

## **RENAULT**

*Société anonyme* with a share capital of 1,126,701,902.04 euros  
Registered office: 122-122bis avenue du Général Leclerc - 92100 Boulogne-Billancourt  
441 639 465 R.C.S. Nanterre

### **ANNUAL GENERAL MEETING OF MAY 11, 2023**

#### **Ordinary general meeting:**

1. Approval of the annual financial statements for the financial year ended December 31, 2022
2. Approval of the consolidated financial statements for the financial year ended December 31, 2022
3. Allocation of the net result for the financial year ended December 31, 2022, and setting of the dividend
4. Statutory auditors' report on the information used to determine the compensation for participating shares
5. Approval of the related-party agreements and commitments governed by Articles L. 225-38 et seq. of the French Commercial Code
6. Renewal of Mr. Jean-Dominique Senard's term of office as independent director
7. Renewal of Ms. Annette Winkler's term of office as independent director
8. Appointment of Mr. Luca de Meo as director
9. Approval of the information relating to the compensation of directors and corporate officers paid during or awarded for the financial year ended December 31, 2022, mentioned in Article L. 22-10-9 I of the French Commercial Code
10. Approval of the components of the overall compensation and benefits of any kind paid during or awarded for the financial year ended December 31, 2022, to Mr Jean-Dominique Senard as Chairman of the Board of Directors
11. Approval of the components of the overall compensation and benefits of any kind paid during or awarded for the financial year ended December 31, 2022, to Mr Luca de Meo as Chief Executive Officer
12. Approval of the compensation policy of the Chairman of the Board of Directors for the 2023 financial year
13. Approval of the compensation policy of the Chief Executive Officer for the 2023 financial year
14. Approval of the compensation policy of the directors for the 2023 financial year
15. Authorization granted to the Board of Directors to perform Company share transactions

#### **Extraordinary general meeting:**

16. Authorization granted to the Board of Directors to reduce the Company's share capital by cancelling treasury shares

#### **Ordinary general meeting:**

17. Powers to carry out formalities

## 1. Ordinary general meeting

**First resolution** (*Approval of the annual financial statements for the financial year ended December 31, 2022*)

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' reports and the statutory auditors' report on the annual financial statements, approves the annual financial statements for the financial year ended December 31, 2022, as presented, as well as the transactions disclosed in those financial statements and summarized in those reports.

**Second resolution** (*Approval of the consolidated financial statements for the financial year ended December 31, 2022*)

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' reports and the statutory auditors' report on the consolidated financial statements, approves the consolidated financial statements for the financial year ended December 31, 2022, as presented, as well as the transactions disclosed in those financial statements and summarized in those reports.

**Third resolution** (*Allocation of the financial result for the financial year ended December 31, 2022, and setting of the dividend*)

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings and on the proposal of the Board of Directors, resolves to allocate the net profit for the financial year ended December 31, 2022, in the amount of € 363,637,277.74 as follows:

Profit for the 2021 financial year	€ 363,637,277.74
Allocation to the statutory reserve	-
Retained earnings as of December 31, 2022	€ 9,646,699,097.25
Distributable profit	€ 10,010,336,374.99
Dividends drawn from distributable profit	€ 72,602,830.75
Balance of retained earnings after allocation	€ 9,937,733,544.24

The amount of retained earnings includes the amount of dividends not paid to treasury shares (as of December 31, 2022).

In the event of a change in the number of shares entitling the holder to a dividend as at 31 December 2022, the total amount of dividends would be adjusted accordingly and the balance allocated to retained earnings would be determined on the basis of the dividends actually paid.

It is specified, pursuant to the tax legislation currently in force, that the entire dividend of €72,602,830.75 (after deduction of the 5,310,961 treasury shares held on 31 December 2022), which represents a dividend of € 0.25 per share before social security deductions and the flat-rate non-liberal withholding tax provided for in Article 117 quater of the French General Tax Code, is, for individuals who are tax residents, eligible for the 40% deduction mentioned in Article 158 3. 2° of the French General Tax Code in the event of an option to be taxed according to the income tax scale.

The dividend to be distributed shall be detached from the share on May 17, 2023, and shall be paid on May 19, 2023.

The General Meeting resolves that, in accordance with the provisions of Article L. 225-210 of the French Commercial Code, the amount of the dividend corresponding to the shares that the Company would come to hold at the time of payment will be allocated to the "retained earnings" account.

In accordance with legal provisions, the amount of dividends distributed in respect of the previous three financial years and the income eligible for tax deduction referred to in Article 158 3. 2° of the French General Tax Code were set as follows:

	Financial 2019	year Financial 2020	year Financial 2021
Dividend per share	€0	€0	€0
Amount of income distributed that is eligible for the 40% tax deduction	€0	€0	€0
Amount of income distributed that is not eligible for the 40% tax deduction	-	-	-

**Fourth resolution** *(Statutory auditors' report on the information used to determine the compensation for participating shares)*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, and having reviewed the statutory auditors' report on the information used to determine the compensation of participating shares, deliberating on this report, takes note of the information used to determine the compensation of participating shares.

**Fifth resolution** *(Approval of the related-party agreements and commitments governed by Articles L. 225-38 et seq. of the French Commercial Code)*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report and the statutory auditors' special report on the related-party agreements and commitments governed by Articles L. 225-38 et seq. of the French Commercial Code, acknowledges the information on agreements and commitments entered into and authorized during the previous financial years and whose implementation continued during the last financial year, as mentioned therein, and notes that there are no new agreements to be approved.

**Sixth resolution** *(Renewal of Mr. Jean-Dominique Senard's term of office as independent director)*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report, renews Mr. Jean-Dominique Senard's term of office as director for a term of four years, i.e. until the Annual General Meeting called to approve the financial statements for the financial year ending on December 31, 2026.

**Seventh resolution** *(Renewal of Ms. Annette Winkler's term of office as independent director)*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report, renews Ms. Annette Winkler's term of office as director for a term of four years, i.e. until the Annual General Meeting called to approve the financial statements for the financial year ending on December 31, 2026.

**Eighth resolution** *(Appointment of Mr. Luca de Meo as director)*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report, appoints Mr. Luca de Meo as director for a term of four years, i.e. until the Annual General Meeting called to approve the financial statements for the financial year ending on December 31, 2026.

**Ninth resolution** *(Approval of the information relating to the compensation of directors and corporate officers paid during or awarded for the financial year ended December 31, 2022, mentioned in Article L. 22-10-9 I of the French Commercial Code)*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 of the French Commercial Code, the information mentioned in Article L. 22-10-9 I of the French Commercial Code disclosed therein, as contained in Chapters 3.2.2 and 3.2.3 of the 2022 Universal registration document.

**Tenth resolution** *(Approval of the components of the overall compensation and benefits of any kind paid during or awarded for the financial year ended December 31, 2022, to Mr Jean-Dominique Senard as Chairman of the Board of Directors)*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, and having reviewed the Board of Directors' report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, the fixed, variable and exceptional components of the overall compensation and the benefits of any kind paid during the year ended December 31, 2022 or awarded for that year to Mr Jean-Dominique Senard as Chairman of the Board of Directors, as contained in Chapter 3.2.2.1 of the Company's 2022 Universal registration document.

**Eleventh resolution** *(Approval of the components of the overall compensation and benefits of any kind paid during or awarded for the financial year ended December 31, 2022, to Mr Luca de Meo as Chief Executive Officer)*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, and having reviewed the Board of Directors' report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, the fixed, variable and exceptional components of the overall compensation and the benefits of any kind paid during the year ended December 31, 2022 or awarded for that year to Mr Luca de Meo as Chief Executive Officer, as contained in Chapter 3.2.2.2 of the Company's 2022 Universal registration document

**Twelfth resolution** *(Approval of the compensation policy of the Chairman of the Board of Directors for the 2023 financial year)*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code describing the components of the compensation policy for the directors and corporate officers set by the Board of Directors, approves, pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy of the Chairman of the Board of Directors for the 2023 financial year, as set out in Chapter 3.2.4.1 of the Company's 2022 Universal registration document.

**Thirteenth resolution** *(Approval of the compensation policy of the Chief Executive Officer for the 2023 financial year)*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code describing the components of the compensation policy for the directors and corporate officers set by the Board of Directors, approves, pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy of the Chief Executive Officer for the 2023 financial year, as set out in chapter 3.2.4.2 of the Company's 2022 Universal registration document.

**Fourteenth resolution** *(Approval of the compensation policy of the directors for the 2023 financial year)*

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code describing the elements of the compensation policy for the directors and corporate officers set by the Board of Directors, approves, pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy of the directors for the 2023 financial year, as set out in chapter 3.2.4.3 of the Company's 2022 Universal registration document.

**Fifteenth resolution** (*Authorization granted to the Board of Directors to perform Company share transactions*)

The Annual General Meeting, voting under the conditions of quorum and majority required for ordinary general meetings, having reviewed the Board of Directors' report, authorizes the Board of Directors, with the power to sub-delegate, pursuant to the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code, Articles 241-1 et seq. of the General Regulation of the French Financial Markets Authority ("AMF") and EU regulations on market abuse, particularly Regulation (EU) No. 596/2014 of April 16, 2014, to perform transactions with the Company shares subject to the conditions and limits specified in the regulations, with a view to the following:

- (i) cancelling them, notably to compensate for dilution arising from the exercise of share subscription options or the acquisition of shares allocated free of charge, subject to the approval of the sixteenth resolution submitted to this Annual General Meeting;
- (ii) using all or some of the shares acquired to implement any stock option or free share plans, or any other form of assignment, allocation, disposal, or transfer to former and current employees and corporate officers of the Company and its Group, and completing any hedging transaction relating to any such transactions, within the conditions set by law;
- (iii) delivering any or all of the shares acquired upon exercise of rights attached to securities giving right, through conversion, exercise, redemption or exchange or any other means, to the allocation of shares of the Company, pursuant to applicable regulations;
- (iv) acting on the secondary market or the liquidity of the Renault share through an independent investment services provider pursuant to a liquidity agreement complying with AMF-approved market practices; and
- (v) more generally, performing all other transactions currently allowed, or that would become authorized or allowed, by applicable laws or regulatory provisions or by the AMF.

The acquisition, disposal, transfer, or exchange of these shares may be performed, on one or more occasions, by any means, notably on the market or through over-the-counter transactions (including acquisition or sale through block trade) including with identified shareholders, using derivative financial instruments or bonds or securities granting access to the Company's share capital, or by implementing option strategies, in compliance with applicable regulations.

The Annual General Meeting sets:

- the maximum purchase price (or the counter-value of this amount on the same date in any other currency), excluding acquisition costs, at €100 per share, and the maximum amount of funds allocated for the completion of the share purchase program at €2,957,222,800, it being specified that in the event of transactions affecting the share capital (splitting or consolidation of shares or free share allocations to shareholders), the price and the maximum amount of funds allocated for the completion of the share purchase program will be adjusted on the basis of the ratio of the number of securities constituting the share capital prior to the transaction compared to the total number after the transaction;
- the number of shares which may be acquired at 10% of the shares constituting the share capital, it being specified that (a) this limit applies to a given amount of the Company's share capital to be adjusted, as the case may be, to take into account transactions affecting the share capital subsequent to this Annual General Meeting and (b) if the aim of the share buyback is to enhance share liquidity pursuant to the conditions set out in the AMF General Regulation, the number of shares taken into account to calculate the 10% limit corresponds to the number of shares purchased, minus the number of shares resold during the authorization period.

As of December 31, 2022, the 10% limit of the share capital corresponded to 29,572,228 Company shares.

Within the limits allowed by the applicable regulations, transactions performed by the Board of Directors pursuant to this authorization may take place at any time during the validity of the share buyback program, it being specified that if a public bid for the Company's stocks is made by a third party, the Board of Directors may not implement this authorization and the Company may not pursue any share purchase program until

after the end of the bid period, except in the case of prior authorization having been granted by the Annual General Meeting.

Pursuant to the provisions of Article L. 225-210 of the French Commercial Code, the Company may not own more than 10% of the total of its own shares, or more than 10% of any given share category, either directly or through any person acting in their own name on behalf of the Company.

All powers are granted to the Board of Directors, including powers of sub-delegation, to implement this authorization, specify, if necessary, its terms, decide on its conditions and, in particular, place all orders on or off the stock market, assign or re-assign the shares acquired to the different purposes pursued in compliance with applicable legal and regulatory conditions, perform all formalities, and, more generally, do all that is required in this respect.

Each year, the Board of Directors shall make a report of the transactions performed pursuant to this resolution to the Annual General Meeting.

This authorization is granted for a period of eighteen (18) months as from the date of this Annual General Meeting and renders any previous delegation to the same end null and void for the unused portion.

## **2. Extraordinary general meeting**

**Sixteenth resolution** (*Authorization granted to the Board of Directors to reduce the Company's share capital by cancelling treasury shares*)

The Annual General Meeting, voting under the conditions of quorum and majority required for extraordinary general meetings, and having reviewed the Board of Directors' report and the statutory auditors' special report, authorizes the Board of Directors, with the power to sub-delegate, pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code:

- to proceed, on one or more occasions, in the proportions and at the times determined by the Board, with cancellation of the shares acquired pursuant to any authorization granted by the Ordinary General Meeting of Shareholders pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code, up to 10% of the total number of shares comprising the share capital for each 24-month period (the 10% limit applying to an adjusted number of shares, as the case may be, in line with any transactions affecting the share capital subsequent to this Annual General Meeting) and to reduce the share capital accordingly by recognising the difference between the buyback value of the shares and their nominal value in all reserve or bonus account lines;
- to decide the definitive amount of this share capital reduction (or reductions), determine the terms and record completion thereof; and
- to amend the articles of association accordingly, and more generally do all that is required to implement this authorization.

This authorization is granted for a maximum period of eighteen (18) months as of the date of this Annual General Meeting and renders any previous authorization to the same end null and void.

## **3. Ordinary general meeting**

**Seventeenth resolution** (*Powers to carry out formalities*)

The Annual General Meeting grants all powers to the bearer of the original or a copy or excerpt of the minutes of this Annual General Meeting to carry out all registration formalities specified by law.