

RALLYE

A French *société anonyme* (joint stock company) with a share capital of €157,119,705

Registered office: 83, rue du Faubourg-Saint-Honoré – 75008 Paris, France

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

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Tuesday 18 May 2021, at 10 a.m.

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, 18 May 2021, at 10 a.m., at the Company's registered office at 83, rue du Faubourg-Saint-Honoré, 75008 Paris, to deliberate on the following agenda and draft resolutions.

Disclaimer – Covid-19:

In the context of the Covid-19 health crisis, and in accordance with the provisions of French government order no. 2020-321 of 25 March 2020 and French decree no. 2020-418 of 10 April 2020 as extended by French decree no. 2021-255 of 9 March 2021, the Chairman of the Board of Directors, exceptionally decided, on the authority of the Board of Directors, to hold the Ordinary and Extraordinary Shareholders' Meeting of 18 May 2021 behind closed doors, without the physical presence of shareholders and other persons eligible to attend.

On the date of publication of this notice of meeting, administrative measures restricting or prohibiting travel or gatherings for health reasons prevent Rallye's shareholders from attending the Shareholders' Meeting in person, notably in view of the number of people usually present at previous Shareholders' Meetings, the obligation to comply with social distancing measures and the fact that conference and meeting rooms are closed. In addition, the Company does not have the technical means to allow the Meeting to be held by means of a telephone or audiovisual conference system.

In this context, we therefore invite the shareholders to exercise their voting rights prior to the holding of the General Meeting, either by returning their voting form by correspondence, or by giving a proxy to the Chairman, according to the terms that will be detailed in the publication notice in the Legal Announcements Bulletin. No admission card will be issued for this Shareholders' Meeting.

As a consequence, it will not be possible for shareholders to ask questions, nor to table draft amendments or new resolutions during the Shareholders' Meeting.

Written questions may be sent by registered letter with acknowledgment of receipt or by e-mail under the conditions provided for by the regulations in force.

Audio of the entire Meeting will be broadcast live in French on the Company's website. A replay will also be available online. The practical details of these arrangements will be available on the Company's website www.rallye.fr/en, in the [Shareholders/Shareholders' Meeting](#) section.

The shareholders are encouraged to regularly check the Shareholders' Meeting section of the Company's website (www.rallye.fr), to have access to all updated information on the Shareholders' Meeting.

Agenda

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

- **Ordinary Shareholders' Meeting**

- Approval of the parent company financial statements for the year ended 31 December 2020;
- Approval of the consolidated financial statements for the year ended 31 December 2020;
- 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;

- Renewal of the appointments of non-voting Directors;
 - Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code relating to the 2020 compensation of corporate officers
 - Approval of the aggregate compensation and benefits in kind paid to the General Manager in 2020 or awarded to him in respect of that year in connection with his term of office;
 - Approval of the 2021 compensation policy for the General Manager;
 - Approval of the compensation policy for non-executive corporate officers in connection with their 2021/2022 term of office;
 - Authorisation for the Company to buy back its own shares.
- **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 any other 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 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;
 - 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 private placement defined in Article L. 411-2-II of the French Monetary and Financial Code;
 - 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 to increase the initial amount of issues with or without pre-emptive subscription rights, in the event they are oversubscribed;
 - 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 tender 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;
 - Authorisation to reduce the share capital by cancelling shares held in treasury;
 - Powers to carry out formalities.

Draft resolutions

Ordinary resolutions

First resolution

Approval of the parent company financial statements for the year ended 31 December 2020

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 2020 as presented, together with any and all transactions reported therein or mentioned in said reports, and which show a net loss of €98,690,018.19.

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 2020

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 2020 as presented, which show a consolidated net loss of €472 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 €98,690,018.19 for the year ended 31 December 2020 to "Retained earnings", which will subsequently have a debit balance of €251,587,431.

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

Year ended	Amount ⁽¹⁾ (in €)
31 December 2017	1.00
31 December 2018	1.00
31 December 2019	None

(1) For individuals who are tax residents in France, the 2017 and 2018 dividends were subject to a 30% flat tax rate, comprising 17.20% in social security withholdings and 12.80% in income tax (not eligible for the 40% tax relief), except in cases where taxpayers specifically requested that they be taxed at the progressive income tax rate (eligible for the 40% tax relief).

Fourth resolution

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

The Ordinary Shareholders' Meeting, after reviewing the Statutory Auditors' special report on the agreements governed by Article L. 225-38 of the French Commercial Code, approves the related-party agreements relating to the agreements entered into with Fimalac for the refinancing of the derivatives transactions.

Fifth resolution

Renewal of the appointment as Director of Philippe Charrier

The Ordinary Shareholders' Meeting hereby renews the appointment as Director of Philippe Charrier for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2021.

Sixth resolution

Renewal of the appointment as Director of Jacques Dumas

The Ordinary Shareholders' Meeting hereby renews the appointment as Director of Jacques Dumas for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2021.

Seventh resolution

Renewal of the appointment as Director of Catherine Fulconis

The Ordinary Shareholders' Meeting hereby renews the appointment as Director of Catherine Fulconis for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2021.

Eighth resolution

Renewal of the appointment as Director of Jean-Charles Naouri

The Ordinary Shareholders' Meeting hereby renews the appointment as Director of Jean-Charles Naouri for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2021.

Ninth resolution

Renewal of the appointment as Director of Anne Yannic

The Ordinary Shareholders' Meeting hereby renews the appointment as Director of Anne Yannic for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2021.

Tenth resolution

Renewal of the appointment as Director of Euris

The Ordinary Shareholders' Meeting hereby renews the appointment as Director of Euris, whose permanent representative to the Board of Directors is Odile Muracciole, for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2021.

Eleventh resolution

Renewal of the appointment as Director of Finatis

The Ordinary Shareholders' Meeting hereby renews the appointment as Director of Finatis, whose permanent representative to the Board of Directors is Virginie Grin, for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2021.

Twelfth resolution

Renewal of the appointment as Director of Foncière Euris

The Ordinary Shareholders' Meeting hereby renews the appointment as Director of Foncière Euris, whose permanent representative to the Board of Directors is Didier Lévêque, for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2021.

Thirteenth resolution

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

The Ordinary Shareholders' Meeting hereby renews the appointment as non-voting Director of Jean Chodron de Courcel for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2021.

Fourteenth resolution

Renewal of the appointment as non-voting Director of Christian Paillot

The Ordinary Shareholders' Meeting hereby renews the appointment as non-voting Director of Christian Paillot for a period of one (1) year which will expire at the end of the Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2021.

Fifteenth resolution

Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code relating to the 2020 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 appended to the management report, which includes information relating to the compensation paid to corporate officers of the Company in 2020 or awarded to them in respect of that year in connection with their term of office, approves the information referred to in Article L. 22-10-9 I of the French Commercial Code as presented to the Shareholders' Meeting in said report.

Sixteenth resolution

Approval of the aggregate compensation and benefits in kind paid to the General Manager in 2020 or awarded to him in respect of that year 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 appended to the management report, approves the fixed, variable and exceptional components comprising the aggregate compensation and benefits in kind paid to the General Manager in 2020 or awarded to him in respect of that year in connection with his term of office, as presented to the Shareholders' Meeting in said report.

Seventeenth resolution

Approval of the 2021 compensation policy for the General Manager

The Ordinary Shareholders' Meeting, pursuant to Article L. 22-10-8 II of the French Commercial Code, after reviewing the Board of Directors' corporate governance report appended to the management report, approves the 2021 compensation policy for the General Manager in connection with his term of office, as presented in said report.

Eighteenth resolution

Approval of the compensation policy for non-executive corporate officers in connection with their 2021/2022 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 appended to the management report, approves the compensation policy for non-executive corporate officers in connection with their 2021/2022 term of office, as presented in said report.

Nineteenth resolution

Authorisation for the Company to buy back its own shares

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

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

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

This authorisation may be used within the limit of a number of shares representing 10% of the number of shares comprising the Company's share capital as of the date of this Shareholders' Meeting, i.e., 5,237,323 shares based on the share capital as of 18 March 2021, for a maximum amount of €157 million.

These shares may be acquired, sold, transferred or exchanged by any method and, in particular, on regulated markets or over the counter, including via block trades. These methods include the use of any derivative financial instrument traded on a regulated market or over the counter and the implementation of option-based strategies under the conditions authorised by the relevant financial markets' regulator, provided said methods do not cause a significant increase in the price volatility of the shares. The shares

may also be placed on loan, pursuant to Articles L. 211-22 *et seq.* of the French Monetary and Financial Code.

This authorisation to buy back shares is given for a period that will expire at the Shareholders' Meeting called to approve the 2021 financial statements and management report, and no later than 18 November 2022.

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

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

Extraordinary resolutions

Twentieth 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 one of its subsidiaries, 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 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 one of its subsidiaries. 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 an equivalent value in foreign currency or composite monetary units.

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 total par value of the securities that may be issued under this delegation of authority may not exceed sixty-six million euros (€66 million), if they are equity securities, and one billion euros (€1 billion) or the equivalent value in foreign currency or composite monetary unit, if they are debt securities.

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 withdraw 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-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 one of its subsidiaries, without pre-emptive subscription rights for existing shareholders, via a public tender offer

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 to L. 225-129-6, L. 22-10-49 to 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, 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, by granting, at the Company's discretion, new shares and/or existing shares of the Company or existing shares of one of its subsidiaries. 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 an equivalent value in foreign currency or composite monetary units.

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, and one billion euros (€1 billion) or the equivalent value in foreign currency or composite monetary unit, if they are debt securities.

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 fifteen million euros (€15 million).

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 withdraw 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 one of its subsidiaries, without pre-emptive subscription rights for existing shareholders, via a private placement defined in Article L. 411-2-II 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 Articles L. 225-127, L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 22-10-49 to 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 private placement 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 one of its subsidiaries. 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 an equivalent value in foreign currency or composite monetary units.

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, and one billion euros (€1 billion) or the equivalent value in foreign currency or composite monetary unit, if they are debt securities.

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 fifteen million euros (€15 million).

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 II 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 II 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 withdraw 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

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 21st and 22nd resolutions of this Meeting, to set, notwithstanding the provisions of Article L. 22-10-52,

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-fourth resolution

Authorisation granted to the Board of Directors to increase the initial amount of issues with or without pre-emptive subscription rights, in the event they are oversubscribed

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 20st to 23rd 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 28th 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-fifth 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 Extraordinary Shareholders' Meeting, after reviewing the Board of Directors' report and voting in accordance with Articles L. 225-129, L. 225-129-2, 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 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-sixth 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 tender 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 an equivalent value in foreign currency or composite monetary units.

The Shareholders' Meeting expressly resolves to waive as necessary the pre-emptive rights of existing shareholders to these shares or securities.

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, and one billion euros (€1 billion) or the equivalent value in foreign currency or composite monetary units, if they are debt securities.

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 fifteen million euros (€15 million).

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-seventh resolution

Delegation of powers granted to the Board of Directors 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

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, within the limit of 10% of the Company's capital, on the basis of the report of the independent valuer(s) (*Commissaire(s) aux apports*) referred to in the 1st and 2nd paragraphs of abovementioned 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 powers 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-eighth 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 the adoption of the 20th to 27th 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 the equivalent value in foreign currency or in composite monetary units,
- the total par value of the shares that may be issued, immediately and/or in the future, pursuant to the 21st to 27th 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 21st, 22nd, 23rd, 24th, 26th and 27th resolutions, without taking account of the par value of the additional shares to be issued to safeguard the rights of securities holders, as required by law.

The Shareholders' Meeting notes that the aggregate par values of sixty-six million euros (€66 million) and of fifteen million euros (€15 million) do not include the par value of the shares:

- to be issued upon the exercise of stock options reserved for employees and corporate officers;
- 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 a Company savings plan, in accordance with the 29st resolution;
- to be paid to shareholders in the form of a scrip dividend.

Twenty-ninth resolution

Authorisation granted to the Board of Directors to increase the share capital and/or sell treasury shares 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. 3332-18 *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. 233-16 of the French Commercial Code and in Article L. 3332-18 *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 23rd resolution and from the aggregate ceiling set in the 28th 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. 233-16 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 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.

Thirtieth resolution

Authorisation to reduce the share capital by cancelling shares held in treasury

The Extraordinary Shareholders' Meeting, after reviewing the reports of the Board of Directors and of the Statutory Auditors, authorises the Board of Directors, in accordance with Article L. 22-10-62 of the French Commercial Code, to reduce the share capital, in one or several transactions, within the limit of 10% of the share capital as of the cancellation date (i.e., adjusted to reflect any transactions in the share capital since the effective date of this resolution), by cancelling shares bought back by the Company pursuant to an authorisation given by the Ordinary Shareholders' Meeting, and to do so by 24-month periods.

The Shareholders' Meeting grants full powers to the Board of Directors, with the ability to sub-delegate, for the purpose of completing this or these share capital reduction(s) within the limits set forth above and, in particular, to record its or their completion and charge the difference between the purchase price of the shares and their par value against the reserve item or premium of its choice, amend the articles of association accordingly, and carry out any and all formalities.

Consequently, the Board of Directors will take all necessary measures and perform any and all legal and statutory formalities to successfully complete these transactions and, in particular, make the corresponding amendments to the articles of association.

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

Thirty-first 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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A. Conditions for participation

In accordance with the provisions of Article R. 22-10-28 of the French Commercial Code, the right to participate in the Shareholders' Meeting is subject to the registration of shares in the name of the shareholder or the intermediary registered on the shareholder's behalf if the shareholder resides outside France, no later than Friday 14 May 2021, at midnight CEST:

- either in registered securities accounts held by BNP Paribas Securities Services for the Company;
- or in bearer securities accounts held by the account-keeping institution, which must deliver a certificate of share ownership (*attestation de participation*) in this respect.

Shareholders who have already submitted their instructions for participation may sell all or part of their shares at any time:

- if the transaction is completed before Monday 14 May 2021 at 0:00 am CEST, the Company will void or amend, as the case may be, the instructions for participation submitted by the shareholders to exercise their right to vote. For this purpose, the intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code will notify the sale to the Company or its authorised representative and forward the necessary information to it;
- if the transfer of ownership is completed after Friday 14 May 2021 at midnight CEST, regardless of the method used, it shall not be notified by the intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code nor taken into consideration by the Company, notwithstanding any agreement to the contrary.

B. Participation methods

As indicated above, the Shareholders' Meeting of Tuesday 18 May 2021, will exceptionally be held behind closed doors, without the physical presence of shareholders and other persons eligible to attend.

Therefore, no admission cards will be issued.

- shareholders have the following options for participating:
 - . vote on the resolutions remotely; or
 - . give a proxy to the Chairman of the Meeting; or
 - . give a proxy to a named person, whether an individual or a legal entity, whether or not a shareholder, with the understanding that the proxy will have to vote remotely.

Any proxy may be revoked in the same way as required for appointing a proxy.

Voting by videoconference or by telecommunication is not planned for this Shareholders' Meeting and, therefore, no site referred to in Article R.225-61 of the Commercial Code will be set up for this purpose.

C. Procedures for participation in the Shareholders' Meeting

I. Online

Votaccess will be available starting on **Friday 30 April 2021**.

Deadlines for participation via Votaccess:

- To "vote on the resolutions": until Monday 17 May 2021, at 3:00 p.m. CEST (the day before the Meeting);
- To "give a proxy to the Chairman of the Meeting": until Monday 17 May 2021, at 3:00 p.m. CEST (the day before the Meeting);
- To "give a proxy to a third party": until Friday 14 May 2021, at midnight CEST (four days before the Meeting).

To "give a proxy to a third party", please refer to "D. Give a proxy to a named person" below for information on the mandatory procedure to be followed by the proxy.

Shareholders with registered shares (in direct or administered form) must go to <https://planetshares.bnpparibas.com>.

- For shareholders with direct registered shares: connect with the login details and password which you already use to access your registered securities account.
- For shareholders with administered registered shares: check the postal or proxy voting form sent with the notice of meeting brochure, that states your 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. Shareholders wishing to use this service can contact their account-keeping institution to check whether the service is available and whether it is subject to specific conditions of use.

For those shareholders with bearer shares whose account-keeping institution is not connected to the Votaccess site, requests to give or revoke a proxy can be submitted by email (Article R. 225-79 of the French Commercial Code). The financial intermediary is required to send an email to paris.bp2s.france.cts.mandats@bnpparibas.com with the following information: the name of the Company (Rallye); the date of the Shareholders' Meeting (18 May 2021); 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.

II By post, using the paper form

The postal or proxy voting form must reach BNP Paribas Securities Services – CTO, Service Assemblées – Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex, France no later than Friday 14 May 2021 at midnight CEST for your vote to be counted.

Shareholders with registered shares (in direct or administered form) can indicate their choice by filling in the appropriate box on the postal or proxy voting form sent with the notice of meeting brochure. The completed, dated and signed form must be sent to BNP Securities Services with a return envelope.

Shareholders with bearer shares can indicate their choice by filling in the appropriate box on the postal or proxy voting form. This form, duly completed and signed, together with a certificate of share ownership, must be sent by the account-keeping institution to BNP Paribas Securities Services.

Shareholders can obtain a postal or proxy voting form:

- from their account-keeping institution;
- on the Company's website www.rallye.fr/en, in the [Shareholders/Shareholders' Meeting](#) section; or
- by letter received at the latest six days before the date of the Shareholders' Meeting, addressed to BNP Paribas Securities Services – CTO, Service Assemblées – Grands Moulins de Pantin, 9 rue du Débarcadère – 93761 Pantin Cedex, France.

For any proxy voting form returned with no designated proxy, the Chairman of the Meeting will vote for adoption of the draft resolutions submitted or approved by the Board of Directors and against the adoption of any other draft resolutions (Article L.225-106, III, paragraph 5 of the French Commercial Code).

D. Give a proxy to a named person (*individual or legal entity, whether or not a shareholder*)

In accordance with Article 6 of French decree no. 2020-418 of 10 April 2020 extended by French decree no. 2021-255 of 9 March 2021, amending the rules for holding and taking decisions at Shareholders' Meetings in light of the Covid-19 epidemic, proxy appointments must be received by BNP Paribas Securities Services – CTO, Service Assemblées – Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, France, no later than four days before the date of the Shareholders' Meeting, i.e., no later than Friday, 14 May 2021, at midnight CEST.

The proxy must email his/her voting instructions to BNP Paribas Securities Services at paris.bp2s.france.cts.mandats@bnpparibas.com no later than four days before the date of the Shareholders' Meeting, i.e., no later than Friday 14 May 2021 at midnight CEST.

This email must contain:

- the completed, signed and dated postal form for voting on resolutions;
- the first name, last name and address of the shareholder;
- the CCN issuer registration account number (*holders of registered shares*) or the securities account details of the shareholder (*holders of bearer shares*);
- the first name, last name and address of the proxy.

The postal voting form can be downloaded from the Company's website www.rallye.fr, in the [Shareholders/Shareholders' Meeting](#) section.

E. Changing instructions

In accordance with Article 7 of French decree no. 2020-418 of 10 April 2020 extended by French decree no. 2021-255 of 9 March 2021, amending the rules for holding and taking decisions at Shareholders' Meetings in light of the Covid-19 epidemic, shareholders who have already submitted their instructions for participation in the Shareholders' Meeting may rescind their decision and choose another form of participation in the Shareholders' Meeting, provided that the instruction for participation is sent by email to BNP Paris Securities Services at the latest the day before the Shareholders' Meeting, i.e., Monday, 17 May 2021, at 3:00 p.m. CEST (*except in the case of appointing a new proxy*). The instructions previously received will then be revoked.

Shareholders, whether they hold shares in registered or bearer form, must send an email to BNP Paribas Securities Services at paris.bp2s.france.cts.mandats@bnpparibas.com. This email must contain:

- the completed, signed and dated postal voting form with the shareholder's new choice;
- his/her first name, last name and address;

- his/her CCN issuer registration account number (*holders of registered shares*) or the securities accounts details and the certificate of share ownership (*holders of bearer shares*).

The postal or proxy voting form is sent with the meeting brochure to registered shareholders. It can also be downloaded from www.rallye.fr/en, in the [Shareholders/Shareholders' Meeting](#) section.

F. Request to include items or proposed resolutions on the agenda

Shareholders' requests to include items or proposed resolutions on the agenda must be sent to the registered office: Rallye, Direction Juridique, 83, rue du Faubourg-Saint-Honoré, 75008 Paris, France, by registered letter with acknowledgement of receipt or by email at actionnairesrallye@rallye.fr, until the 25th day preceding the Shareholders' Meeting, i.e., 23 April 2021 in accordance with Article R. 225-73 of the French Commercial Code.

Shareholders' requests must be accompanied by a share registration certificate attesting that on the date of the request they hold or represent the fraction of capital required under Article R. 225-71 of the French Commercial Code (certificate of share ownership).

The review by the Shareholders' Meeting of the items or proposed resolutions submitted by the shareholders under the conditions described above is subject to the transmission by the requester of a new certificate proving registration of the shares in the same accounts on the second business day preceding the Meeting at midnight (CEST), i.e., 14 May 2021.

G. Written questions

Pursuant to Articles L. 225-108 and R. 225-84 of the French Commercial Code, shareholders may submit written questions. In accordance with the provisions of Article 8-2 II of French decree no. 2020-418 of 10 April 2020 as amended by French decree no. 2020-1614 of 18 December 2020, these questions must be sent to the Company's registered office, by registered letter with acknowledgement of receipt, or at the following email address: actionnairesrallye@rallye.fr, and must be received no later than the second business day prior to the Shareholders' Meeting, i.e., 14 May 2021. They must be accompanied by a certificate attesting to the existence of shares (certificate of share ownership) in either the registered share accounts held by the Company, or in the bearer share accounts held by an authorised intermediary.

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 section dedicated to questions and answers.

H. Shareholders' right to information

All documents referred to in Articles R. 225-89 *et seq.* of the French Commercial Code will be kept and made available to shareholders at the Company's registered office from the date of publication of the notice of meeting, at least fifteen days before the Shareholders' Meeting.

Information and documents relating to the Shareholders' Meeting set out in Article R.22-10-23 of the French Commercial Code will be available on Tuesday, 27 April 2021 on the Company's website www.rallye.fr/en in the [Shareholders/Shareholders' Meeting](#) section.

In accordance with Article 3 of French government order no. 2020-321 of 25 March 2020, extended by French decree no. 2021-255 of 9 March 2021, information and documentation will be validly sent by email, provided that the shareholder, in his/her request, provides the email address to which this information should be sent. Shareholders are encouraged to provide their email address with every request they make.

The Board of Directors