

Board of Directors' release

February 18<sup>th</sup>, 2022

**Compensation components for the 2021 financial year,  
Modification of the CEO's compensation policy for the 2020 financial year, and  
Compensation policies for the 2022 financial year for corporate officers**

The Board of Directors of Renault, at its meeting held on February 17, 2022, upon recommendation of the Governance and Compensation Committee, approved:

- the achievement rate of the performance criteria applicable to the annual variable compensation of Mr Luca de Meo, Chief Executive Officer, for the 2021 financial year;
- the adjustment of a criterion of the long-term variable compensation awarded to Mr Luca de Meo, Chief Executive Officer, for the 2020 financial year, resulting in the modification of the compensation policy voted by the Annual General Meeting of June 19<sup>th</sup>, 2020; and
- the compensation policies for the Chairman of the Board of Directors and the Chief Executive Officer for the 2022 financial year.

**I. Compensation components of the Chief Executive Officer for the 2021 financial year**

It is reminded that the Annual General Meeting of April 23<sup>rd</sup>, 2021 approved the compensation policy of the Chief Executive Officer for the 2021 financial year, as set by the Board of Directors' meeting of February 18<sup>th</sup>, 2021 and including *inter alia* the following items:

- an annual fixed compensation of €1,300,000;
- an annual variable compensation, fully payable in cash, of up to 150% of the fixed compensation in the event that all of the performance criteria are fully achieved; and
- a long-term compensation consisting in the allocation of 75,000 performance shares.

On February 17<sup>th</sup>, 2022, the Board of Directors approved, upon recommendation of the Governance and Compensation Committee, the achievement rate of the performance criteria determining the amount of the annual variable compensation of the Chief Executive Officer for the 2021 financial year.

The total compensation of the Chief Executive Officer for the 2021 financial year corresponds to the strict implementation of his compensation policy.

The achievement rate of the performance criteria determining the amount of the annual variable compensation of the Chief Executive Officer for the 2021 financial year are as follows:

	Criteria	Weighting	Achievement	Details of payout rates and indicators for each criterion
<b>QUANTIFIABLE CRITERIA</b>  (0% to 100% of fixed compensation)	<b>Group operating margin (Group OM)</b>	20%	<b>20%</b>	<ul style="list-style-type: none"> <li>• 0% if Group OM &lt; Budget</li> <li>• 16% if Group OM = Budget</li> <li>• 20% if Group OM ≥ Budget +0.2 point</li> </ul> Group OM was 2.2% in the 2021 budget and amounted to 3.6% for 2021.
	<b>Free Cash Flow (FCF)</b>  <i>(2021 budget including €1 billion dividend from RCI Banque)</i>	20%	<b>20%</b>	<ul style="list-style-type: none"> <li>• 0% if FCF &lt; Budget</li> <li>• 16% if FCF = Budget</li> <li>• 20% si FCF ≥ Budget +50%</li> </ul> FCF was €585 million in the 2021 budget and amounted to €1,272 million as of December 31 <sup>st</sup> , 2021.
	<b>Return on invested capital (ROCE)</b>	20%	<b>20%</b>	<ul style="list-style-type: none"> <li>• 0% if ROCE &lt; Budget</li> <li>• 16 % if ROCE = Budget</li> <li>• 20 % if ROCE ≥ Budget +2.5%</li> </ul> ROCE was 0.9% in the 2021 budget and amounted to 3.4% for 2021.
	<b>CO<sub>2</sub> emissions</b>  <i>(Based on the CAFE regulation for passenger vehicles registered in Europe. CAFE = Corporate Average Fuel Economy)</i>	20%	<b>20%</b>	<ul style="list-style-type: none"> <li>• 0% if CO<sub>2</sub> emissions &gt; CAFE Objective</li> <li>• 20% if CO<sub>2</sub> ≤ Objectif CAFE Objective</li> </ul> The Group's CAFE performance in 2021 has been achieved, with actual emissions at 108.7 g CO <sub>2</sub> /km in Europe and 112.76 g CO <sub>2</sub> /km in the UK, measured using the WLTP standards: which are below the regulatory ceilings applicable to Renault Group <i>(results to be consolidated and formalized by the European Commission in the coming months)</i> .
	<b>Fixed costs (FC)</b>	20%	<b>20%</b>	<ul style="list-style-type: none"> <li>• 0% if FC &gt; Budget</li> <li>• 16% if FC = Budget</li> <li>• 20% if FC ≤ Budget -3%</li> </ul> In the 2021 budget, the Fixed Costs reduction target was 4.5% compared to 2020. The reduction in Fixed Costs achieved by the end of December 2021 amounted to 11.8% compared to 2020.
	<b>Sub-total</b>		<b>100%</b>	<b>100%</b>

<p><b>QUALITATIVE CRITERIA</b></p> <p>(0% to 50% of fixed compensation)</p>	<p><b>New strategic plan “Renaulution”</b></p>	<p>20%</p>	<p><b>20%</b></p>	<p>All the indicators related to this criterion have been met or exceeded.</p> <ul style="list-style-type: none"> <li> <p><b>Implementation of the new organization by brand</b></p> <p>The Renaulution strategic plan involves the implementation of a new operating system to enhance competitiveness. In line with stated objectives, the Group's organization was thoroughly reviewed in 2021. The reorganization by brand was completed in 2021, and the brand divisions and global functions are now operational.</p> <p>The Group's organization chart has been adjusted accordingly. The organizational structures have been modified with updated hierarchical and functional reporting lines by entity. The employees concerned have been informed and the HR information system known as <i>People@Renault</i>, which is accessible to all employees, now reflects the new organizational structure.</p> <p>This new organization, focusing on value, is now operational, and is key to the implementation of the strategic plan.</p> <p>Upon recommendation of the Governance and Compensation Committee, the Board of Directors noted that this indicator has been met.</p> </li> <li> <p><b>Development of 8 key vehicle models of the Renaulution plan</b></p> <p>In line with the Renaulution plan, the development milestones for the eight key models (including Megane E-TECH Electric, Austral, Dacia Jogger and R5 Electric) have all been validated. The development of these models will contribute to the renewal and enhancement of the product line-up in order to improve competitiveness and profitability.</p> <p>Upon the recommendation of the Governance and Compensation Committee, the Board of Directors considered that the development milestones and their timetable were in line with objectives and noted that this indicator has been met.</p> </li> <li> <p><b>Level of invoicing within the Alliance between Renault, Nissan and Mitsubishi:</b></p> <p>Given the important role of the Alliance in Renault's strategy, the level of invoicing within the Alliance amongst Renault, Nissan and Mitsubishi has been chosen as a performance indicator. This indicator corresponds to the proportion of invoicing in relation to revenues. This percentage is set by the Alliance's exchange committees.</p> <p>In 2021, Renault's invoicing targets with the Alliance have been exceeded.</p> </li> </ul>
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	<p><b>Quality of CSR commitments</b></p>	<p>15%</p>	<p><b>15%</b></p>	<p>All indicators related to this criterion have been met or exceeded.</p> <ul style="list-style-type: none"> <li> <p><b>Health and safety (accident frequency rate)</b></p> <p>In 2021, and in line with previous announcements, the Group opted to use the FR2 rate (the frequency rate of work-related accidents with lost time for Renault employees and temporary workers) as the main indicator for work-related accidents. This FR2 rate is broader than the FR1 rate (used for the 2020 compensation policy), which applied only to a list of more serious injuries requiring off-site treatment.</p> <p>The FR2 rate decreased in 2021 and now stands at 1.75%, compared to an initial target of 2.3%. There has also been a significant decrease in the most severe accidents.</p> <p>Upon recommendation of the Governance and Compensation Committee, the Board of Directors noted that this indicator has been met.</p> </li> <li> <p><b>Gender pay-gap ratio:</b></p> <p>Specific actions in each country led to a reduction in the average wage gap between men and women. The target of an average gap of 2.5% has been exceeded to reach a rate of 1.3% by the end of 2021.</p> <p>Upon recommendation of the Governance and Compensation Committee, the Board of Directors noted that this indicator has been met.</p> </li> <li> <p><b>Definition of the Climate plan (strategy, timetable and quantified indicators):</b></p> <p>The decarbonization strategy, included in Renault Group's sustainability strategy, was validated by the Board of Directors and then presented at the Annual General Meeting on April 23, 2021. This ambitious strategy, broken down into binding objectives and in line with stakeholders' expectations, is described in the "Climate Report", which is available on the Group's website, and in chapter 2 of the Company's Universal Registration Document.</p> <p>Upon recommendation of the Governance and Compensation Committee, the Board of Directors noted that this indicator has been met.</p> </li> </ul>

				<p>Out of the two indicators related to this criterion, one has been fully achieved and the other one has been partially achieved.</p> <ul style="list-style-type: none"> <li>• <i>Reduction of the incident rate (number of incidents on vehicles under warranty after 3 months on the road)</i> This indicator, called the "GMF 3MIS WORLD", measures the number of incidents on vehicles after three months on the road. The objective of reducing this rate was achieved, with a 28% reduction compared to the previous year, for an annual reduction target of 20%. Upon recommendation of the Governance and Compensation Committee, the Board of Directors noted that this indicator has been met.</li> <li>• <i>Customer satisfaction level</i> This level is measured mainly through satisfaction surveys of customers of Renault Group's sales and after-sales dealerships. Each customer gives a score, and the result is the dealer's Net Promoter Score (NPS). This NPS is then consolidated by country by aggregating all the dealers in that country. The objective set for this indicator was to achieve a significant improvement in the NPS in at least 80% of Renault's 16 largest markets (France, Germany, Italy, Spain, the United Kingdom, Poland, Belgium, Romania, Russia, Turkey, Morocco, India, Argentina, Brazil, Colombia and South Korea). In 2021, the result obtained in this area was 83.33%, exceeding the target set. Upon the recommendation of the Governance and Compensation Committee, the Board considered that, despite the achievement of the target for this indicator, there was still room for improvement in terms of customer satisfaction. Consequently, the Board has set the level of achievement of this indicator is 10% out of a maximum of 15%.</li> </ul>
	<b>Customer satisfaction / Quality</b>	15%	<b>10%</b>	
	<b>Sub-total</b>	50%	<b>45%</b>	
	<b>TOTAL</b>	150%	<b>145%</b>	

Accordingly, the Board of Directors noted that the total achievement rate of the performance criteria was 145% for the 2021 financial year and consequently decided to set Mr. Luca de Meo's variable compensation for that year at a gross amount of €1,885,000.

Pursuant to the provisions of Article L. 22-10-34 II. of the French Commercial Code (*Code de commerce*), the payment of this annual variable compensation is conditional upon the approval of the compensation components of Mr Luca de Meo in respect of the 2021 financial year by the Annual General Meeting to be held on May 25<sup>th</sup>, 2022 (*ex-post say-on-pay*).

**II. Modification of a performance criterion of the long-term variable compensation of the Chief Executive Officer allocated for the 2020 financial year**

While the Chief Executive Officer's total compensation for financial year 2021 corresponds to a strict implementation of his compensation policy, the Board of Directors deemed it necessary to propose an adjustment to one of the criteria of the Chief Executive Officer's long-term variable compensation for fiscal year 2020 in order to take into account the impact of the Covid crisis on the implementation of compensation policies within the Renault Group. This adjustment is in line with the adjustment made to the employee performance shares plan affected by the health crisis, in order to preserve the retention value attached to these plans.

The Board took into account the fact that:

- the Free Cash Flow (FCF) target for the 2020-2021-2022 period was set well before the start of the pandemic; and
- the FCF for the 2020 financial year (-€4.2 billion) is not representative of the performance of the Group and of the CEO over the reference period of the plan.

In addition, in the absence of an adjustment, the exceptional situation for the 2020 financial year would result in the loss of all rights under this criterion over all three years of performance, corresponding to 30% of the Chief Executive Officer's long-term variable compensation.

This situation does not reflect the performance of the CEO since his arrival and the implementation of the Renault strategic plan. At the end of 2021, The Group took a decisive step in its recovery. Renault Group achieved its €2bn fixed cost reduction plan compared to 2019 one year ahead of schedule and lowered its breakeven point by 40% compared to 2019, 2 years in advance of the initial reduction target of more than 30% by the end of 2023 forecast in the Renault plan. The Group largely exceeded its 2021 financial targets despite the impact of semiconductor shortages and rising raw material prices: (i) the Group's operating margin amounted to €1.7 billion in 2021 (3.6% of revenues), an improvement of €2 billion vs. 2020, and thus reached 2 years ahead of schedule the Renault objective of an operating margin above 3%; (ii) Automotive operational Free Cash Flow (FCF) reached €1.3 billion, contributing to a €2 billion reduction in Automotive net debt.

In view of the foregoing, and upon the recommendation of the Governance and Compensation Committee, the Board of Directors has exceptionally decided to neutralize the 2020 financial year in the calculation of the FCF criterion assessed over three years and, in return, to reduce the number of share rights pursuant to this criterion by one third in the 2020 performance share plan benefiting the Chief Executive Officer.

The calculation of the FCF criterion, for the Chief Executive Officer's 2020 plan, would therefore relate only to the years 2021 and 2022; and the number of performance shares in the course of vesting would thus be reduced by 10% (i.e. 1/3 of the 30% weighting of this criterion) to a maximum of 67,500 shares.

The performance shares awarded to the Chief Executive Officer by the Board of Directors on July 29<sup>th</sup>, 2020, would thus be adjusted as follows:

Criteria assessed over a cumulative three-year period (2020, 2021, 2022)	<b>BEFORE</b> excluding FY 2020 for Free Cash Flow (FCF) criterion		<b>AFTER</b> excluding FY 2020 for Free Cash Flow (FCF) criterion	
	Criterion weighting	Maximum number of shares that could be vested	Criterion weighting	Maximum number of shares that could be vested
Total Shareholder Return (TSR)	20%	15,000	20%	15,000
Free cash flow (FCF)	30%	22,500	20%	15,000
Percentage of models manufactured on the Alliance platforms	30%	22,500	30%	22,500
Total carbon footprint	20%	15,000	20%	15,000
<b>TOTAL</b>	<b>100%</b>	<b>75,000</b>	<b>90%</b>	<b>67,500</b>

The other criteria and conditions for the full vesting of performance shares awarded to the Chief Executive Officer by the Board of Directors on July 29<sup>th</sup>, 2020, remain unchanged and demanding in accordance with the Group's compensation practices.

The adjustment to the Chief Executive Officer's long-term variable compensation for 2020 will be the subject of a specific resolution which will be submitted for approval to the Shareholders' General Meeting of May 25<sup>th</sup>, 2022 in order to modify (i) the compensation policy for the Chief Executive Officer for the 2020 financial year as approved by the General Meeting of June 19<sup>th</sup>, 2020, and, consequently, (ii) a performance criterion of the long-term variable compensation allocated to the Chief Executive Officer during the financial year ending December 31<sup>st</sup>, 2020, which was approved by the General Meeting of April 23<sup>rd</sup>, 2021.

### **III. Compensation policies for the corporate officers for the 2022 financial year**

The Board of Directors, at its meeting held on February 17<sup>th</sup>, 2022, upon recommendation of the Governance and Compensation Committee, set the compensation policies for the corporate officers for the 2022 financial year.

Pursuant to the provisions of Article L.22-10-8 of the French Commercial Code (*Code de commerce*), the compensation policy for each corporate officer for the 2022 financial year will be submitted for approval to the Company's Annual General Meeting to be held on May 25, 2022.

#### **A. Compensation policy for the Chairman of the Board of Directors for the 2022 financial year**

##### **Annual fixed compensation**

The annual fixed compensation remains at a gross amount of €450,000 payable in twelve monthly instalments.

##### **Annual variable compensation**

The Chairman of the Board of Directors will not receive any annual variable compensation.

##### **Multiyear variable compensation**

The Chairman of the Board of Directors will not receive any multiyear variable compensation.

##### **Exceptional compensation**

The Chairman of the Board of Directors will not receive any exceptional compensation in respect of the 2022 financial year.

##### **Long-term compensation**

The Chairman of the Board of Directors will not receive any long-term compensation.

##### **Compensation for directorship**

The Chairman of the Board of Directors will not receive any compensation in respect of his office as director

##### **Benefits of any kind**

The Chairman of the Board of Directors benefits from two company cars, including one with driver. It also benefits from the same life insurance and supplementary healthcare schemes as for the employees in France.

##### **Service provision agreements**

No service provision agreement will be entered into between the Company and the Chairman of the Board of Directors.

##### **Sign-on bonus**

The Chairman of the Board of Directors does not receive any sign-on bonus.

## Termination benefits

The Chairman of the Board of Directors does not benefit from any termination benefit, non-compete indemnity or top-up pension scheme.

## **B. Compensation policy for the Chief Executive Officer for the financial year 2022**

The Chief Executive Officer's compensation is determined on consideration of the responsibilities and missions assumed and attached to his corporate office, as well as the level of his skills, his experience and career path.

It is based on an analysis made by the Governance and Compensation Committee of the compensation paid to CAC 40 companies and international automotive groups (Stellantis, Volkswagen, Daimler, BMW, Volvo, Toyota, Honda, Ford et General Motors).

### **Annual fixed compensation**

The annual fixed compensation of the Chief Executive Officer remains unchanged since July 2020, at a gross annual amount of €1,300,000, payable in twelve monthly instalments.

### **Annual variable compensation**

The amount of annual variable compensation may reach 150% of the fixed compensation paid if all of the performance criteria are fully achieved. The annual variable compensation is fully paid in cash.

For the 2022 financial year, the performance criteria set by the Board of Directors include four financial criteria and three strategic and sustainability criteria. The Board of Directors considered that these are key indicators of the performance of the Renault Group and in particular in the implementation of the Renaulution strategic plan.

As part of the 2022 compensation policy and in order to take account the regular exchanges with shareholders and investors, in particular in the context of the dialogue conducted by the Chairman of the Board of Directors and the Lead Independent Director, the performance criteria for the annual variable compensation are now presented thematically, instead of the former distinction between "quantifiable" and "qualitative" criteria.

The level of transparency is maintained and the distinction between "quantifiable" and "qualitative" criteria is specified for each performance criterion.

Last, the quantifiable criteria for the annual variable compensation have been increased from 100% to 120% of fixed compensation; they thus remain preponderant, which is in line with the best practices applied by the Group.

The criteria and their weighting are shown in the tables below.

### ***Financial criteria for the 2022 financial year (0% to 90% of the fixed compensation)***

The "Renaulution" strategic plan has led to a reorientation of the Renault Group's strategy by focusing on value creation rather than on volume. To ensure a close link with the Group's strategy and in line with the 2021 compensation policy, the following four financial criteria are maintained:

- the Group Operating Margin (Group OM);
- the Free Cash Flow (FCF);
- the Return On Capital Employed (ROCE), and
- the Fixed Costs (FC).

Furthermore, the weightings of each of these four financial criteria has increased from 20% in 2021 to 22.5% in 2022, representing a total of 90% of the fixed compensation (compared to 80% in 2021).

These financial criteria are all quantifiable criteria.

	<b>Group Operating Margin (Group OM)</b>	<b>Free Cash Flow (FCF)</b>	<b>Return On Capital Employed (ROCE)</b>	<b>Fixed Costs (FC)</b>
<b>Weighting</b>	▪ 22.5% maximum.	▪ 22.5% maximum.	▪ 22.5% maximum.	▪ 22.5% maximum.



(as % of the fixed compensation)				
<b>Payout rate</b>	<ul style="list-style-type: none"> <li>0% if Group OM &lt; Budget.</li> <li>18% if Group OM = Budget</li> <li>22.5% if Group OM ≥ Budget +0.2 points</li> </ul> Linear interpolation if Budget < Group OM < Budget +0.2 points	<ul style="list-style-type: none"> <li>0% if FCF &lt; Budget</li> <li>18% if FCF = Budget</li> <li>22.5% if FCF ≥ Budget +20%</li> </ul> Linear interpolation if Budget < FCF < Budget +20%	<ul style="list-style-type: none"> <li>0% if ROCE &lt; Budget</li> <li>18% if ROCE = Budget</li> <li>22.5% if ROCE ≥ Budget +0.8 points</li> </ul> Linear interpolation if Budget < ROCE < Budget +0.8 points	<ul style="list-style-type: none"> <li>0% if FC &gt; Budget</li> <li>18% if FC = Budget</li> <li>22.5% if FC ≤ Budget -2%</li> </ul> Linear interpolation if Budget -2% < FC < Budget
<p>For the sake of commercial confidentiality, the Company does not disclose ex-ante the target figures for these financial criteria. However, it will publish ex-post the budget figures and the achievement rate for these criteria.</p>				

### Strategy and sustainability criteria for the 2022 financial year (0% to 60% of the fixed compensation)

These criteria are being changed compared to the 2021 compensation policy in order to reinforce the Group's commitment in terms of sustainability and to continue to address the challenges of the "Renaulution" strategic plan as well as the needs in terms of customer satisfaction/quality and vehicle safety.

The weighting of the sustainability criteria thus increases from 35% in 2021 to 40% in 2022, of which 30% will be quantifiable criteria and 10% qualitative criteria.

This mix of quantifiable and qualitative criteria reflects the three pillars of the Group's sustainability strategy: accidentology, circular economy, and employee up/re-skilling. The details of this strategy are presented in chapter 2 of the Company's Universal Registration Document.

	Strategy	Sustainability	Customer satisfaction / Quality
<b>Weighting</b> (as % of the fixed compensation)	<ul style="list-style-type: none"> <li>10% if on target and maximum</li> </ul>	<ul style="list-style-type: none"> <li>40% if on target and maximum</li> </ul>	<ul style="list-style-type: none"> <li>10% if on target and maximum</li> </ul>
<b>Quantifiable indicators</b>		<p><b>Of which 30% are quantifiable:</b></p> <ul style="list-style-type: none"> <li>Health and safety: target of 1.4% in 2022 for the frequency rate of work-related accidents with lost days (10%)</li> <li>Launch of ReKnow University: target of over 3,000 people trained in 2022 (10%)</li> <li>Target of 30,000 used vehicles to be refurbished at the Flins plant in 2022 (10%)</li> </ul>	

<b>Qualitative indicators</b>	<ul style="list-style-type: none"> <li>▪ Successful launch of Mégane E-Tech Electric (1/4 of the weighting)</li> <li>▪ Alliance: level of invoicing between Renault, Nissan and Mitsubishi (1/4 of the weighting)</li> <li>▪ Alignment of 2026+ line-up planning with Group' ambitions towards 2030 (1/4 of the weighting)</li> <li>▪ Completion of the studies on the opportunity to bring together, on the one hand, Renault's 100% electric activities and technologies and, on the other hand, its activities and technologies of ICE and hybrid engines and transmissions (1/4 of the weighting)</li> </ul>	<b>Of which 10% are qualitative:</b> <ul style="list-style-type: none"> <li>▪ Developing the circular economy business (10%)</li> </ul>	<ul style="list-style-type: none"> <li>▪ Reduction of incident rate: improvement of the quality and durability of the Group's products (1/3 of the weighting)</li> <li>▪ Customer satisfaction level (1/3 of the weighting)</li> <li>▪ Launch of the "Safety coach" program (1/3 of the weighting)</li> </ul>
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It is reminded that pursuant to Article L. 22-10-34 II. of the French Commercial Code (*Code de commerce*), payment of the annual variable compensation to the Chief Executive Officer for the 2022 financial year is subject to its approval by the Annual General Meeting to be held in 2023 to approve the financial statements for the financial year ending on December 31<sup>st</sup>, 2022.

### Multiyear variable compensation

The Chief Executive Officer will not receive any multiyear variable compensation.

### Exceptional compensation

The Chief Executive Officer will not receive any exceptional compensation for the 2022 financial year.

### Long-term compensation

Pursuant to the Company's compensation principles, a significant portion of the Chief Executive Officer's compensation consists of long-term compensation, the vesting of which is subject to performance criteria, to ensure alignment of the Chief Executive Officer's compensation with shareholder interests.

Long-term compensation takes the form of performance shares, allocated annually. The number of performance shares allocated to the Chief Executive Officer is expressed as an absolute number, rather than as a percentage of the salary, so that both upward and downward fluctuations in the share price will affect the total value of such long-term compensation.

The Chief Executive Officer receives performance shares under the same criteria as the other executives in the Group, subject to an additional performance criterion (Total Shareholder Return - TSR) applied to him in his capacity as executive corporate officer.

Upon recommendation of the Governance and Compensation Committee, the Board of Directors of February 17<sup>th</sup>, 2022, decided that 75,000 performance shares would be allocated to the Chief Executive Officer, representing the maximum number of performance shares that may be awarded in respect of the 2022 financial year.

Performance criteria will be measured over a cumulative three-year period (2022, 2023 and 2024).

Vesting of performance shares is also subject to a three-year presence condition starting from the date of the allocation by the Board of Directors.

The number of shares fully vested by the Chief Executive Officer out of the performance shares allocated to him will depend on the achievement of the following performance criteria:

### **Performance share plan criteria**

	Total Shareholder Return (TSR)	Free Cash Flow (FCF)	Annual increase in the net revenue per vehicle	Sales mix of electrified passenger cars in Europe
<b>Weighting</b> (as % of the allocation)	▪ 25%	▪ 25%	▪ 25%	▪ 25%
<b>Payout rate</b>	<ul style="list-style-type: none"> <li>▪ 0% if TSR &lt; Benchmark.</li> <li>▪ 11.25% if TSR = Benchmark.</li> <li>▪ 25% if TSR ≥ Benchmark +10%.</li> </ul> Linear interpolation if benchmark < TSR < benchmark +10%.  The benchmark corresponds to the sum of the average TSR <i>Euro Stoxx Auto &amp; Parts</i> index results and the average TSR <i>Euro Stoxx ex Financials</i> index results (both weighted equally).	<ul style="list-style-type: none"> <li>▪ 0% if FCF &lt; Budget</li> <li>▪ 17.5% if FCF = Budget</li> <li>▪ 25% if FCF ≥ Budget +20%</li> </ul> Linear interpolation if Budget < FCF < Budget +20%.	<ul style="list-style-type: none"> <li>▪ 0% if annual increase percentage &lt; 3%</li> <li>▪ 17.5 % if annual increase percentage = 3%</li> <li>▪ 25% if annual increase percentage ≥ 4%</li> </ul> Linear interpolation if 3 % < if annual increase percentage < 4%.	<ul style="list-style-type: none"> <li>▪ 0% if electrified sales mix &lt; 2024 target</li> <li>▪ 17.5% if electrified sales mix = 2024 target</li> <li>▪ 25% if electrified sales mix ≥ 2024 target +6.9pts.</li> </ul> Linear interpolation if 2024 target < electrified sales mix < 2024 target +6.9pts.
	This criterion being a relative one, the Company will publish the average figure and the corresponding achievement rate at the end of the performance period.	For reasons of commercial and financial confidentiality, the Company does not disclose ex-ante the target figures for these criteria. However, it will publish the achievement rate for these criteria at the end of the performance cycle.		

## Co-investment plan

At its meeting held on February 17<sup>th</sup>, 2022, the Board of Directors strongly supported the ambition of the Group's general management to pursue a strong policy of developing employee shareholding from 2022 onwards, as part of the deployment of the Renaulution strategy. This policy involves the regular implementation of various employee shareholding mechanisms, such as:

- free and collective allocations of shares, without performance conditions,
- collective offers to purchase shares under the Group savings plan,
- annual performance share plans, subject to demanding performance conditions,
- a co-investment plan in Renault shares offered to key Group managers.

Details of the employee shareholding policy are set out in chapter 3.2.5 of the Company's 2021 Universal Registration Document.

The Chief Executive Officer will be eligible for the co-investment plan which will be offered in 2022 to the Group's senior executives pursuant to the same terms and conditions summarized below:

- subject to investment, on a voluntary basis, in Renault shares up to a limit of 25% of the cash compensation (annual gross fixed + variable compensation) allocated for the year 2021;
- benefiting from a maximum matching contribution of 100% in the form of performance shares, the acquisition of which is subject to the achievement of performance criteria assessed over a cumulative period of 3 years (2023, 2024 and 2025) and to a condition of presence of 3 years and 3 months from the date of granting;
- with a lock-up period of the shares of at least 5 years from the date of implementation of the plan.

The Board of Directors considers that the eligibility of the Chief Executive Officer to this plan constitutes a cohesive factor within the Group and a positive signal to employees and shareholders. The particularly long-term orientation of this plan, its risk dimension, as well as the demanding nature of the performance conditions, are in line with market expectations and best practices. By including the potential effect of this plan on the CEO's target compensation, the positioning relative to peers remains in line with that desired by the Board of Directors.

## Performance criteria for the co-investment plan

The purpose of the co-investment plan is to interest the Group's senior executives in the Company's results while aligning their long-term interests with those of the shareholders. The criteria used for this plan allow for the measurement of the Company's financial and non-financial performance over the long term.

	Total Shareholder Return (TSR)	Group operating margin (Group OM)	Return on capital employed (ROCE)	Incident rate reduction (GMF 3 MIS World)	CO <sub>2</sub> emissions (Kg per vehicle manufactured in Europe)
<b>Weighting (as % of the allocation)</b>	• 20%	• 20%	• 20%	• 20%	• 20%
<b>Payout rate</b>	<ul style="list-style-type: none"> <li>• 0% if the TSR &lt; Benchmark</li> <li>• 9% if the TSR = Benchmark</li> <li>• 20% if the TSR ≥ Benchmark + 10%.</li> </ul> <p>Linear interpolation if benchmark &lt; TSR &lt; benchmark + 10%.</p> <p>The Benchmark corresponds to the sum of the average TSR <i>Euro Stoxx Auto &amp; Parts</i> index results and the average TSR <i>Euro Stoxx ex Financials</i> index results (both weighted equally).</p>	<ul style="list-style-type: none"> <li>• 0% if Group OM &lt; Budget.</li> <li>• 14% if Group OM = Budget</li> <li>• 20% if Group OM ≥ Budget +0,2 points</li> </ul> <p>Linear interpolation if Budget &lt; Group OM &lt; Budget +0.2 points.</p>	<ul style="list-style-type: none"> <li>• 0% if ROCE &lt; Budget</li> <li>• 14% if ROCE = Budget</li> <li>• 20% if ROCE ≥ Budget +0.8 points</li> </ul> <p>Linear interpolation if Budget &lt; ROCE &lt; Budget +0.8 points</p>	<ul style="list-style-type: none"> <li>• 0% if incident rate reduction (GMF) &lt; 20%.</li> <li>• 14% if incident rate reduction (GMF) = 20%</li> <li>• 20% if incident rate reduction (GMF) ≥ 25%</li> </ul> <p>Linear interpolation between target levels.</p> <p>Linear interpolation if 20% &lt; incident rate reduction (GMF) &lt; 25%.</p>	<ul style="list-style-type: none"> <li>• 0% if CO<sub>2</sub> emissions level &gt; 2025 target</li> <li>• 14% if CO<sub>2</sub> emissions level = 2025 target</li> <li>• 20% if CO<sub>2</sub> emissions level &lt; 2025 target</li> </ul> <p>The 2025 target is a reduction in the number of Kg of CO<sub>2</sub> emitted per vehicle manufactured in Europe, compared to the situation in 2021.</p>
	<p><i>This criterion being a relative one, the Company will publish the average figure and the corresponding achievement rate at the end of the performance period.</i></p> <p><i>For reasons of confidentiality, the Company does not disclose ex-ante the target figures for these criteria. However, it will publish the target figures and the achievement rate for these criteria at the end of the performance cycle.</i></p>				

## Compensation for directorship

The Chief Executive Officer is not a director. Therefore, he will not receive any compensation in this respect.

## Benefits of any kind

The Chief Executive Officer benefits from two company cars and one company car with a driver. He also benefits from an international healthcare coverage and from the same life insurance and supplementary healthcare schemes as for the employees working in France.

## Service provision agreement

No service provision agreement will be entered into between the Company and the Chief Executive Officer.

## Sign-on bonus

The Chief Executive Officer does not receive any sign-on bonus.

## Termination benefit

The Chief Executive Officer is entitled to a severance payment equal to the average of the last two years' gross fixed and variable annual compensation, payable in one instalment within six months of the departure, in the event of dismissal at the initiative of the Board of Directors and subject to the achievement of performance conditions set by the Board of Directors.

This termination benefit will not be paid in the event of dismissal for serious or gross misconduct.

The total termination benefit and non-compete indemnity, in the event of implementation of the non-compete agreement (see below), may not exceed two years of annual fixed and variable compensation.

At its meeting held on February 13<sup>th</sup>, 2020, the Board of Directors set the performance conditions for payment of the termination benefit. In order to receive this benefit, the following cumulative conditions should be met over the last two financial years preceding the departure:

- a minimum total achievement rate of 80% of the performance criteria for the annual variable compensation of the Chief Executive Officer;
- achievement of the Group's free cash flow target.

## **Non-compete indemnity**

At its meeting held on February 13<sup>th</sup>, 2020, the Board of Directors authorized the conclusion of a non-compete agreement with Mr Luca de Meo.

The Board of Directors considered that it is in Renault's interest to enter into this non-compete agreement which will protect Groupe Renault's legitimate interests, given the particularly competitive nature of the automotive market, the importance of the functions and the recognized skills of Mr Luca de Meo in this market, the means available to him, and the sensitive information he holds and to which he can have access.

Under this agreement, Mr Luca de Meo commits, as of the end of his term of office as Chief Executive Officer, not to engage, directly or indirectly, in an activity that competes with those of the Group, on his own behalf, on behalf of companies in the automotive design, construction and marketing sectors (mainly passenger cars and commercial vehicles), or on behalf of automotive suppliers.

Application of this clause is limited to:

- a period of twelve (12) months following the date on which Mr Luca de Meo effectively ceases to exercise his term of office;
- the countries of the European continent and Japan, as well as European and Japanese vehicle and equipment manufacturers.

As consideration for his non-compete obligation, Mr Luca de Meo will receive from the Company, during the period of application of the agreement (twelve months) and subject to there being no breach of this agreement, gross financial compensation corresponding to one year of gross annual compensation (fixed compensation and annual variable compensation paid in cash), payable in twelve monthly instalments. The gross annual compensation used for this calculation will be the one paid during the twelve months preceding the date of termination of the corporate office.

In accordance with the recommendation of the AFEP-MEDEF Code at the time of Mr Luca de Meo's departure, the Board of Directors of the Company will decide whether to apply this non-compete agreement and may unilaterally waive it. Furthermore, no compensation will be due in the event of retirement or if Mr Luca de Meo has reached the age of 65.

## **Top-up pension scheme**

The Chief Executive Officer benefits from a top-up pension scheme identical to that arranged for the members of the Group Executive Committee (the so-called "Article 83" and "Article 82" plans).

### *a) Mandatory defined-contribution pension scheme (Article 83)*

The contributions represent:

- 3.5% of the gross annual compensation between four and eight times the French Social Security cap (Band C), paid 2.5% by the Company and 1% by the Chief Executive Officer;

- then 8% of the gross annual compensation between eight and sixteen times the French Social Security cap (Band D), paid 5% by the Company and 3% by the Chief Executive Officer.

The total amount of the contributions (both Company's and officer's share) is capped at a lump sum equal to 8% of eight times the French Social Security Cap.

*b) Optional defined-contribution pension scheme (Article 82)*

The Chief Executive Officer will benefit from the new defined-contribution pension scheme set up from May 1, 2020 for the benefit of the corporate officers and members of the Group's Executive Committee.

This new scheme provides for the payment by the Company to a third-party entity (an insurer) of contributions equal to 12.5% of the gross annual compensation (fixed and variable) actually received.

The contributions paid in this way do not benefit from any preferential tax or social security regime. For this reason, the Chief Executive Officer will receive a lump-sum indemnity equal to the amount of the contribution paid on his behalf to the insurer. Payment of this indemnity will be concomitant to the payment of the contribution to the insurer.

The contributions and lump-sum indemnity amounts will be dependent on the Company's performance insofar as the calculation basis includes the variable portion of the compensation which is related to the Group's results.

**Adjustment clause in case of exceptional circumstances**

On an exceptional basis, the Board of Directors shall have the power to modify one or more of the performance criteria related to the annual variable compensation and/or the long-term compensation (performance share plan and co-investment plan) of the Chief Executive Officer and/or to modify, both upwards (within the limits of the caps provided for in the compensation policy) and downwards, one or more of the criteria underlying parameters (weighting, triggering thresholds, objectives, targets, etc.).

This option may be used by the Board of Directors only in the event that special and exceptional circumstances outside Renault have material consequences on the performance of the Group, which could not have been foreseen at the time the Board of Directors adopted this policy for presentation to the Annual General Meeting.

The purpose of these adjustments or modifications shall be to better reflect the effective performance of the Chief Executive Officer, taking into account the circumstances that led to the use of this option, when applying the compensation policy. In this context, the Board of Directors will be particularly cautious to ensure that any changes made are correlated to the performance of the Group, in light of the circumstances, and to the situation of all stakeholders. The Board of Directors will make its decision on the recommendation of the Governance and Compensation Committee and shall explain and justify its decision with regard to the circumstances that led to the use of this option and the alignment with shareholders' interests. Any use of this option will be communicated to the shareholders.

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