

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

Wednesday 22 May 2024

Notice of Meeting – Ordinary Shareholders' Meeting

The shareholders of Rallye are informed that an Ordinary Shareholders' Meeting will be held on Wednesday 22 May 2024, at 8:30 a.m., at Hôtel Marriott Champs-Élysées, 70-72 avenue des Champs-Élysées, 75008 Paris, France, to deliberate on the following agenda and draft resolutions.

Agenda

Board of Directors' and Statutory Auditors' reports

- Approval of the parent company financial statements for the year ended 31 December 2023;
- Approval of the consolidated financial statements for the year ended 31 December 2023;
- 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;
- Notification of the lack of candidates for election to the Board of Directors;
- Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code relating to the 2023 compensation of corporate officers;
- Approval of the components of compensation paid in 2023 or awarded in respect of 2023 to Alexis Ravalais, General Manager until 12 June 2023, in connection with his term of office;
- Approval of the components of compensation paid in 2023 or awarded in respect of 2023 to Franck Hattab, General Manager as from 12 June 2023, in connection with his term of office;
- Approval of the 2024 compensation policy for the General Manager in connection with his term of office;
- Powers to carry out formalities.

Draft resolutions

First resolution

Approval of the parent company financial statements for the year ended 31 December 2023

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 2023 as presented, together with any and all transactions reported therein or mentioned in said reports, and which show a net loss of €2.619.658.789,45.

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 2023

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 2023 as presented, which show a consolidated net loss of €8.499 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 €2.619.658.789,45 for the year ended 31 December 2022 to "Retained earnings", which will subsequently have a debit balance of €4.901.051.030,95.

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

Fourth resolution

Related-party agreements: Approval of the amendments entered into on 16 June 2023 between Rallye and F. Marc de Lacharrière (Fimalac), among others

The Ordinary Shareholders' Meeting, having reviewed the Statutory Auditors' special report on the agreements governed by Article L. 225-38 of the French Commercial Code, approves the amendments to their existing

agreements entered into on 16 June 2023 with Fimalac (subscription agreements entered into on 12 June 2020 and 5 May 2021), as authorised by Rallye's Board of Directors on 12 June 2023.

Fifth resolution

Notification of the lack of candidates for election to the Board of Directors

The Ordinary Shareholders' Meeting notes that there are no candidates for election to the Board of Directors .

Sixth resolution

Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code relating to the 2023 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 2023 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.

Seventh resolution

Approval of the components of compensation paid in 2023 or awarded in respect of 2023 to Alexis Ravalais, General Manager until 12 June 2023, 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 2023 in connection with his term of office, comprising solely a fixed portion, as presented to the Shareholders' Meeting in said report.

Eighth resolution

Approval of the components of compensation paid in 2023 or awarded in respect of 2023 to Franck Hattab, General Manager as from 12 June 2023, 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 2023 in connection with his term of office, comprising solely a fixed portion, as presented to the Shareholders' Meeting in said report

Ninth resolution

Approval of the 2024 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 2024 compensation policy for the General Manager in connection with his term of office, as presented in said report.

Tenth 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 Monday, 20 May 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, mentioned in 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 Monday 20 May 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 Monday 20 May 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, i.e., Thursday, 16 May 2024. 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, 1 May 2024.

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 Saturday 18 May 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 Upevia, Service Assemblées, using the prepaid (for French postage) envelope enclosed with the meeting brochure, so that it reaches Upevia Saturday, 18 May 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 Upevia, which must receive both documents Saturday, 18 May 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 Upevia no later than three calendar days prior to the General Meeting, i.e., on Saturday, 18 May 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 Upevia –, Service Assemblées – 90 – 110 Esplanade du Général de Gaulle, 92931 Paris La Défense Cedex, France.

The appointment of a proxy may be made by post to Upevia, 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@upevia.pro.fr. Any proxy may be revoked under the same conditions and timeframe as those applicable to appointment of a proxy.

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

2.2 USING THE VOTACCESS PLATFORM

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

Votaccess will be open from Friday, 3 May to Tuesday, 21 May 2024, 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 **webpage** <https://planetshares.uptivia.pro.fr>, click on "**Take part in the vote**" to access the **VOTACCESS** platform.

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

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 Tuesday, 21 May 2024 at 3:00 p.m. CEST: the name of the Company (Rallye); the date of the Shareholders' Meeting (22 May 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., Wednesday, 15 May 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.

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., Wednesday 1 May 2024. 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