

RALLYE

A French *société anonyme* (joint stock company) with a share capital of €158,775,609
Registered office: 103, rue La Boétie - 75008 Paris, France
Registered with the Paris Trade and Companies Register under number 054 500 574

Notice of Meeting (constituting prior notice)

The shareholders of the Company are convened to an Ordinary Shareholders' Meeting **on 12 February 2024**, at 2:00 pm CEST, at Hôtel Marriott Champs-Élysées, 70-72 avenue des Champs-Élysées, 75008 Paris, France, to deliberate upon the following agenda:

Agenda

- Reading of the Statutory Auditors' special alert report;
- Reading of the Board of Directors' report;
- Shareholders' Meeting specific deadline;
- Deliberation on the issues raised by the Statutory Auditors as part of the alert procedure.

Text of the draft resolutions

First resolution (*Reading of the Statutory Auditors' special alert report*) - The Shareholders' Meeting, having heard the reading of the Statutory Auditors' special alert report referred to in Article L. 234-1 of the French Commercial Code, received on 12 January 2024 takes note of said report.

Second resolution (*Shareholders' Meeting specific deadline*) - The Shareholders' Meeting acknowledges that the Board of Directors has complied with the regulations applicable to Shareholders' Meetings, it being specified that the minimum period of 35 days between the date of publication in the French Bulletin of Mandatory Legal Announcements (*Bulletin des annonces légales obligatoires* – "BALO") of a notice relating to the Shareholders' Meeting and the date of the said meeting applicable to companies whose shares are not all in registered form, as provided for in Article R. 225-73 I of the French Commercial Code, cannot be complied with as it is incompatible with the specific rules laid down in respect of the alert procedure referred to in Articles L.234-1 and R.234-3 of the French Commercial Code, which provide that the Shareholders' Meeting must, in any event, be held no later than one month following the date of notification by the Statutory Auditors.

Third resolution (*Deliberation on the issues raised by the Statutory Auditors as part of the alert procedure*) - The Shareholders' Meeting, having heard the Statutory Auditors' special alert report and the Board of Directors' report, takes note of the facts likely to jeopardize the company's going concern identified by the Statutory Auditors as part of the alert procedure set out in Article L.234-1 of the French Commercial Code, as well as the responses given by the Chairman and the Board of Directors during this Meeting and the previous phases of the alert procedure.

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 Thursday 8 February 2024):

- either in the Company's registered securities account held by its authorised representative Uptevia, Service Assemblées, 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense 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 bearer share accounts held by an intermediary referred to in Article L. 211-3 of the French Monetary and Financial Code must be evidenced by a certificate of share ownership (*attestation de participation*) issued by the intermediary (by electronic means where applicable). A certificate must also be issued by the authorised intermediary to any shareholder wishing to attend the meeting in person and who has not received his admission card by the second business day preceding the date of the Meeting, i.e. Thursday 8 February 2024 at 0.00 a.m. CEST.

In accordance with Article R. 22-10-28, III of the French Commercial Code, shareholders who have already requested an admission card, voted by post or given proxy will not be able to choose any other method of participating in the Meeting.

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.

. For shareholders who have sold their shares before Thursday 8 February 2024, 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 Thursday 8 February 2024 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, 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense 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.

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, 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex – France, 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 Uptevia at the latest by Thursday 8 February 2024.

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 Uptevia, Service Assemblées, using the prepaid (for French postage) envelope enclosed with the meeting brochure, so that it reaches Uptevia by Thursday 8 February 2024.
- 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 Uptevia, Service Assemblées, which must receive both documents by Thursday 8 February 2024.

. 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 Uptevia, i.e., on Thursday 8 February 2024, 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 Uptevia, Service Assemblées, 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex – France.

Appointment of a proxy can be submitted by mail to Uptevia, Service Assemblées, 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex – France, or by electronic means, by sending an e-mail bearing an electronic signature, resulting from a reliable identification process guaranteeing its link with the remote voting form, to the following e-mail address : paris_france_CTS_mandats@uptevia.pro.fr. Any proxy may be revoked under the same conditions and timeframe as those applicable to appointment of a proxy.

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 Monday 22 January 2024 to Friday 9 February 2024, at 3:00 p.m. CEST.

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.uptevia.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** planetshares.uptevia.pro.fr, 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.

If shareholders are no longer in possession of their username and/or password, they can contact 0 826 109 119 from France or +33 1 55 77 40 57 from abroad.

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 no later than Friday 9 February 2024, at 3:00 p.m. CEST, with the following information: the name of the Company (*Rallye*); the date of the Shareholders' Meeting (*16 February 2024*); 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., Tuesday 6 February 2024. 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.

In view of the mandatory deadline for holding this Shareholders' Meeting within one month of the date of notification by the Statutory Auditors in accordance with the provisions of Article R.234-3 of the French Commercial Code, this notice including the draft resolutions constitutes prior notice within the meaning of Article R. 225-73 of the French Commercial Code.

4. — 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> (*Shareholders/Shareholders' Meeting* section). 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