Directors' report and acting in accordance with Articles L. 22-10-62 *et seq.* of the French Commercial Code, Articles 241-1 to 241-7 of the General Regulations of the French securities regulator (*Autorité des marchés financiers* – AMF), as well as European Union regulations on market abuse (particularly Regulation (EU) No. 596/2014 of 16 April 2014), authorises the Board of Directors to buy back Company shares, notably in order to:

- ensure the liquidity of and make a market for the Company's shares through an investment services provider acting independently in the name and on behalf of the Company, under the terms of a liquidity agreement that complies with a Code of Conduct recognised by the AMF;
- implement any shareholding or savings plan in accordance with Articles L. 3332-1 *et seq.* of the French Labour Code (*Code du travail*), or any free share award made under Articles L. 22-10-59, L. 22-10-60 and L. 225-197-1 of the French Commercial Code, or any other share-based compensation mechanism;
- deliver shares in connection with the exercise of rights attached to securities redeemable, convertible or exchangeable for shares or exercisable for shares upon presentation of a warrant or a debt security convertible or exchangeable for shares, or otherwise;
- hold shares for later use as payment or consideration in the context of or following any external growth transactions;
- cancel all or some of the shares in order to optimise earnings per share through a share capital reduction under the conditions provided for by law;
- implement any future market practice authorised by the AMF and, generally, carry out any transaction that complies with the applicable regulations.

The maximum unit purchase price is set at €30 per share.

This authorisation may be used within the limit of a number of shares representing 10% of the number of shares comprising the Company's share capital as of the date of this Shareholders' Meeting, i.e., 5,259,870 shares based on the share capital as of 17 March 2022, for a maximum amount of €157 million.

These shares may be acquired, sold, transferred or exchanged by any method and, in particular, on regulated markets or over-the-counter, including via block trades. These methods include the use of any derivative financial instrument traded on a regulated market or over the counter and the implementation of option-based strategies under the conditions authorised by the relevant financial markets' regulator, provided said methods do not cause a significant increase in the price volatility of the shares. The shares may also be placed on loan, pursuant to Articles L. 211-22 *et seq.* of the French Monetary and Financial Code.

This authorisation to buy back shares is given for a period that will expire at the Shareholders' Meeting called to approve the 2022 financial statements and management report, and no later than 17 November 2023.

In the event of a public tender offer for the shares or other securities issued by the Company, the Company may only use this authorisation for the purpose of meeting securities delivery commitments, notably in the context of free share plans, or strategic transactions, initiated and announced prior to the launch of said public tender offer.

Consequently, full powers are granted to the Board of Directors, with the ability to sub-delegate, to implement this authorisation, place any and all stock market orders, enter into any and all agreements for the purpose of, in particular, keeping account of share purchases and sales, allocate or reallocate the purchased shares in support of various objectives under applicable legal and regulatory conditions, complete any and all reporting to the AMF and perform any other formalities and, generally, do all that is necessary.

#### Extraordinary resolutions

##### Twenty-first resolution

##### **Authorisation granted to the Board of Directors to make free awards of existing or newly-issued shares of the Company to employees of the Company and its related companies; full waiver by shareholders of their preferential subscription rights thereto;**

The Extraordinary Shareholders' Meeting, after reviewing the reports of the Board of Directors and of the Statutory Auditors, in accordance with Article L. 225-197-1 *et seq.* of the French Commercial Code:

- authorises the Board of Directors, in accordance with, and on the conditions set forth in Articles L. 225-197-1 to L. 225-197-5 of the French Commercial Code, to carry out free awards of existing or newly-issued shares of the Company, on one or more occasions, to employees of the Company or certain categories thereof, as well

as to employees of companies or economic interest groupings affiliated with the Company on the terms and conditions provided in Article L. 225-197-2 of the French Commercial Code, provided, however, that the Company's executive corporate officers shall not be eligible to receive free share awards;

- resolves that the total number of shares that may be awarded shall not exceed 1% of the total number of shares representing the Company's share capital as of the Shareholders' Meeting of 17 May 2022, but without taking into consideration the adjustments that may be made to preserve the rights of beneficiaries as provided in applicable laws and regulations as well as applicable contractual provisions.

The Shareholders' Meeting authorises the Board of Directors, to carry out, alternatively or cumulatively, within the limit set out in the foregoing paragraph:

- to award shares from repurchases made by the Company on the terms and conditions provided in Articles L. 225-208 and L. 225-209 of the French Commercial Code; and/or
- to award shares that are newly issued in connection with capital increases; in such case, the Shareholders' Meeting hereby authorises the Board of Directors to increase the share capital by the maximum nominal amount corresponding to the number of shares awarded and hereby takes due note that this authorisation automatically and *ipso jure* operates a waiver in favour of the beneficiaries of the free share awards by the existing shareholders of their preferential right to subscribe for the shares to be issued, as well as to the portion of reserves, retained earnings or additional paid-in capital to be capitalised upon the free award of new shares, and to all rights to existing shares awarded without consideration.

The Shareholders' Meeting decides that the shares will be ultimately delivered to the beneficiaries thereof at the end of a vesting period, the duration of which will be set by the Board of Directors, provided, however, that such duration shall not be less than one year, and the shares shall be held thereby for a duration set by the Board of Directors, it being specified, however, that the aggregate duration of the vesting and lock-up periods shall not be less than two years. However, insofar as the vesting period for all or part of one or several awards is not shorter than a two-year minimum, the Board of Directors will be authorised to decide not to impose a lock-up period on the shares concerned.

The Board of Directors will also have the right to determine the vesting and lock-up periods in accordance with applicable laws and regulations in the beneficiaries' country of residence.

The Shareholders' Meeting authorises the Board of Directors to decide, in the event that the beneficiary suffers from a category 2 or 3 disability as provided for in Article L. 341-4 of the French Social Security Code (*Code de la sécurité sociale*), or their respective equivalents in other countries, that the shares could ultimately be delivered to said beneficiary prior to the end of the vesting period.

The Shareholders' Meeting resolves that the vesting of shares awarded to employees may be subject to one or several performance and/or service conditions determined by the Board of Directors.

The Shareholders' Meeting grants full authority to the Board of Directors, with the power to sub-delegate such authority on applicable legal terms and conditions, for the purpose of, and within the limits hereinabove set forth:

- selecting the beneficiaries, or the category or categories of beneficiaries, of free share awards, and determining the number of shares awarded to each of them, it being specified that any employee who holds more than a 10% equity stake in the share capital cannot receive shares, and that the grant of free shares cannot lead any one employee to hold more than a 10% equity stake in the share capital of the Company;
- allocating rights to receive shares on one or more occasions and at the times it deems appropriate;
- setting the terms and conditions and criteria for awarding the shares, such as, yet not limited to, seniority conditions, continuous service conditions for employees and corporate officers during the vesting period, and any other individual or collective financial or performance criterion;
- determining, under the applicable statutory conditions and limits, the final duration of the vesting period and, if applicable, the lock-up period;
- registering the free shares awarded, as the case may be, in an account held in the name of the rights-holder, referencing the lock-up condition and its duration;
- lifting restrictions on the sale of the shares during the lock-up period in the event of redundancy or retirement, while complying with the minimum lock-up period required;
- setting the retrospective or prospective *cum rights* date of the new shares issued in respect of the share awards;
- recording a locked-up reserve assigned to the rights of beneficiaries, corresponding to the aggregate par value of the shares that could potentially be issued through a capital increase, by withholding the necessary amounts from any and all reserves that can be freely used by the Company;
- withholding the necessary amounts from the locked-up reserve to cover the par value of the shares to be issued to beneficiaries and, if deemed appropriate, charging the capital increase costs against the reserve;
- in the event of a capital increase, amending the articles of association accordingly and carrying out any necessary formalities;
- making any necessary adjustments, as the case may be, during the vesting period, to the number of shares freely awarded based on the impact of any potential transactions involving the Company's share capital, in

order to protect the rights of beneficiaries, it being specified that any additional shares awarded as a result of these adjustments will be considered to have been awarded on the same date as the initially awarded shares;

As provided in Articles L. 225-197-4 and L. 225-197-5 of the French Commercial Code, a special report will be presented each year to the Ordinary Shareholders' Meeting on the transactions completed under this authorisation.

The Shareholders' Meeting sets the period during which the Board of Directors may use this authorisation at 38 months. It supersedes the earlier authorisation granted by the Shareholders' Meeting of 26 June 2020 for the same purpose.

#### Twenty-second resolution

##### **Powers to carry out formalities**

The Shareholders' Meeting grants full powers to the bearers of an original, excerpt or copy of the minutes of this Meeting to complete all filings, publications and formalities prescribed by law.

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## **1. PROCEDURES PRIOR TO PARTICIPATING IN THE SHAREHOLDERS' MEETING**

Shareholders, regardless of how many shares they own, may participate in the Shareholders' Meeting under applicable legal and regulatory conditions.

In accordance with Article R. 22-10-28 of the French Commercial Code, in order to participate in the Shareholders' Meeting, regardless of the method chosen (in person, by post or by proxy to the Chairman or to an individual or legal entity), shareholders must provide evidence of their shareholder status in accordance with the seventh paragraph of Article L. 228-1 of the French Commercial Code by demonstrating that their shares are registered in their own name or in that of the intermediary acting on their behalf, by 0:00 a.m. (CEST) of the second business day prior to the Shareholders' Meeting (i.e., 0:00 a.m. (CEST) on Friday, 13 May 2022):

- either in the Company's registered securities account held by its authorised representative BNP Paribas Securities Services – CTO, Service Assemblées – Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex, France.
- or in a bearer securities account held by an authorised broker, in accordance with Article L. 211-3 of the French Monetary and Financial Code (*Code monétaire et financier*)

The registration of shares in a bearer securities account must be confirmed by a certificate of share ownership (*attestation de participation*) issued by the account-keeping institution, by email if applicable, which must be attached to the postal voting or proxy form or to the request for an admission card, as applicable, drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Only shareholders who meet the conditions set out in the aforementioned Article R. 22-10-28 of the French Commercial Code at the date of the Meeting may participate in the Meeting.

- Joint owners of shares are represented by one of them or by a single authorised representative.
- Beneficial owners have voting rights at Ordinary Shareholders' Meetings and bare owners at Extraordinary Shareholders' Meetings. The beneficial owner and the bare owner can agree between them on the method of exercising the right to vote; they will have to inform the Company at least five days before the Meeting.
- For shareholders who have sold their shares before Friday 13 May 2020, at 0:00 am CEST, and have already requested an admission card or a certificate of share ownership in accordance with the conditions set out in Article R. 22-10-28, II of the French Commercial Code, or who have cast their vote remotely or given a proxy, their instructions for participating in the Meeting and voting will be voided or amended accordingly, as the case may be. No transfer of ownership completed after Friday 13 May 2022 at 0:00 a.m. CEST, regardless of the method used, shall be notified by the intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code or taken into consideration by BNP Paribas Securities Services, notwithstanding any agreement to the contrary.

## 2. METHODS FOR PARTICIPATING IN AND VOTING AT THE SHAREHOLDERS' MEETING

Shareholders may choose one of the following methods for exercising their voting rights at the Shareholders' Meeting:

- attend the Shareholders' Meeting in person;
- give proxy to another individual or legal entity of their choice;
- give proxy to the Chairman of the Meeting or give proxy without indicating a particular individual or legal entity, in which case a favourable vote for the resolutions approved by the Board of Directors will be cast;
- vote by post or online.

Shareholders will have two ways to choose how to participate and vote at the Shareholders' Meeting:

- using the Voting Form;
- using the Votaccess platform.

### 2.1 THE VOTING FORM

- For holders of REGISTERED or ADMINISTERED REGISTERED shares, the Voting Form will be automatically sent to them by BNP Paribas Securities Services with their notice of meeting;
- For holders of BEARER shares, the Voting Form will be available on the Company's website <https://www.rallye.fr/en> (Shareholders/Shareholder's Meeting section) or may be obtained from their account-keeping institution or by writing to BNP Paribas Securities Services - CTO, Service Assemblées - Grands Moulins de Pantin, 9 rue du Débarcadère - 93761 Pantin Cedex, France.  
The written request for the Voting Form must be made, at the latest, on the sixth day before the date of the meeting, i.e., Wednesday, 11 May 2022. These documents are available on the Company's website: <https://www.rallye.fr/en> (Shareholders/Shareholder's Meeting) no later than the twenty-first day prior to the Meeting, i.e., Tuesday, 26 April 2022.

#### 2.1.1 SHAREHOLDERS WISHING TO ATTEND THE MEETING IN PERSON

- Holders of REGISTERED or ADMINISTERED REGISTERED SHARES should tick "I WISH TO ATTEND THE MEETING" box at the top of the Voting Form and then sign, date and return the Voting Form to BNP Paribas Securities Services - CTO, Service Assemblées, using the prepaid (for French postage) envelope enclosed with the meeting brochure.

BNP Paribas Securities Services will then send such shareholders their admission card by post.

- Holders of BEARER shares should contact their account-keeping institution and indicate that they wish to attend the Shareholders' Meeting. Their account-keeping institution will then contact BNP Paribas Securities Services - CTO, Service Assemblées - Grands Moulins de Pantin, 9 rue du Débarcadère - 93761 Pantin Cedex to request an admission card on their behalf and provide a certificate of share ownership proving their shareholder status.

BNP Paribas Securities Services will then send them their admission card by post.

The request for an admission card must be received by BNP Paribas Securities Services at the latest by Saturday 14 May 2022.

Under no circumstances should requests for admission cards be sent directly to Rallye.

When signing the attendance sheet, the signatories must prove their identity.

#### 2.1.2 SHAREHOLDERS UNABLE TO ATTEND THE GENERAL MEETING AND WISHING TO VOTE BY POST OR GIVE PROXY

Shareholders wishing to vote by post or give proxy may choose one of the following three options on the Voting Form:

- Vote by post;
- Give a proxy to the Chairman of the Meeting;
- Give a proxy to their spouse, civil partner, another Rallye shareholder or any other individual or legal entity.

Whichever option they choose, shareholders should date and sign the Voting Form and return it as indicated below:

- Holders of REGISTERED or ADMINISTERED REGISTERED shares should return the Voting Form, together with the instructions, to BNP Paribas Securities Services - CTO, Service Assemblées, using the prepaid (for French postage) envelope enclosed with the meeting brochure, so that it reaches BNP Paribas Securities Services no later than three calendar days prior to the Shareholders' Meeting, i.e., Saturday 14 May 2022.
- Holders of BEARER shares should return the Voting Form with their instructions to their account-keeping institution, which will forward the Voting Form and the certificate of share ownership issued by the account-keeping institution to BNP Paribas Securities Services - CTO, which must receive both documents no later than three calendar days prior to the Shareholders' Meeting, i.e., Saturday, 14 May 2022.

. In accordance with Articles L. 22-10-43 and L. 228-1 *et seq.* of the French Commercial Code, shareholders not resident in France may ask the intermediary who is duly registered as the holder of their shares to communicate their vote or proxy under applicable legal and regulatory conditions, including by disclosing the information required under paragraph 2 of Article L. 228-3 of the French Commercial Code.

. For any postal or proxy voting form returned without a specific indication given, a favourable vote will be cast by the Chairman of the Meeting to approve the draft resolutions endorsed by the Board of Directors and an unfavourable vote will be cast by the Chairman of the Meeting for all other draft resolutions.

. The postal vote for the Meeting applies to any successive Meetings called to be held with the same agenda.

. If a shareholder wishes to appoint their spouse, civil partner, another shareholder of the Company or any other individual or legal entity as a proxy, the notification of the appointment of a proxy must be received by BNP Paribas Securities Services no later than three calendar days prior to the General Meeting, i.e., on Saturday 14 May 2022, by post indicating the name of the Company, the date of the Meeting, the last name, first name, address and account number for shareholders with registered shares or the bank references for shareholders with bearer shares, as well as the last name, first name and address of the proxy. Holders of bearer shares should also ask their account-keeping institution to send written confirmation to BNP Paribas Securities Services – CTO, Service Assemblées – Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex, France.

Any proxy may be revoked under the same conditions and timeframe as those applicable to appointment of a proxy.

. Shareholders who have already requested an admission card, voted by post or given proxy to the Chairman or third party will not be able to choose another method of participating in the Meeting.

## 2.2 USING THE VOTACCESS PLATFORM

In accordance with the provisions of Article R. 225-61 of the French Commercial Code and the Company's articles of association and in order to make it easier to participate in the Shareholders' Meeting, shareholders can participate electronically via the Votaccess platform.

**Votaccess will be open from Friday, 29 April to Monday, 16 May 2022, at 3:00 p.m. CEST (*the day before the Meeting*).**

**To access the Votaccess platform and send their instructions, shareholders should proceed as follows:**

**Holders of REGISTERED or ADMINISTERED REGISTERED shares** must log in to the Planetshares website: <https://planetshares.bnpparibas.com>.

- Shareholders with direct registered shares can connect with the login details and password they already use to access their registered securities account.
- Shareholders with administered registered shares should check the postal or proxy voting form sent with the notice of meeting brochure, that states their login details in the top right-hand corner.

On the **Planetshares webpage**, click on "**Take part in the vote**" to access the **VOTACCESS** platform.

**Shareholders with bearer shares**, can access the **VOTACCESS** platform from the website of the member account-keeping institution by entering the login details that they already use to view their account. Only shareholders whose account-keeping institutions have subscribed to the **Votaccess** platform and offer their clients this service will be granted direct access to Votaccess.

For holders of bearer shares whose account-keeping institution is not connected to Votaccess, requests to give or revoke a proxy can be submitted by email (*Article R. 22-10-24 of the French Commercial Code*). The financial intermediary is required to send an email to [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com) with the following information no later than Monday, 16 May 2022 at 3:00 p.m. CEST: the name of the Company (Rallye); the date of the Shareholders' Meeting (17 May 2022); the shareholder's first name, last name, address and securities account details; the first name, last name and address of the proxy; and the certificate of share ownership.

Only notices of appointments or revocations of proxies may be sent to the aforementioned email address. Any other



request or notification concerning any other matter will not be taken into account or processed.

Shareholders voting via the Votaccess platform are not required to return their Voting Form.

### **3. — WRITTEN QUESTIONS**

Shareholders may submit written questions to the Company in accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code. These questions should be sent to the Company's registered office at Rallye, FAO the Chairman of the Board of Directors, 83, rue du Faubourg Saint-Honoré, 75008 Paris, France, by registered letter with acknowledgement of receipt, or by email to [actionnairesrallye@rallye.fr](mailto:actionnairesrallye@rallye.fr), no later than the fourth business day prior to the Shareholders' Meeting, i.e., Wednesday, 11 May 2022. A share registration certificate must be sent along with the questions.

In accordance with legislation in force, a single answer may be given to questions that cover the same subject matter. The answer to a written question shall be deemed to have been given when it is posted on the Company's website in the *Shareholders/Shareholders' Meeting* section.

### **4. — REQUEST TO INCLUDE ITEMS OR DRAFT RESOLUTIONS ON THE AGENDA**

Reasoned requests to include items or draft resolutions on the agenda from shareholders who meet the applicable legal conditions should be sent to the Company's registered office by registered letter with acknowledgement of receipt and be received no later than twenty-five days prior to the Shareholders' Meeting.

These requests must be accompanied by a share registration certificate attesting that the requester holds or represents the fraction of capital required under Article R. 225-71 of the French Commercial Code.

The list of items added to the agenda and the text of the draft resolutions will be published on the Company's website (<https://www.rallye.fr/en>), in accordance with Article R. 22-10-23 of the French Commercial Code. Requests to table draft resolutions should be accompanied by the text of such resolutions and, if applicable, a brief explanatory statement.

In order for items or resolutions requested by shareholders to be reviewed at the Shareholders' Meeting, such shareholders must submit a new certificate by 0:00 a.m. (CEST) on the second business day prior to the Shareholders' Meeting proving registration of their shares, under the same conditions as those indicated above.

### **5. — RIGHT TO INFORMATION AND COMMUNICATION**

All documents and information made available to shareholders, as referred to in Article R. 22-10-23 of the French Commercial Code, may be consulted on the Company's website <https://www.rallye.fr/en> (under the heading *Shareholders/Shareholders' Meeting*) no later than the twenty-first day prior to the Shareholders' Meeting, i.e., Tuesday 26 April 2022. They will also be available at the Company's registered office or may be sent following a request submitted to BNP Paribas Securities Services at the above address.

Shareholders are encouraged to provide their email address when making any request.

The Board of Directors