

RALLYE

A French *société anonyme* (joint stock company) with a share capital of €158,775,609

Registered office: 103, rue de la Boétie - 75008 Paris, France

Registered with the Paris Trade and Companies Register under number 054 500 574

Tuesday 16 May 2023

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 16 May 2023, at 10 a.m., at the Apostrophe business centre at 83, avenue Marceau, 75016 Paris, to deliberate on the following agenda and draft resolutions.

Agenda

Board of Directors' and Statutory Auditors' reports

• Ordinary Shareholders' Meeting

- Approval of the company financial statements for the year ended 31 December 2022;
- Approval of the consolidated financial statements for the year ended 31 December 2022;
- 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;
- Renewal of the appointments of Directors;
- Appointment of a Statutory Auditor;
- Amendment to the 2022 compensation policy for the General Manager;
- Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code relating to the 2022 compensation of corporate officers;
- Approval of the components of compensation and benefits in kind paid in 2022 or awarded in respect of 2022 to Franck Hattab, General Manager until 29 September 2022, in connection with his term of office;
- Approval of the components of compensation paid in 2022 or awarded in respect of 2022 to Alexis Ravalais, General Manager as from 30 September 2022, in connection with his term of office;
- Approval of the 2023 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 2023/2024 term of office;
- Ratification of the decision to transfer the registered office.
- Ratification of the decision to transfer the registered head office of the company.

• Extraordinary Shareholders' Meeting

- Delegation of authority granted to the Board of Directors to issue shares or securities carrying rights to new or existing shares of the Company or existing shares of another company in which the Company directly or indirectly holds an equity interest, with pre-emptive subscription rights for existing shareholders;
- Delegation of authority granted to the Board of Directors to issue shares or securities carrying rights to new or existing shares of the Company or existing shares of another company in which the Company directly or indirectly holds an equity interest, without pre-emptive subscription rights for existing shareholders, via a public offering;
- Delegation of authority granted to the Board of Directors to issue shares or securities carrying rights to new or existing shares of the Company or existing shares of another company in which the Company directly or indirectly holds an equity interest, without pre-emptive subscription rights for existing shareholders, via a private placement defined in Article L. 411-2 of the French Monetary and Financial Code (*Code monétaire et financier*);
- Authorisation granted to the Board of Directors to set the issue price according to the methods determined by the Shareholders' Meeting, in the event of issues, via public tender offers or private placements, without pre-emptive subscription rights for existing shareholders;
- Authorisation granted to the Board of Directors for the purpose of increasing the number of securities to be issued in the event of a share capital increase carried out with or without shareholders' preferential subscription rights;
- Delegation of authority granted to the Board of Directors to increase the share capital by capitalising reserves, profits, premiums or other sums eligible for capitalisation;
- Delegation of authority granted to the Board of Directors to issue shares or securities carrying rights to shares of the Company in the event of a public exchange offer launched by Rallye for the securities of another publicly traded company, without pre-emptive subscription rights for existing shareholders;

- Delegation of powers granted to the Board of Directors, within the limit of 10% of the Company's share capital, to issue shares or securities carrying rights to shares in order to compensate contributions in kind granted to the Company and composed of shares or securities carrying rights to shares;
- Aggregate ceiling applicable to the financial authorisations granted to the Board of Directors;
- Authorisation granted to the Board of Directors to increase the share capital and/or sell treasury shares for the benefit of employees, without pre-emptive subscription rights for existing shareholders;
- Amendments to the Articles of Association relating to the age limit for the exercise of the functions of Director, Chairman of the Board of Directors and General Manager (Articles 16, 20 and 21 of the Articles of Association);
- Powers to carry out formalities.

Draft resolutions

Ordinary resolutions

First resolution

Approval of the parent company financial statements for the year ended 31 December 2022

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 2022 as presented, together with any and all transactions reported therein or mentioned in said reports, and which show a net loss of €1,696,208,494.95.

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 2022

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 2022 as presented, which show a consolidated net loss of €412 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 €1,696,208,494.95 for the year ended 31 December 2022 to "Retained earnings", which will subsequently have a debit balance of €2,281,392,241.50.

The Meeting notes that no dividends have been paid in respect of the last three years.

Fourth resolution

Agreements governed by Article L. 225-38 of the French Commercial Code

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, acknowledges that no new related-party agreements were entered into in 2022.

Fifth resolution

Renewal of the appointment as Director of Philippe Castagnac

The Ordinary Shareholders' Meeting hereby renews the appointment as Director of Philippe Castagnac for a period of one (1) year which will expire at the end of the Shareholders' Meeting to be called to approve the financial statements for the year ending 31 December 2023.

Sixth resolution

Renewal of the appointment as Director of Laurence Dors

The Ordinary Shareholders' Meeting hereby renews the appointment as Director of Laurence Dors for a period of one (1) year which will expire at the end of the Shareholders' Meeting to be called to approve the financial statements for the year ending 31 December 2023.

Seventh 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 to be called to approve the financial statements for the year ending 31 December 2023.

Eighth 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 to be called to approve the financial statements for the year ending 31 December 2023.

Ninth 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 to be called to approve the financial statements for the year ending 31 December 2023.

Tenth 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 will be Virginie Grin, for a period of one (1) year which will expire at the end of the Shareholders' Meeting to be called to approve the financial statements for the year ending 31 December 2023.

Eleventh 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 will be Franck Hattab, for a period of one (1) year which will expire at the end of the Shareholders' Meeting to be called to approve the financial statements for the year ending 31 December 2023.

Twelfth resolution

Renewal of the 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 to be called to approve the financial statements for the year ending 31 December 2023.

Thirteenth resolution

Appointment of a new Statutory Auditor

The Ordinary Shareholders' Meeting, after reviewing the Board of Directors' report and noting that the term of office of Ernst & Young et Autres as Statutory Auditor is due to expire at the close of this meeting, resolves to elect Deloitte & Associés as Statutory Auditor to replace Ernst & Young et Autres, for a six-year term, expiring at the close of the Ordinary General Meeting to be called in 2029 to approve the financial statements for the year ending 31 December 2028.

Fourteenth resolution

Amendment to the 2022 compensation policy for the General Manager

The Ordinary Shareholders' Meeting, pursuant to Article L. 22-10-8 of the French Commercial Code, after reviewing the Board of Directors' Corporate Governance Report, approves the amendment to the 2022 compensation policy for the General Manager, modifying the amount of fixed compensation of the Company's new General Manager from 30 September 2022.

Fifteenth resolution

Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code relating to the 2022 compensation of corporate officers

The Ordinary Shareholders' Meeting, pursuant to Article L. 22-10-34 I of the French Commercial Code, after reviewing the Board of Directors' Corporate Governance Report, which includes information relating to the compensation paid to corporate officers of the Company in 2022 or awarded to them in respect of that year in connection with their term of office, approves 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.

Sixteenth resolution

Approval of the components of compensation and benefits in kind paid in 2022 or awarded in respect of 2022 to Franck Hattab, General Manager until 29 September 2022, in connection with his term of office

The Ordinary Shareholders' Meeting, pursuant to Article L. 22-10-34 II of the French Commercial Code, after reviewing the Board of Directors' Corporate Governance Report, approves the compensation paid to the General Manager in respect of 2022 in connection with his term of office, comprising solely a fixed portion, as presented to the Shareholders' Meeting in said report.

Seventeenth resolution

Approval of the components of compensation paid in 2022 or awarded in respect of 2022 to Alexis Ravalais, General Manager as from 30 September 2022, in connection with his term of office

The Ordinary Shareholders' Meeting, pursuant to Article L. 22-10-34 II of the French Commercial Code, after reviewing the Board of Directors' Corporate Governance Report, approves the compensation paid to the General Manager in respect of 2022 in connection with his term of office, comprising solely a fixed portion, as presented to the Shareholders' Meeting in said report.

Eighteenth resolution

Approval of the 2023 compensation policy for the General Manager in connection with his term of office

The Ordinary Shareholders' Meeting, pursuant to Article L. 22-10-8 of the French Commercial Code, after reviewing the Board of Directors' Corporate Governance Report, approves the 2023 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 2023/2024 term of office

The Ordinary Shareholders' Meeting, pursuant to Article L. 22-10-8 of the French Commercial Code, after reviewing the Board of Directors' Corporate Governance Report, approves the compensation policy for non-executive corporate officers in connection with their 2023/2024 term of office, as presented in said report.

Twentieth resolution

Ratification of the decision to transfer the registered head office of the company.

The Extraordinary Shareholders' Meeting, having heard the Board of Directors' report, ratifies the decision to transfer the registered office of the Company to 103 rue de la Boétie, Paris (75008), as adopted by the Board of Directors at its meeting on 16 December 2022.

Extraordinary resolutions

Twenty-first resolution

Delegation of authority granted to the Board of Directors to issue shares or securities carrying rights to new or existing shares of the Company or existing shares of any other company in which the Company directly or indirectly holds an equity interest, with pre-emptive subscription rights for existing shareholders

The Extraordinary Shareholders' Meeting, after reviewing the reports of the Board of Directors and of the Statutory Auditors and after noting that the share capital has been fully paid up, in accordance with Articles L. 225-127, L. 225-129, L. 225-129-2, L. 225-130, L. 225-132, L. 225-134, L. 22-10-49, L. 22-10-50 and L. 228-91 *et seq.* of the French Commercial Code:

- delegates its authority to the Board of Directors, with the ability to sub-delegate to the General Manager or, in agreement with the latter, to one or several Deputy General Managers, to issue shares or any other securities carrying rights, by any means, immediately and/or in the future, to shares of the Company, in one or several transactions and at its sole discretion, in the amounts and at the times that it shall determine, both in France and abroad, with pre-emptive rights for existing shareholders, by granting, at the Company's discretion, new and/or existing shares of the Company or existing shares of any other company in which it directly or indirectly holds an equity interest. The subscription may be carried out either in cash or by offsetting liabilities;
- resolves that the securities thus issued and carrying rights to new or existing shares of the Company, or existing shares of one of any other company in which it directly or indirectly holds an equity interest, may be debt securities or be associated with the issue of debt securities or allow said debt securities to be issued as interim securities. They may, in particular, take the form of subordinated or unsubordinated fixed term or undated debt securities, and be denominated in euros or its equivalent value in foreign currency or in any account unit established by reference to several currencies.

The Company's share warrants may be issued through a subscription offering, but also by free allocation to the owners of old shares, on the understanding that the Board of Directors will have the right to decide that rights to fractional shares will not be negotiable and that the corresponding securities will be sold.

The aggregate par value of Company shares that may be issued, immediately and/or in the future, by virtue of this delegation, shall not exceed 66 million euros, plus, as the case may be, the par value of any additional shares to be issued in order to protect, in accordance with legal and regulatory provisions and any contractual stipulations providing for other cases of adjustment, the rights of holders of securities granting future access to shares of the Company.

The aggregate par value of debt securities that may be issued by virtue of this delegation shall not exceed one billion euros or its equivalent value in foreign currency or in any account unit established by reference to several currencies.

In order to allow securities holders to exercise their rights to the Company's new shares, the Shareholders' Meeting also authorises the Board of Directors to increase the share capital by a maximum par value of sixty-six million euros (€66 million) in addition to, if necessary, the par value of any additional shares that may be issued to protect the rights of the holders of the securities carrying rights to the Company's shares, in accordance with the law.

In accordance with the law, the Board of Directors may introduce, if deemed necessary, a subscription right for excess shares in the event of a share or securities issue. This right would allow any excess shares or securities, after subscriptions as of right, to be allocated to shareholders who subscribed for a larger number of shares than the number they were entitled to as of right, in proportion to the subscription rights that they hold, and in any event, within the limit of their requests.

If subscriptions as of right and subscriptions for excess shares do not absorb the entire issue, the Board may limit the issue to the amount of the subscriptions received, on the condition that this amount represents at least three quarters of the initially decided issue amount.

In addition, if the issue is not taken up in full by shareholders exercising their pre-emptive rights as provided for above, the Board may freely distribute and/or offer all or some of the unsubscribed securities to the public.

This delegation of authority automatically implies, for the benefit of holders of securities that could be issued on the basis of this delegation of authority, the waiver by shareholders of their pre-emptive rights to subscribe for the new shares to which the securities may entitle them.

This delegation of authority, granted for a period of 26 months as from the date of this Meeting, supersedes all authorisations with the same purpose given by previous Shareholders' Meetings.

The Board of Directors may not, unless previously authorised by the Shareholders' Meeting, use this delegation of authority as from the date a third party files a tender offer for the Company's shares and until the end of the tender offer period.

Within the limits set by the Shareholders' Meeting and those prescribed by law, the Board of Directors shall have full powers, with the ability to sub-delegate, to use this delegation of authority, and namely to:

- determine (i) the characteristics, amount and conditions of any issue(s), in particular the category of the securities issued and their subscription price, with or without a premium, (ii) the conditions governing their payment, (iii) the date, even retroactive, from which the new shares will have dividend rights, (iv) the conditions under which securities issued under this resolution will grant access to ordinary shares to be issued by the Company, or, as the case may be, an equity interest, (v) and the conditions under which these securities may also grant access to existing equity securities;
- set, in the event of the immediate issue of debt securities and securities related to debt securities, the loan amount, duration, issue currency, subordination status, the fixed, variable, zero coupon, indexed or other interest rate and its payment date, the interest capitalisation conditions, the terms and conditions and fixed or variable redemption price, with or without a premium, the terms and conditions of redemption relative to market conditions, as well as the conditions under which they will carry rights to the shares of the Company and other terms and conditions of the issue (including whether to grant them guarantees or sureties);
- amend, during the life of the securities concerned, the terms and conditions of the securities issued or to be issued, in compliance with the applicable formalities;
- proceed, as the case may be, with the admission to trading on a regulated market of ordinary shares, securities to be issued or shares issued following the exercise of securities granting access to shares to be issued;
- take any and all measures to protect the holders of rights and securities carrying future rights to new shares of the Company, and do so in accordance with legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment;
- if necessary, suspend the exercise of the rights attached to these securities for a set period in accordance with legal and regulatory provisions;
- enter into any and all agreements, with any and all credit institutions, take any and all measures and carry out any and all formalities to ensure the completion and successful conclusion of any issue carried out using the powers conferred in this delegation of authority;
- deduct, as applicable, the capital increase costs from the amount of the premiums associated with each of these increases and, if considered appropriate, also deduct the sums required to raise the legal reserve to one-tenth of the new capital after each issue;
- place on record the completion of the share capital increases resulting from this resolution and amend the articles of association accordingly, complete any and all formalities and declarations and request any and all authorisations necessary to ensure the success of these issues.

Twenty-second resolution

Delegation of authority granted to the Board of Directors to issue shares or securities carrying rights to new or existing shares of the Company or existing shares of any other company in which the Company directly or indirectly holds an equity interest, without pre-emptive subscription rights for existing shareholders, via a public offering;

The Extraordinary Shareholders' Meeting, after reviewing the reports of the Board of Directors and of the Statutory Auditors and after noting that the share capital has been fully paid up, in accordance with Articles L. 225-129 à L. 225-129-6, L. 225-134 à L. 225-136, L. 22-10-49 à L. 22-10-52, L. 22-10-51, L. 22-10-54 and L. 228-91 et seq. of the French Commercial Code:

- delegates its authority to the Board of Directors, with the ability to sub-delegate to the General Manager or, in agreement with the latter, to one or several Deputy General Managers, to issue shares or any other securities carrying rights, by any means, immediately and/or in the future, to shares of the Company, via a public tender offer, in one or several transactions and at its sole discretion, in the amounts and at the times that it shall determine, both in France and abroad, via offerings other than those referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code by granting, at the Company's discretion, new shares and/or existing shares of the Company or existing shares of any other company in which it directly or indirectly holds an equity interest. The subscription may be carried out either in cash or by offsetting liabilities;
- resolves that the securities thus issued and carrying rights to new or existing shares of the Company, or existing shares of one of any other company in which it directly or indirectly holds an equity interest, may be debt securities or be associated with the issue of debt securities or allow said debt securities to be issued as interim securities. They may, in particular, take the form of subordinated or unsubordinated fixed term or undated debt securities, and be denominated in euros or its equivalent value in foreign currency or in any account unit established by reference to several currencies.

The total par value of the securities that may be issued under this delegation of authority may not exceed fifteen million euros (€15 million), if they are equity securities, plus, as the case may be, the par value of any additional shares to be issued in order to protect, in accordance with legal and regulatory provisions and any contractual stipulations providing for other cases of adjustment, the rights of holders of securities granting future access to the shares of the Company.

The aggregate par value of debt securities that may be issued by virtue of this delegation shall not exceed one billion euros (€1 billion) or its equivalent value in foreign currency or in any account unit established by reference to several currencies.

The Shareholders' Meeting resolves to waive the pre-emptive rights of existing shareholders to subscribe to the shares and securities carrying rights to the shares to be issued pursuant to this delegation of authority. However, the Shareholders' Meeting delegates the necessary powers to the Board of Directors to introduce, if considered useful for all or part of an issue, a priority subscription period for shareholders to acquire shares in proportion to existing stock and/or for excess shares and to determine the exercise terms and conditions thereof, in accordance with the applicable legal and regulatory provisions, on the understanding that the securities left unsubscribed under this right may be offered through a public placement in or outside France and on the international market.

In the event of a public exchange offer initiated by the Company on its own shares, the Shareholders' Meeting delegates to the Board of Directors the necessary powers to tender the securities described under Article L. 228-91 of the French Commercial Code and issued in connection with this authorisation.

This delegation of authority automatically implies, for the benefit of holders of securities that could be issued on the basis of this delegation of authority, the waiver by shareholders of their pre-emptive rights to subscribe for the new shares to which the securities may entitle them.

The issue price of the shares to be set by the Board of Directors will be at least equal to the minimum provided by regulations in force on the issue date, which is currently equal to the weighted average of the market prices of the share on Euronext Paris over the last three trading days preceding the day on which the price is set less, where appropriate, a maximum 10% discount, and after correcting this average, if necessary, for any difference in the dividend entitlement date.

The issue price of the securities carrying rights to shares of the Company and the number of shares to which these securities will carry rights, to be set by the Board of Directors, will be such that the sum immediately received by the Company plus, where appropriate, the sum that may be subsequently received by the Company is, for each share issued in connection with the issue of said securities, at least equal to the issue price defined in the previous paragraph.

This delegation of authority, granted for a period of 26 months as from the date of this Meeting, supersedes all authorisations with the same purpose given by previous Shareholders' Meetings.

The Board of Directors may not, unless previously authorised by the Shareholders' Meeting, use this delegation of authority as from the date a third party files a tender offer for the Company's shares and until the end of the tender offer period.

Within the limits set by the Shareholders' Meeting and those prescribed by law, the Board of Directors shall have full powers, with the ability to sub-delegate, to use this delegation of authority, and namely to:

- determine (i) the characteristics, amount and conditions of any issue(s), in particular the category of the securities issued and their subscription price, with or without a premium, (ii) the conditions governing their payment, (iii) the date, even retroactive, from which the new shares will have dividend rights, (iv) the conditions under which securities issued under this resolution will grant access to ordinary shares to be issued by the Company, or, as the case may be, an equity interest, (v) and the conditions under which these securities may also grant access to existing equity securities;
- set, in the event of the immediate issue of debt securities and securities related to debt securities, the loan amount, duration, issue currency, subordination status, the fixed, variable, zero coupon, indexed or other interest rate and its payment date, the interest capitalisation conditions, the terms and conditions and fixed or variable redemption price, with or without a premium, the terms and conditions of redemption relative to market conditions, as well as the conditions under which they will carry rights to the shares of the Company and other terms and conditions of the issue (including whether to grant them guarantees or sureties);
- amend, during the life of the securities concerned, the terms and conditions of the securities issued or to be issued, in compliance with the applicable formalities;
- proceed, as the case may be, with the admission to trading on a regulated market of ordinary shares, securities to be issued or shares issued following the exercise of securities granting access to shares to be issued;
- take any and all measures to protect the holders of rights and securities carrying future rights to new shares of the Company, and do so in accordance with legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment;
- if necessary, suspend the exercise of the rights attached to these securities for a set period in accordance with legal and regulatory provisions;
- enter into any and all agreements, with any and all credit institutions, take any and all measures and carry out any and all formalities to ensure the completion and successful conclusion of any issue carried out using the powers conferred in this delegation of authority;
- deduct, as applicable, the capital increase costs from the amount of the premiums associated with each of these increases and, if considered appropriate, also deduct the sums required to raise the legal reserve to one tenth of the new capital after each issue;
- place on record the completion of the share capital increases resulting from this resolution and amend the articles of association accordingly, complete any and all formalities and declarations and request any and all authorisations necessary to ensure the success of these issues.

Twenty-third resolution

Delegation of authority granted to the Board of Directors to issue shares or securities carrying rights to new or existing shares of the Company or existing shares of any other company in which the Company directly or indirectly holds an equity interest, without pre-emptive subscription rights for existing shareholders, via an offering as referred to in paragraph 1 of Article L. 411-2- of the French Monetary and Financial Code

The Extraordinary Shareholders' Meeting, after reviewing the reports of the Board of Directors and of the Statutory Auditors and after noting that the share capital has been fully paid up, in accordance with L. 225-129 à L. 225-129-6, L. 225-135, L. 225-136, L. 22-10-49 à L. 22-10-52 and L. 228-91 *et seq.* of the French Commercial Code,

- delegates its authority to the Board of Directors, with the ability to sub-delegate to the General Manager or, in agreement with the latter, to one or several Deputy General Managers, to issue shares or any other securities carrying rights, by any means, immediately and/or in the future, to shares of the Company, in one or several transactions and at its sole discretion, in the proportions and at the times that it shall determine, both in France and abroad, through a offering defined in Article L. 411-2 of the French Monetary and Financial Code, by granting, at the Company's discretion, new shares and/or existing shares of the Company, or existing shares of any other company in which it directly or indirectly holds an equity interest. The subscription may be carried out either in cash or by offsetting liabilities;
- resolves that the securities thus issued and carrying rights to new or existing shares of the Company, or existing shares of one of its subsidiaries, may be debt securities or be associated with the issue of debt securities or allow said debt securities to be issued as interim securities. They may, in particular, take the form of subordinated or unsubordinated fixed term or undated debt securities, and be denominated in euros or its equivalent value in foreign currency or in any account unit established by reference to several currencies.

The aggregate par value of Company shares that may be issued, immediately and/or in the future, by virtue of this delegation, shall not exceed 15 million euros, plus, as the case may be, the par value of any additional shares to be issued in order to protect, in accordance with legal and regulatory provisions and any contractual stipulations providing for other cases of adjustment, the rights of holders of securities granting future access to the shares of the Company.

The aggregate par value of debt securities that may be issued by virtue of this delegation shall not exceed un billion euros or its equivalent value in foreign currency or in any account unit established by reference to several currencies.

The Shareholders' Meeting resolves to cancel the pre-emptive rights of shareholders to subscribe for shares and securities carrying rights to the shares to be issued, for the benefit of the persons and entities referred to in Article L. 411-2 of the French Monetary and Financial Code.

This delegation of authority automatically implies, for the benefit of holders of securities that could be issued on the basis of this delegation of authority, the waiver by shareholders of their pre-emptive rights to subscribe for the new shares to which the securities may entitle them.

The issue price of the shares to be set by the Board of Directors will be at least equal to the minimum provided by regulations in force on the issue date, which is currently equal to the weighted average of the market prices of the share on Euronext Paris over the last three trading days preceding the day on which the price is set less, where appropriate, a maximum 10% discount, and after correcting this average, if necessary, for any difference in the dividend entitlement date.

The issue price of the securities carrying rights to shares of the Company and the number of shares to which these securities will carry rights, to be set by the Board of Directors, will be such that the sum immediately received by the Company plus, where appropriate, the sum that may be subsequently received by the Company is, for each share issued in connection with the issue of said securities, at least equal to the issue price defined in the previous paragraph.

This delegation of authority, granted for a period of 26 months as from the date of this Meeting, supersedes all authorisations with the same purpose given by previous Shareholders' Meetings.

The Board of Directors may not, unless previously authorised by the Shareholders' Meeting, use this delegation of authority as from the date a third party files a tender offer for the Company's shares and until the end of the tender offer period.

Within the limits set by the Shareholders' Meeting and those prescribed by law, the Board of Directors shall have full powers, with the ability to sub-delegate, to use this delegation of authority, and namely to:

- determine (i) the characteristics, amount and conditions of any issue(s), in particular the category of the securities issued and their subscription price, with or without a premium, (ii) the conditions governing their payment, (iii) the date, even retroactive, from which the new shares will have dividend rights, (iv) the conditions under which securities issued under this resolution will grant access to ordinary shares to be issued by the Company, or, as the case may be, an equity interest, (v) and the conditions under which these securities may also grant access to existing equity securities;
- determine the persons and entities referred to in Article L. 411-2 of the French Monetary and Financial Code and to whom the shares or securities would be issued;
- set, in the event of the immediate issue of debt securities and securities related to debt securities, the loan amount, duration, issue currency, subordination status, the fixed, variable, zero coupon, indexed or other interest rate and its payment date, the interest capitalisation conditions, the terms and conditions and fixed or variable redemption

price, with or without a premium, the terms and conditions of redemption relative to market conditions, as well as the conditions under which they will carry rights to the shares of the Company and other terms and conditions of the issue (including whether to grant them guarantees or sureties);

- amend, during the life of the securities concerned, the terms and conditions of the securities issued or to be issued in compliance with the applicable formalities;
- proceed, as the case may be, with the admission to trading on a regulated market of ordinary shares, securities to be issued or shares issued following the exercise of securities granting access to shares to be issued;
- take any and all measures to protect the holders of rights and securities carrying future rights to new shares of the Company, and do so in accordance with legal and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment;
- if necessary, suspend the exercise of the rights attached to these securities for a set period in accordance with legal and regulatory provisions;
- enter into any and all agreements, with any and all credit institutions, take any and all measures and carry out any and all formalities to ensure the completion and successful conclusion of any issue carried out using the powers conferred in this delegation of authority;
- deduct, as applicable, the capital increase costs from the amount of the premiums associated with each of these increases and, if considered appropriate, also deduct the sums required to raise the legal reserve to one tenth of the new capital after each issue;
- place on record the completion of the share capital increases resulting from this resolution and amend the articles of association accordingly, complete any and all formalities and declarations and request any and all authorisations necessary to ensure the success of these issues.

Twenty-fourth resolution

Authorisation granted to the Board of Directors to set the issue price according to the methods determined by the Shareholders' Meeting, in the event of issues, via public tender offers or private placements, without pre-emptive subscription rights for existing shareholders

The Extraordinary Shareholders' Meeting, after reviewing the reports of the Board of Directors and of the Statutory Auditors, authorises the Board of Directors, with the ability to sub-delegate to the General Manager or, in agreement with the latter, to one or several Deputy General Managers, in accordance with Article L. 22-10-52 of the French Commercial Code, during an issue carried out on the basis of the 22st and 23rd resolutions of this Meeting, to set, notwithstanding the provisions of Article L. L225-136-1° paragraph 2 of the French Commercial Code, the issue price under the conditions below:

- the issue price will be equal to the weighted average market price of the share over the ten trading days preceding the date on which it is set less, where appropriate, a maximum 10% discount;
- the issue price of the securities carrying rights to shares of the Company and the number of shares to which these securities carry rights, will be such that the sum immediately received by the Company plus, where appropriate, the sum that may be subsequently received by the Company is, for each share issued in connection with the issue of said securities, at least equal to the issue price defined in the previous paragraph.

The aggregate par value of share capital increases carried out pursuant to this resolution may not exceed 10% of the share capital per year. This ceiling shall be assessed on the date on which the Board of Directors sets the issue price.

This authorisation, granted for a period of 26 months as from the date of this Meeting, supersedes all authorisations with the same purpose given by previous Shareholders' Meetings.

Twenty-fifth resolution

Delegation of competence granted to the Board of Directors for the purpose of increasing the number of securities to be issued in the event of a share capital increase with or without pre-emptive subscription rights for existing shareholders

The Extraordinary Shareholders' Meeting, after reviewing the reports of the Board of Directors and of the Statutory Auditors, authorises the Board of Directors, with the ability to sub-delegate to the General Manager, or, in agreement with the latter, to one or several Deputy General Managers, in accordance with the provisions of Articles L. 225-135-1 and L. 22-10-49 of the French Commercial Code, and in the event of any issue carried out under the 21th to 24rd resolutions of this Meeting and at its sole discretion, for the purpose of issuing a higher number of shares or securities than initially set, within the time frame and limits provided for by the applicable regulations as of the issue date (or, currently, within 30 days of the end of the subscription period, and in an amount no higher than 15% of the initial issue and at the same price as that retained for the initial issue), and subject to compliance with the ceiling set in the resolution pursuant to which the issue was decided and to the aggregate ceiling set forth in the 29th resolution.

This authorisation, granted for a period of 26 months as from the date of this Meeting, supersedes all authorisations with the same purpose given by previous Shareholders' Meetings.

Twenty-sixth resolution

Delegation of authority granted to the Board of Directors to increase the share capital by capitalising reserves, profits, premiums or other sums eligible for capitalisation

The Annual General Meeting, voting in accordance with the quorum and majority rules governing ordinary shareholders' meetings, after reviewing the Board of Directors' report and voting in accordance with Articles L. 225-

129, L. 22-10-49, L. 225-130 and L. 22-10-50 of the French Commercial Code, delegates its authority to the Board of Directors, with the ability to sub-delegate to the General Manager, or in agreement with the latter, to one or several Deputy General Managers, to increase the share capital, on one or several occasions, at the times and according to the procedures that it will determine, via the capitalisation of reserves, profits, premiums or other sums that may be eligible for capitalisation, by issuing and awarding free shares or by raising the par value of existing shares or a combination of the two methods.

The amount by which the capital may be increased pursuant to this delegation of authority shall not exceed sixty-six million euros (€66 million), not including the amount necessary to protect the rights of holders of securities carrying rights to shares in accordance with the law.

The Board of Directors may not, unless previously authorised by the Shareholders' Meeting, use this delegation of authority as from the date a third party files a tender offer for the Company's shares and until the end of the tender offer period.

The Shareholders' Meeting grants full powers to the Board of Directors, with the ability to sub-delegate, for the purpose of implementing this delegation and, in particular, to:

- define all the terms and conditions for the authorised transactions and, in particular, set the amount and type of the reserves and share premiums to be capitalised, set the number of new shares to be issued or the amount of the increase in the par value of existing shares that make up the share capital, set the date, which may be retroactive, from which the new shares will carry rights to the dividend or the date from which the higher par value will take effect;
- take all the necessary steps to protect the rights of holders of securities carrying rights to shares of the Company on the day of the share capital increase;
- define the conditions for using fractional shares and, in particular, decide that these rights will be neither tradable nor transferable and that the corresponding shares will be sold, while allocating the proceeds from the sale to rights holders, no later than 30 days after the date on which the whole number of shares is registered in their account;
- record the completion of the capital increase resulting from the share issue, amend the articles of association accordingly, request the admission of the shares on a regulated market and carry out any and all required publication formalities; and
- generally, take any and all measures and complete any and all formalities required to ensure the successful completion of each capital increase.

This delegation of authority, granted for a period of 26 months as from the date of this Meeting, supersedes all authorisations with the same purpose given by previous Shareholders' Meetings.

Twenty-seventh resolution

Delegation of authority granted to the Board of Directors to issue shares or securities carrying rights to shares of the Company in the event of a public exchange offer launched by Rallye for the securities of another publicly traded company, without pre-emptive subscription rights for existing shareholders

The Extraordinary Shareholders' Meeting, after reviewing the reports of the Board of Directors and of the Statutory Auditors, delegates its authority to the Board of Directors, with the ability to sub-delegate to the General Manager, or in agreement with the latter, to one or several Deputy General Managers, to decide, at its sole discretion, to issue shares or any other securities carrying rights, by any means, immediately or in the future, to shares of the Company in consideration for the shares or securities tendered in any mixed or alternative public exchange offer launched by the Company and targeting the shares or securities of another company registered on one of the regulated markets specified by Article L. 22-10-54 of the French Commercial Code.

The Shareholders' Meeting resolves that securities thus issued, carrying rights to Company shares, may be debt securities or be associated with the issue of debt securities or allow said debt securities to be issued as intermediate securities. These securities may, in particular, take the form of subordinated or unsubordinated fixed term or undated debt securities, and be denominated in euros or its equivalent value in foreign currency or in any account unit established by reference to several currencies. The Shareholders' Meeting expressly resolves to waive as necessary the pre-emptive rights of existing shareholders to these shares or securities.

The aggregate par value of Company shares that may be issued, immediately and/or in the future, by virtue of this delegation, shall not exceed 15 million euros, plus, as the case may be, the par value of any additional shares to be issued in order to protect, in accordance with legal and regulatory provisions and any contractual stipulations providing for other cases of adjustment, the rights of holders of securities granting future access to the shares of the Company.

The aggregate par value of debt securities that may be issued by virtue of this delegation shall not exceed one billion euros or its equivalent value in foreign currency or in any account unit established by reference to several currencies.

The Shareholders' Meeting also authorises the Board of Directors, in order to allow securities holders to exercise their right to new Company shares, to increase the share capital by a maximum par value of 15 million euros.

The Board of Directors may not, unless previously authorised by the Shareholders' Meeting, use this delegation of authority as from the date a third party files a tender offer for the Company's shares and until the end of the tender offer period.

The Shareholders' Meeting notes that the issue of securities carrying rights to shares of the Company implies the waiver by shareholders of their pre-emptive right to subscribe for the shares to which the securities may entitle them.

The Board of Directors will have full powers, with the ability to sub-delegate, to implement the public tender offers described by this resolution. In particular, it will set the exchange rate and if necessary, the amount of the cash balance to be paid; record the number of securities tendered at maturity; set the conditions, the nature and the characteristics of the shares or securities delivered in exchange, the date, which may be retroactive, from which the new shares will have dividend rights; record as a statement of financial position liability the contribution premium against which, if necessary, all the costs and duties incurred by the transaction will be charged, and place on record the completion of the capital increases and amend the articles of association accordingly. It will also carry out any and all formalities and declarations and request any and all authorisations that might be required for the execution and successful completion of the transactions authorised by this delegation of authority, and generally, do all that is necessary.

This delegation of authority is granted for a period of 26 months as from the date of this Meeting; it supersedes all authorisations with the same purpose given by previous Shareholders' Meetings.

Twenty-eighth resolution

Delegation of powers granted to the Board of Directors, within the limit of 10% of the Company's share capital, to issue shares or securities carrying rights to shares in order to compensate contributions in kind granted to the Company and composed of shares or securities carrying rights to shares without pre-emptive subscription rights for existing shareholders;

The Extraordinary Shareholders' Meeting, after reviewing the reports of the Board of Directors and of the Statutory Auditors and voting in accordance with Articles L. 225-129 *et seq.*, L. 225-147, L. 22-10-49 and L. 22-10-53 of the French Commercial Code, delegates full powers to the Board of Directors, with the ability to sub-delegate to the General Manager, or in agreement with the latter, to one or several Deputy General Managers, to decide, in an amount not to exceed 10% of the Company's share capital as determined on the day the Board of Directors approves the issue and on the basis of the report of the Capital Contributions Auditor (*commissaire aux apports*) referred to in the first and second paragraphs of the above-mentioned Article L. 225-147, to issue shares or securities carrying rights to the shares of the Company, in order to compensate contributions in kind granted to the Company and comprising shares or securities carrying rights to shares of the Company, where the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable. It also resolves, as necessary, to waive, for the benefit of holders of these securities tendered under the contributions in kind, the pre-emptive rights of shareholders to the shares or securities to be issued.

The Shareholders' Meeting notes that this delegation of powers automatically implies the waiver by shareholders of their pre-emptive rights to subscribe for the Company shares that would have been associated with the securities issued on the basis of this delegation of powers, for the benefit of holders of securities carrying rights to shares of the Company issued under this delegation of powers.

The Board of Directors will have full powers, with the ability to sub-delegate, to implement this resolution, in particular to decide, based on the report of the independent valuer(s) described in paragraphs 1 and 2 of the abovementioned Article L. 225-147, whether the contributions in kind and the grant of special benefits and their value have been measured appropriately (including, to reduce, with the contributors' agreement, the valuation of contributions or the compensation to be awarded for special benefits), to set the conditions, the nature and characteristics of the shares and other securities to be issued, to place on record the completion of the capital increases carried out under this delegation of powers, amend the articles of association accordingly, carry out any and all formalities and declarations and apply for any and all authorisations that might be necessary to make these contributions and generally, do all that is necessary.

The Board of Directors may not, unless previously authorised by the Shareholders' Meeting, use this delegation of authority as from the date a third party files a tender offer for the Company's shares and until the end of the tender offer period.

This delegation of powers, granted for a period of 26 months as from the date of this Meeting, supersedes all authorisations with the same purpose given by previous Shareholders' Meetings.

Twenty-ninth resolution

Aggregate ceiling applicable to the financial authorisations granted to the Board of Directors

The Extraordinary Shareholders' Meeting, after reviewing the Board of Directors' report, and subject to adoption of the 21th to 28th resolutions above, resolves that:

- the total nominal value of debt securities that may be issued under these resolutions may not exceed one billion euros (€1 billion) or its equivalent value in foreign currency or in any account unit established by reference to several currencies,
- the total par value of the shares that may be issued, immediately and/or in the future, pursuant to the 21th to 28th resolutions, may not exceed sixty-six million euros (€66 million), it being specified that the par value of the capital increases that may be carried out, immediately and/or in the future, without pre-emptive rights for existing shareholders, may not exceed fifteen million euros (€15 million) under the 22st, 23rd, 24rd, 25th, 27th and 28th resolutions, not including, for each of these amounts, the par value of any additional shares to be issued in order to protect the rights of holders of securities granting access to the share capital of the Company. The Shareholders' Meeting notes that the aggregate par values of 66 million euros and of 15 million euros do not include the par value of the shares:
- to be awarded to employees and corporate officers under free share plans where the shares are allocated via a capital increase;
- to be issued, if necessary, for the benefit of employees who are members of the Company savings plan, in accordance with the 30th resolution;

The Extraordinary Shareholders' Meeting resolves that the Board of Directors may not, unless previously authorised by the Shareholders' Meeting, use delegations of authority and authorisations granted in the 21th to the 28th resolutions as from the date a third party files a tender offer for the Company's shares until the end of the tender offer period.

thirtieth resolution

Authorisation granted to the Board of Directors to increase the share capital and/or sell shares held in treasury for the benefit of employees

The Extraordinary Shareholders' Meeting, after reviewing the reports of the Board of Directors and of the Statutory Auditors and voting in accordance with Articles L. 3332-2 *et seq.* of the French Labour Code and Article L. 225-138-1 of the French Commercial Code, authorises the Board of Directors, under the conditions provided for by law, with the ability to sub-delegate in application of Articles L. 225-129-2 and L. 225-129-6 of the French Commercial Code, to increase the share capital at its sole discretion and if considered necessary, in one or several transactions, through share issues, on implementing a cash issue of securities carrying rights to shares of the Company.

Participation in the capital increase will be restricted to employees who are members of a Company savings plan offered by Rallye and related companies under the conditions specified in Article L. 225-180 of the French Commercial Code and in Article L. 3344 *et seq.* of the French Labour Code.

The Shareholders' Meeting hereby resolves to cancel, for the benefit of the beneficiaries of any capital increases decided under this authorisation, the pre-emptive rights of existing shareholders to subscribe for the shares that will be issued.

The total number of shares that may be issued under this authorisation may not exceed 1% of the total number of shares representing the Company's share capital, it being specified that this ceiling is separate from the ceiling set in the 24th resolution and from the aggregate ceiling set in the 29th resolution.

The subscription price of the shares will be set in accordance with the provisions of Article L. 3332-19 of the French Labour Code.

The Shareholders' Meeting also resolves that the Board of Directors will have the authority to award free shares or other securities carrying rights to shares of the Company, it being understood that the total benefit derived from such awards and, where appropriate, from any employer matching contribution or discount on the subscription price, may not exceed legal or regulatory limits.

The Shareholders' Meeting authorises the Board of Directors to sell the shares bought back by the Company pursuant to the provisions of Article L. 225-206 *et seq.* of the French Commercial Code, in one or several transactions and at its sole discretion, within the limit of 1% of the shares issued by the Company to the employees who are members of a savings plan offered by the Company and related companies under the conditions set forth in Article L. 225-180 of the French Commercial Code and in Article L. 3332-18 *et seq.* of the French Labour Code. This authorisation, granted for a period of 26 months as from the date of this Meeting, supersedes all authorisations with the same purpose given by previous Shareholders' Meetings.

Capital increases may only be carried out under this authorisation insofar as they correspond to the number of shares subscribed by employees individually or through the intermediary of a corporate mutual fund (FCPE).

The Shareholders' Meeting authorises the Board of Directors, in accordance with and under the conditions of Article L. 225-135-1 of the French Commercial Code, to issue a higher number of shares than initially set, at the same price as for the initial issue, within the limit of the abovementioned ceiling.

The Shareholders' Meeting grants full powers to the Board of Directors, with the ability to sub-delegate under the conditions set forth by law, to implement this authorisation and carry out this or these issue(s) within the limits set above, on the dates, within the time frames and according to the methods that it shall determine in accordance with statutory and legal provisions and more particularly to:

- define the methods for the restricted issue or issues and, in particular, determine whether the issues can be carried out for the direct benefit of beneficiaries or through collective investment vehicles;
- set the amounts of the capital increases, the dates and duration of the subscription period, the terms and conditions and amount of time granted to subscribers to pay for their securities and the seniority conditions that should be met by the subscribers of new shares;
- after each capital increase and at its sole discretion, deduct the capital increase costs from the amount of the associated premiums and deduct from this amount the sums required to raise the legal reserve to one tenth of the new share capital;
- record the amount of the corresponding capital increases and amend the articles of association accordingly to reflect the direct or deferred capital increases; and
- generally, take any and all measures to complete any and all formalities required for the issue, the listing and the servicing of securities that may be issued under this authorisation.

Thirty-first resolution

Amendments to the Articles of Association relating to the age limit for serving as Director, Chairman of the Board of Directors and General Manager (Articles 16, 20 and 21-1 of the Articles of Association)

The Extraordinary Shareholders' Meeting, after reviewing the Board of Directors' report, resolves to set the age limit for serving as Director, Chairman of the Board of Directors and General Manager at 78 years and to amend the wording of Article 16-II, Article 20-4 and Article 21-I-6 of the Articles of Association, which shall henceforth read as follows:

"Article 16 - Term of office - Age limit - Replacement of Directors appointed by the Ordinary Shareholders' Meeting

(...)

II - All Directors who are natural persons or who are permanent representatives of a legal entity are deemed to have automatically resigned from office at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the year in which they reach 78 years of age."

(...)

"Article 20 - Chairman of the Board of Directors

(...)

The Chairman is deemed to have automatically resigned from office at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the year in which they reach 78 years of age.

(...)"

"Article 21 - General Management

I. General Manager

(...)

The General Manager is deemed to have automatically resigned from office at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the year in which they reach 78 years of age.

(...)"

The other wording of Articles 16, 20 and 21 remain unchanged.

Thirty-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, 12 May 2023):

- either in the Company's registered securities account held by its authorised representative Uptevia- , 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 12 May 2023, 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 12 May 2023 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 Uptevia, notwithstanding any agreement to the contrary.

Shareholders will not have the option of participating in the Meeting or voting by videoconference or other means of telecommunication. Therefore, no site referred to in Article R. 225-61 of the French Commercial Code will be set up for this purpose.”

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 Uptevia 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 Uptevia, 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., tuesday, 12 May 2023. 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., wednesday, 25 April 2023.

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 Uptevia-, Service Assemblées, using the prepaid (for French postage) envelope enclosed with the meeting brochure.

Uptevia 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 Uptevia, 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.

Uptevia 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 Friday 12 May 2023.

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 Upevia, 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., Friday, 12 May 2023.
- 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 Upevia, which must receive both documents no later than three calendar days prior to the Shareholders' Meeting, i.e., Friday, 12 May 2023.
- .

. 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 Friday 12 May 2023, 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 Upevia –, 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 Wednesday, 26 April to Monday, 15 May 2023, 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.uptivia.pro.fr>.

- 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_france_CTS.mandats@uptevia.pro.fr with the following information no later than Monday, 15 May 2023 at 3:00 p.m. CEST: the name of the Company (Rallye); the date of

the Shareholders' Meeting (16 May 2023); 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, 103, rue La Boétie, 75008 Paris, France, by registered letter with acknowledgement of receipt, or by email to actionnairesrallye@rallye.fr, no later than the fourth business day prior to the Shareholders' Meeting, i.e., Wednesday, 10 May 2023. 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 25 April 2023. They will also be available at the Company's registered office or may be sent following a request submitted to Uptevia at the above address.

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

The Board of Directors